

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
MEETING AGENDA**

Agenda subject to change

October 9, 2020

Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Suite 1, Canton, New York 13617

Call to Order

Roll Call

Public Notice October 2, 2020

Public Comment

Approval of Minutes September 3, 2020 1-4

Financial Report: August 2020 5-11

Reports of Committees

Staff Report Patrick Kelly

Old Business None

New Business Resolution: Adopting FY2021 Budget..... 12-15

Resolution: Authorizing Engineering Services: Former Newell Building... 16-17

Resolution: Approving Resolution: Omni Navitas Renewables, LLC
(126 Little Bow Road – North) 18-30

Resolution: Approving Resolution: Omni Navitas Renewables, LLC
(126 Little Bow Road – South) 31-43

Resolution: Approving Resolution: ASA Gouverneur NY Solar I, LLC
..... 44-56

Resolution: Approving Resolution: ASA Gouverneur NY Solar II, LLC .. 57-70

Resolution: Approving Resolution: ASA Dekalb NY Solar I, LLC 71-83

Resolution: Approving Resolution: ASA Dekalb NY Solar II, LLC..... 84-96

Resolution: Approving Resolution: ASA Dekalb NY Solar III, LLC 97-109

Executive Session

Adjournment

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ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of September 3, 2020

CALL TO ORDER: Chairman Staples called the meeting to order at 3:03 PM in the main conference room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

Blevins	Present	Reagen.....	Present
Hall.....	Present	Staples	Present
Morrill	Present	LaBaff.....	Present
McMahon.....	Present (via teleconference)	(via teleconference)	

SLCIDA Chairman Staples announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Richard Williams, and Lori Sibley); IDA Attorney (Andrew Silver, Esq.)

PUBLIC NOTICE: Public notifications sent August 31, 2020 to, at a minimum: newspapers designated for the publication of local laws and other matters required by law to be published; additional local media sources and websites.

PUBLIC COMMENT: None

APPROVAL OF MINUTES: Motion to accept the minutes of the June 29, 2020 meeting by Mr. LaBaff seconded by Mr. Reagen. Motion carried unanimously.

FINANCIAL REPORTS: Motion to accept the April 2020, May 2020, June 2020, and July 2020 financial reports by Mr. Blevins, seconded by Mr. LaBaff. Mr. Kelly reports that the April highlights include project fees incurred from the Vecino (Clarkson Old Snell Hall) project and revenue received as part of the County contract; May includes solar project fees and revenue received as part of Parker Maple vacating the Canton building; June expenses include equipment purchased for the Canton building due to COVID-19 (electronic door locks, intercom system and outside drop box for payments received); and includes 3rd quarter administrative revenue received from the IDALDC/RVRDA and project revenue from the J&L project. Motion carried unanimously.

COMMITTEE REPORTS: None

REAPPOINTMENTS: The terms of both Brian Staples and Ernest LaBaff will expire in August 2020. Both have been reappointed by the County Board of Legislators for another 3-year term.

STAFF REPORT: Patrick Kelly reports the following:

St. Lawrence County Reopening Task Force: We continue to work with local officials to help get the word out regarding the 5 pillars of prevention and supporting local businesses. With partners, 250 “Please Keep SLC Open For Business” yard signs and 100 window signs were distributed to local colleges/universities, local businesses, and local developers to place throughout the county.

We have been running ads on radio and in print to provide businesses and residents with information and guidance that will help keep people safe and the local economy moving forward. The message is continuously changing in response to the evolving challenges and needs during the crisis. Mr. Kelly plays a radio ad currently on-air as an example of the messaging the IDA is promoting. He adds that businesses continue to struggle as a result of the pandemic. Mr. Kelly mentions that all advertising is done through local St. Lawrence County media operations.

Empire State Mines (former St. Lawrence Zinc): A recent check on global zinc prices show an increase, up to \$1.13. Mr. Kelly notes an accident at the mine was reported in the news today. We will continue to stay in contact in the company. He adds that a letter was received by Titan Mining, along with a bar of Zinc, as a token of their appreciation for the support the IDA has given them while they were coming to St. Lawrence County and through the recent pandemic.

Renewable Energy (Solar): Several conversations are developing with numerous potential solar projects around the county. The first PILOT request for a solar project will be brought forth later in the meeting.

Arconic: As plans move forward for the development of a business park on excess property in Massena, staff continue to work closely to complete the agreements with Arconic to initiate a comprehensive feasibility analysis for the concept.

Fuzehub: A recent article in Fuzehub, a manufacturing newsletter, highlights APC Paper for their administrative work using 100% recycled materials in-house. CITEC was mentioned for their work with APC Paper, a collaboration the IDA facilitated by referring the company to CITEC. There are on average 55 employees at the facility, which was at one time owned by the IDA after it had closed in the 1980s. Mr. Kelly provides a copy of the article to the board members.

Newell Building: Over the winter a small part of the roof collapsed from excess snow, covering approximately 1,000 square feet of former office space in the building. The City of Ogdensburg is working with its insurance firm and is in the process of getting bids to repair the roof. The IDA has received notice of a \$500,000 award from the Northern Border Regional Council and a \$200,000 award from the North Country Regional Economic Development Corporation (half grant and half loan) for rehabilitation work needed for the building. Mr. Staples asks about the terms of the awards and Mr. Kelly responds that the loan is a 1% interest rate for 20 years. We are also working with National Grid to seek assistance from their programs going forward. With the \$700,000 approved over the last month, the plan is to start the additional work on the building by the end of the year.

Marketing: The website development is in its final stages. Submersive Media was contracted by the New York Power Authority to provide not only the development of the site, but also maintenance and social media promotion for the site for a five-year period. Mr. Staples expresses appreciation to NYPA for the significant investment they provided to help support this project.

Impacts of COVID-19: According to the New York State Comptroller's Office, there have been 1.9 million jobs lost since March in New York State, with 550,000 of those jobs brought back. That is a net loss of nearly 1.4 million jobs. The New York State unemployment rate for July was 16%. St. Lawrence County lost 2,600 jobs from February to April, and 1,500 of those jobs were brought back, for a net loss of 1,100 jobs. The County's unemployment rate for March was 6.3% and the most recent figure shows an unemployment rate for the County at 12%.

Mr. Hall asks if any certain industries were lost as an impact of COVID-19. Mr. Kelly mentions that there is no one industry that was lost, but layoffs have occurred in small businesses, retail, health care industries and with Arconic, in addition to others. While we have not seen any large-scale facility close, we expect to feel the impact of this for quite some time. The longer this pandemic goes on, the greater the likelihood of larger scale layoffs as well as plant and institutional closures in the County.

NYSEDC: Mr. LaBaff congratulates Mr. Kelly for his recent appointment as the Executive Director for the New York State Economic Development Council. Mr. Kelly thanks Mr. LaBaff and he acknowledges the dedication of former IDA Directors that have served as members of the NYSEDC Board of Directors, noting the agency has been a long-standing and active member of the organization for many years. The SLCIDA

has a voice with the NYSEDC and Mr. Kelly hopes his role will help bring a North Country perspective to the discussions the organization has in Albany and throughout the State. Mr. Staples also compliments Mr. Kelly and adds that the NYSEDC is comprised of several different members from many organizations all around New York State (not just a regional initiative). Chairman Staples recognizes Mr. Kelly's recent appointment is a compliment to his leadership and a compliment to the SLCIDA.

OLD BUSINESS: None

NEW BUSINESS:

Resolution IDA-20-09-13: Accepting the FY2020 Tentative Budget: The draft budget will be available for review and comment over the course of the next 30 days until it receives formal approval at the next meeting. The tentative budget was developed by using a system we review historical expenditures and revenues, analyze the current year-to-date financial results, and utilize estimates when creating assumptions for the draft budget. There are no new position openings proposed for next year's budget. Mr. LaBaff motions to approve Resolution IDA-20-09-13, seconded by Mr. Hall. The motion is approved by unanimous vote.

Resolution IDA-20-09-14: Accepting an Application Submitted by In-Law Brewing, LLC with Respect to a Certain Project; Describing the Forms of Financial Assistance Being Contemplated; and the Adopting of Findings Pursuant to SEQRA: A review of the Cost Benefit Analysis is conducted, highlighting the potential for the company to go from a 7 barrel to 32 barrel operation. Assistance has been requested in the form of a Mortgage Recording Tax Exemption, PILOT Agreement and Sales and Use Tax Exemption. Mr. Kelly adds that the New York Power Authority also approved a funding award under the Northern New York Power Proceeds program that will support the building construction, the purchase of machinery and equipment, and other items related to a business expansion. Furthermore, the project also helps support the growing Ag and Wine Trail in the County. Mr. LaBaff motions to approve Resolution IDA-20-09-14, seconded by Mr. Reagen. The motion is approved by unanimous vote.

Attorney Andrew Silver enters the meeting at 3:25 PM.

Resolution IDA-20-09-15: Authorizing Financial Assistance to the Morristown Solar II, LLC Project in the Form of a PILOT, Sales and Use Tax Exemption, and the Adopting of Findings Pursuant to SEQRA: A public hearing was held on August 27th via Zoom to hear comments that are either in favor of or opposed to the project. Edmund J. Russell, III enters the meeting at 3:28 PM via teleconference, as the Attorney for Underberg and Kessler, LLP representing the SLCIDA for this project. Mr. Kelly mentions that job creation is not typically part of these projects. The IDA looks for other benefits the project will generate for the individual communities and the County. The NYSEDA solar tool kit was used as one data point for reviewing the project. Mr. Kelly adds that there is a priority in New York State to grow the renewable energy sector and highlights as an example that the New York Power Authority is moving forward with a full-scale battery storage facility in Chateaugay.

As part of its discussions with the local community, the project developer has offered to pay a \$5,000 payment to all three taxing jurisdictions. This is not a requirement within the PILOT but a gesture on behalf of the project developer that came out of their direct discussions with the Town of Morristown and Morristown Central School District. The value of the PILOT payments and well as the amount of sales tax exemption being provided is discussed as are concerns about establishing a precedent relative to the pricing of the PILOT payment amounts per megawatt. Attorney Russell explains that the SLCIDA will not be bound by precedent as each project is different and circumstances relating to projects can change over time. Mr. Kelly suggests it may make sense in the future to revisit the IDA's Unified Tax Exemption Policy ("UTEP") to see if there are any updates needed since it was created over 20 years ago. He adds that this project is a deviation as described in our current UTEP. There are several renewable energy projects in the discussion phase right now. Mr. Reagen adds that there are a lot of requests right now for projects involving renewable energy and

the IDA provides a level of expertise in dealing with these projects that a lot of towns and villages do not have. Mr. Hall asks about the life span of the solar panels. Richard Williams, Facilities Manager for the SLCIDA explains that the average life expectancy for these panels is 20-25 years, although most companies say they are good for up to 35 years. Mr. Morrill expresses concern over the potential for hazardous materials that can be left behind when the project is completed. Mr. Kelly responds that the SLCIDA's agreements, including project agreements, recapture agreements, and any decommissioning plans and funds will stay with the specific project location and any future owners of the project. Mr. Blevins motions to approve Resolution IDA-20-09-15, seconded by Mr. Hall. The motion is approved by unanimous vote.

EXECUTIVE SESSION: None

ADJOURNMENT: A motion to adjourn is made by Mr. LaBaff, seconded by Mr. Reagen. The meeting adjourns at 3:44 PM by unanimous vote.

(Mr.) Lynn Blevins, Secretary

DRAFT

St. Lawrence County Industrial Development Agency
Highlights for
August 2020

Revenue

- CDC Project Revenue(CPH Refi Bond Fee 50%)	13,625.38	
- Interest Income	<u>2,354.80</u>	\$15,980.18

Expenses

- Building Expenses	11,339.92	
- Marketing Expense	4,514.00	
- RDBG Adult Ed Expenses	9,500.00	
- Newell Bldg Expenses	62,700.00	
- Other Operating Expenses	3,219.75	
- Payroll Expenses	<u>37,629.61</u>	\$128,903.28

Net Income (\$112,923.10)

St. Lawrence County Industrial Development Agency

Balance Sheet

As of August 31, 2020

Aug 31, 20

ASSETS

Current Assets

Checking/Savings

200 · Cash 1,070,731.19

200P · Cash - Payroll Checking Account 25,390.57

201 · Cash in Time Deposits

201N · NBT Bank Cash in Time 1,420,935.36

201K · Key Bank Cash in Time 392,829.56

Total 201 · Cash in Time Deposits 1,813,764.92

Total Checking/Savings 2,909,886.68

Other Current Assets

211 · Special Reserve

211B · Special Reserve -Key Treasury 1,999,600.00

211A · Special Reserve-Key MM Treasury 400.00

Total 211 · Special Reserve 2,000,000.00

220 · Due from Affiliate Agencies 1,002,549.81

Total Other Current Assets 3,002,549.81

Total Current Assets 5,912,436.49

Fixed Assets

111 · Gouverneur Industrial Park

111-A · Gouverneur Industrial Park 74,139.65

Total 111 · Gouverneur Industrial Park 74,139.65

112 · Vehicles

112-A · Vehicles 39,560.00

112-B · Vehicles Depreciation -30,983.67

Total 112 · Vehicles 8,576.33

119 · Massena Industrial Park-Lot 12 40,963.08

122 · Furnishings

122-A · Furnishing 25,880.04

122-B · Furnishing Depreciation -25,767.16

Total 122 · Furnishings 112.88

128 · Canton Industrial Park

128B · Canton Industrial Park - Improv 196,359.01

128A · Canton Industrial Park - Land 166,250.00

128-C · CIP Depreciation -11,482.92

Total 128 · Canton Industrial Park 351,126.09

129 · Canton Industrial Building

129-A · Canton Industrial Building 2,024,824.19

129-B · Canton Industrial Bldg Improv 143,388.76

129-C · Canton Ind Bldg - Depreciation -396,571.42

Total 129 · Canton Industrial Building 1,771,641.53

Total Fixed Assets 2,246,559.56

Other Assets

299 · Deferred Outflow - Pension 175,136.00

St. Lawrence County Industrial Development Agency

Balance Sheet

As of August 31, 2020

Aug 31, 20

Capital Lease Receivable	
594 · L/R - From the Heart Cabinetry	624,964.66
592 · L/R - NY Power Tools - Lot 17	243,752.57
590 · L/R - Capital Lease OpTechLot20	159,312.72
Total Capital Lease Receivable	1,028,029.95
Notes Receivable (N/R)	
591 · N/R - LC Drives RDBG EquipLease	27,778.80
593 · N/R - LC Drives 2018 RDBG	42,698.82
Total Notes Receivable (N/R)	70,477.62
Total Other Assets	1,273,643.57
TOTAL ASSETS	9,432,639.62
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
526 · Deferred Grant Revenue(RDBG)	80,522.50
Total Other Current Liabilities	80,522.50
Total Current Liabilities	80,522.50
Long Term Liabilities	
511 · Deferred Inflow of Pension	537,954.00
510 · Net Pension Liability	103,661.00
Notes Payable (N/P)	
654 · N/P - SLCIDA-LDC CIB Loan	575,702.66
655 · N/P - SLRVRA CIB Loan	515,611.11
670 · N/P - J&L DANC Loan	750,000.00
Total Notes Payable (N/P)	1,841,313.77
500 · Emp Compensated Time Accruals	213,568.31
501 · PostEmpBenft Other Than Pension	1,601,412.00
Total Long Term Liabilities	4,297,909.08
Total Liabilities	4,378,431.58
Equity	
3700 · Investment in Capital Assets	1,715,592.15
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	1,272,810.01
Net Income	65,805.88
Total Equity	5,054,208.04
TOTAL LIABILITIES & EQUITY	9,432,639.62

St. Lawrence County Industrial Development Agency
Budget Report
January 1 - August 31, 2020

	2020 Budget	Aug-20	YTD	Balance
Operating Revenue				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2409B · Interest Income - Banking	35,000.00	19.34	12,196.09	22,803.91
2409L · Interest Income - Lease	13,000.00	2,335.46	21,950.60	(8,950.60)
2421 · St. Lawrence County Revenue	250,000.00	0.00	187,500.00	62,500.00
2422 · IDALDC Administrative Revenue	200,000.00	0.00	200,000.00	0.00
2423 · GMEDF Administrative Revenue	7,200.00	0.00	0.00	7,200.00
2505 · Gain/Loss on Sale of Asset	0.00	0.00	49,266.36	(49,266.36)
2999 · Miscellaneous Income	100.00	0.00	2,000.00	(1,900.00)
Total Operating Revenue	505,400.00	2,354.80	472,913.05	32,486.95
2450 · Rental Income - CIB	42,000.00	0.00	8,000.00	34,000.00
Total Revenue for CIB	42,000.00	0.00	8,000.00	34,000.00
6455408 · Maintenance Expense - CIB	15,000.00	9,603.48	27,151.87	(12,151.87)
6455411 · Insurance Expense - CIB	5,000.00	0.00	0.00	5,000.00
6455416 · Utilities Expense - CIB	2,500.00	513.79	1,462.97	1,037.03
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	8,150.00	672.65	4,782.89	3,367.11
6455510 · Depreciation Expense - CIB	65,000.00	0.00	0.00	65,000.00
Total Expenditure for CIB	95,750.00	10,789.92	33,397.73	62,352.27
Total Canton Industrial Building	(53,750.00)	(10,789.92)	(25,397.73)	(28,352.27)
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	500.00	0.00	0.00	500.00
6456411 · Insurance Expense - CIP	950.00	0.00	0.00	950.00
6456499 · Miscellaneous Expense - CIP	250.00	0.00	0.00	250.00
6456510 · Depreciation Expense - CIP	0.00	0.00	0.00	0.00
Total Canton Industrial Park	(1,700.00)	0.00	0.00	(1,700.00)
Total Expenditure for CIP	1,700.00	0.00	0.00	1,700.00
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	2,000.00	550.00	1,650.00	350.00
6486411 · Insurance Expense - GIP	50.00	0.00	0.00	50.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
Total Expenditure for GIP	2,300.00	550.00	1,650.00	650.00
Total Gouverneur Industrial Park	(2,300.00)	(550.00)	(1,650.00)	(650.00)

	2020 Budget	Aug-20	YTD	Balance
Potsdam Commerce Park				
2495 · Rental Income - PCP Bldg	29,000.00	0.00	0.00	29,000.00
Total Revenue for Potsdam Commerce Park	29,000.00	0.00	0.00	29,000.00
6497408 · Maintenance Expense - PCP Bldg	1,000.00	0.00	0.00	1,000.00
6497411 · Insurance Expense - PCP Bldg	3,500.00	0.00	0.00	3,500.00
64974169 · Utility Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497499 · Misc Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497510 · Depreciation Expense - PCP Bldg	22,263.00	0.00	0.00	22,263.00
Total Expenditure for PCP	27,763.00	0.00	0.00	27,763.00
Total Potsdam Commerce Park	1,237.00	0.00	0.00	1,237.00
Total Building Revenues	73,000.00	0.00	8,000.00	63,000.00
Total Building Expenses	127,513.00	11,339.92	35,047.73	92,465.27
Total Building Net Income	(54,513.00)	(11,339.92)	(27,047.73)	(29,465.27)
Miscellaneous Projects				
2413 · Project Fees	10,000.00	0.00	162,000.00	(152,000.00)
2424 · NF Rail NBRC Revenue	234,155.00	0.00	0.00	234,155.00
2455 · NF Rail Rehab Revenue	732,232.00	0.00	0.00	732,232.00
2456 · J&L Project Revenue	840,000.00	0.00	74,715.64	765,284.36
2504 · CDC Project Revenue	100.00	13,625.38	13,625.38	100.00
2507 · ALCOA Foundation Grant	11,222.00	0.00	0.00	11,222.00
2515 · Newell Bldg Revenue	100,000.00	0.00	0.00	100,000.00
6499 · Miscellaneous Income	500.00	0.00	0.00	500.00
Total Revenue for Misc. Projects	1,928,209.00	13,625.38	250,341.02	1,691,493.36
6420407 · ALCOA Found Exp - Misc Project	11,222.00	0.00	0.00	11,222.00
6420501 · Railroad Interest Expense	0.00	0.00	0.00	0.00
6420617 · NF Rail Rehab Expense	490,000.00	0.00	102,469.05	387,530.95
6420618 · NF Rail NBRC Expense	234,155.00	0.00	0.00	234,155.00
6420620B · J&L Project Expense II	0.00	0.00	5,023.80	(5,023.80)
6420621 · Newell Project Expense	100,000.00	62,700.00	134,787.58	(34,787.58)
6420622 · RDBG Adult Ed Expense	0.00	9,500.00	9,500.00	(9,500.00)
Total Expenditure for Misc. Projects	835,377.00	72,200.00	251,780.43	583,596.57
Total Miscellaneous Projects	1,092,832.00	(58,574.62)	(1,439.41)	1,107,896.79

	2020 Budget	Aug-20	YTD	Balance
General Operating Expenses				
6460408 · Maintenance Expense	1,500.00	60.90	453.60	1,046.40
6460411 · Insurance Expense	10,000.00	528.00	392.00	9,608.00
6460416 · Utilities Expense	5,000.00	27.13	1,740.44	3,259.56
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	406.80	1,883.10	616.90
6460421 · Office Equipment Expense	2,500.00	776.81	4,302.04	(1,802.04)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	6,000.00	279.33	4,368.62	1,631.38
6460424 · Postage Expense	1,000.00	55.00	225.86	774.14
6460425 · Printing and Copying Expense	1,000.00	5.78	520.85	479.15
6460426 · IT Expense	6,000.00	122.35	695.35	5,304.65
6460427 · Professional Associations Expens	2,500.00	0.00	1,350.00	1,150.00
6460432 · Other Legal Expense	5,000.00	514.36	3,714.36	1,285.64
6460433 · Legal Expense - Retainer	5,500.00	0.00	2,365.00	3,135.00
6460434 · Accounting Expense	7,900.00	0.00	0.00	7,900.00
6460436 · Promotion/Marketing Expense	25,000.00	4,514.00	25,761.83	(761.83)
6460440 · Auto Expense	2,000.00	0.00	236.73	1,763.27
6460441 · Subscriptions & Periodicals	500.00	291.20	665.60	(165.60)
6460442 · Meeting Expense	1,000.00	0.00	85.20	914.80
6460443 · Mileage Expense	1,000.00	145.59	291.64	708.36
6460444 · Education Workshops Expense	10,000.00	0.00	1,696.00	8,304.00
6460445 · Travel Expense	2,500.00	0.00	531.74	1,968.26
6460499 · Miscellaneous Expense	250.00	6.50	371.00	(121.00)
6460501 · Interest Expense	0.00	0.00	0.00	0.00
6460502 · Outside Contracted Expense	100.00	0.00	0.00	100.00
6460503 · Payroll Expenses				
503A · Salaries & Wages	355,000.00	27,081.20	247,456.70	107,543.30
503B · Employee Benefits	133,000.00	8,409.31	59,393.48	73,606.52
503C · Post Employment Benefits Expe	190,000.00	0.00	0.00	190,000.00
503D · Payroll Tax Expense	26,500.00	1,978.20	18,086.40	8,413.60
503E · Payroll Processing Fees	1,800.00	160.90	2,032.49	(232.49)
6460599 · Depreciation Expense	4,000.00	0.00	0.00	4,000.00
Total General Operating Expenses	809,400.00	45,363.36	378,620.03	430,779.97
Total Revenue	2,504,609.00	15,980.18	731,254.07	1,786,980.31
Total Expenses	1,772,290.00	128,903.28	665,448.19	1,106,841.81
Net Income	732,319.00	(112,923.10)	65,805.88	680,138.50

St. Lawrence County Industrial Development Agency
Cash and In Time Report
August 2020

Type of Account	Bank	Amount
Money Market	Key Bank	392,829.56
Checking	NBT Bank	1,070,731.19
Tenant Security Deposit	NBT Bank	0.00
Savings	NBT Bank	1,420,935.36
Payroll Account	NBT Bank	25,390.57
		\$2,909,886.68
US Treasuries	Key Bank	1,999,600.00
Money Market	Key Bank	400.00
		\$2,000,000.00
		\$4,909,886.68

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-20-10-xx
October 9, 2020

**APPROVING AND ADOPTING FY2021 BUDGET
and
AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO MAKE LINE ITEM CHANGES**

WHEREAS, the St. Lawrence County Industrial Development Agency (the “SLCIDA”) has caused to be prepared a Fiscal Year 2021 budget, and

WHEREAS, a tentative Budget, after acceptance by the SLCIDA on September 03, 2020, was made available for at least 20 days for public inspection and comment pursuant to Title 1 of Article 18-A, Section 861 of New York General Municipal Law, and

WHEREAS, SLCIDA has reviewed any and all comments received during the public comment period,

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency approves and adopts the attached Fiscal Year 2021 Budget, and

BE IT FURTHER RESOLVED that the St. Lawrence County Industrial Development Agency does hereby confer authority to its Chief Executive Officer to make line item changes within the various components of the budget, provided that: (i) No line item change exceeds \$2,500; (ii) The change does not alter the "Total Expenses" of the relevant component Schedule, and (iii) the Chief Executive Officer must advise the SLCIDA Board of any such modifications at the SLCIDA meeting held immediately after such modification has been made, and

BE IT FURTHER RESOLVED that the SLCIDA shall cause to have copies of the Fiscal Year 2021 Budget forwarded to the St. Lawrence County Clerk, County Treasurer, County Administrator, Legislative Chair, and NYSABO, and to do all other things as may be required by statute.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
October 9, 2020

**ST LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FINAL BUDGET 2021**

	2019 Actual	2020 Budget	YTD 7/31/2020	2021 Budget
OPERATING REVENUE				
2400 · Late Fees Received	25.00	100.00	0.00	100.00
2401 · Gain/Loss on Investments	44,895.00	0.00	0.00	40,000.00
2409B · Interest Income - Banking	354.95	35,000.00	12,323.91	1,000.00
2409L · Interest Income - Lease	13,729.03	13,000.00	19,615.14	32,325.00
2411 · Refund of Prior Years Expense	0.00	0.00	0.00	0.00
2421 · St. Lawrence County Revenue	200,000.00	250,000.00	187,500.00	300,000.00
2422 · IDALDC Administrative Revenue	200,000.00	200,000.00	200,000.00	200,000.00
2423 · GMEDF Administrative Revenue	7,200.00	7,200.00	0.00	7,200.00
2505 · Gain/Loss on Sale of Asset	0.00	0.00	49,266.36	0.00
2999 · Miscellaneous Income	0.00	100.00	2,000.00	100.00
Total OPERATING REVENUE	466,203.98	505,400.00	470,705.41	580,725.00
Canton Industrial Building - CIB				
2450 · Rental Income - CIB	41,954.52	42,000.00	8,000.00	0.00
Total Revenue for CIB	41,954.52	42,000.00	8,000.00	0.00
6455408 · Maintenance Expense - CIB	4,884.88	15,000.00	17,548.39	5,000.00
6455411 · Insurance Expense - CIB	4,886.00	5,000.00	0.00	5,000.00
6455416 · Utilities Expense - CIB	1,509.22	2,500.00	949.18	2,500.00
6455499 · Miscellaneous Expense - CIB	0.00	100.00	0.00	100.00
6455500 · Interest Expense - CIB	8,534.04	8,150.00	4,110.24	8,150.00
6455510 · Depreciation Expense - CIB	64,959.48	65,000.00	0.00	65,000.00
Total Expenditure for CIB	84,773.62	95,750.00	22,607.81	85,750.00
Total Canton Industrial Building	(42,819.10)	(53,750.00)	(14,607.81)	(85,750.00)
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	0.00	500.00	0.00	500.00
6456411 · Insurance Expense - CIP	948.00	950.00	0.00	950.00
6456499 · Miscellaneous Expense - CIP	0.00	250.00	0.00	250.00
6456510 · Depreciation Expense - CIP	3,620.22	0.00	0.00	250.00
Total Expenditure for CIP	4,568.22	1,700.00	0.00	1,950.00
Total Canton Industrial Park	(4,568.22)	(1,700.00)	0.00	(1,950.00)
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	1,975.00	2,000.00	1,100.00	2,000.00
6486411 · Insurance Expense - GIP	44.00	50.00	0.00	50.00
6486499 · Miscellaneous Expense - GIP	0.00	250.00	0.00	250.00
Total Expenditure for GIP	2,019.00	2,300.00	1,100.00	2,300.00
Total Gouverneur Industrial Park	(2,019.00)	(2,300.00)	(1,100.00)	(2,300.00)

**ST LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FINAL BUDGET 2021**

	2019 Actual	2020 Budget	YTD 7/31/2020	2021 Budget
Potsdam Commerce Park (FTH Cap Lease)				
2495 · Rental Income - PCP	19,249.80	29,000.00	0.00	0.00
Total Revenue for Potsdam Commerce Park	19,249.80	29,000.00	0.00	0.00
6497408 · Maintenance Expense - PCP	3,420.00	1,000.00	0.00	0.00
6497411 · Insurance Expense - PCP	3,449.00	3,500.00	0.00	0.00
64974169 · Utility Expense - PCP	1,056.62	500.00	0.00	0.00
6497499 · Misc Expense - PCP	0.00	500.00	0.00	0.00
6497510 · Depreciation Expense - PCP	22,262.73	22,263.00	0.00	0.00
Total Expenditure for PCP	30,188.35	27,763.00	0.00	0.00
Total Potsdam Commerce Park	(10,938.55)	1,237.00	0.00	0.00
Miscellaneous Projects				
2413 · Project Fees	221,720.66	10,000.00	162,000.00	10,000.00
2424 · NF Rail NBRC Revenue	0.00	234,155.00	0.00	234,155.00
2406 · RBEG Revenue	14,837.76	0.00	0.00	15,068.00
2455 · NF Rail Rehab Revenue	8,146.00	732,232.00	0.00	0.00
2456 · J&L Project Revenue	793,661.84	840,000.00	74,715.64	0.00
2504 · CDC Project Revenue	0.00	100.00	0.00	100.00
2507 · ALCOA Foundation Revenue	18,822.50	11,222.00	0.00	0.00
2515 · Newell Project Revenue	1,300,000.00	100,000.00	0.00	0.00
6499 · Miscellaneous Income	0.00	500.00	0.00	500.00
Total Revenue for Miscellaneous Projects	2,357,188.76	1,928,209.00	236,715.64	259,823.00
6420407 · ALCOA Foundation Expense	18,822.50	11,222.00	0.00	0.00
6420501 · Railroad Interest Expense	7,883.17	0.00	0.00	0.00
6420617 · NF Rail Rehab Expense	8,146.00	490,000.00	102,469.05	0.00
6420618 · NF Rail NBRC Expense	0.00	234,155.00	0.00	234,155.00
6420620B J&L Project Expense II	793,661.84	0.00	5,023.80	0.00
6420621 · Newell Project Expense	1,416,823.57	100,000.00	72,087.58	0.00
Total Expenditure for Miscellaneous Projects	2,245,337.08	835,377.00	179,580.43	234,155.00
Total Miscellaneous Projects	111,851.68	1,092,832.00	57,135.21	25,668.00

**ST LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FINAL BUDGET 2021**

	2019 Actual	2020 Budget	YTD 7/31/2020	2021 Budget
IDA General Operating Expenditures				
6460408 · Maintenance Expense	2,347.95	1,500.00	392.70	1,500.00
6460411 · Insurance Expense	8,480.20	10,000.00	(136.00)	10,000.00
6460416 · Utilities Expense	4,527.67	5,000.00	1,713.31	5,000.00
6460418 · Underwriting/Credit Report Exp	0.00	100.00	0.00	100.00
6460420 · Office Supplies Expense	3,543.98	2,500.00	1,476.30	2,500.00
6460421 · Office Equipment Expense	7,473.51	2,500.00	3,525.23	2,500.00
6460422 · Equipment Repair Expense	0.00	250.00	0.00	250.00
6460423 · Telephone Expense	6,680.42	6,000.00	4,089.29	6,000.00
6460424 · Postage Expense	478.22	1,000.00	170.86	750.00
6460425 · SLC Printing Service Expense	1,655.15	1,000.00	515.07	750.00
6460426 · IT Expense	6,132.07	6,000.00	573.00	1,000.00
6460427 · Professional Associations Expense	1,320.00	2,500.00	1,350.00	2,500.00
6460432 · Other Legal Expense	2,547.96	5,000.00	3,200.00	5,000.00
6460433 · Legal Expense - Retainer	5,500.00	5,500.00	2,365.00	5,500.00
6460434 · Accounting Expense	7,500.00	7,900.00	0.00	7,875.00
6460436 · Promotion/Marketing Expense	20,123.14	25,000.00	21,247.83	25,000.00
6460440 · Auto Expense	2,600.03	2,000.00	236.73	2,000.00
6460441 · Subscriptions & Periodicals	366.06	500.00	374.40	500.00
6460442 · Meeting Expense	916.99	1,000.00	85.20	1,000.00
6460443 · Mileage Expense	978.33	1,000.00	146.05	1,000.00
6460444 · Education Workshops Expense	6,139.56	10,000.00	1,696.00	10,000.00
6460445 · Travel Expense	1,242.20	2,500.00	531.74	2,500.00
6460499 · Miscellaneous Expense	69.00	250.00	511.66	500.00
6460502 · Outside Contracted Expense	1,400.00	100.00	0.00	100.00
6460503 · Payroll Expenses				
503A · Salaries & Wages	350,107.50	355,000.00	220,375.50	423,500.00
503B · Employee Benefits	128,336.90	133,000.00	50,984.17	156,000.00
503C · Post-Employment Benefits Expense	65,761.32	190,000.00	0.00	190,000.00
503D · Payroll Tax Expense	25,507.70	26,500.00	16,108.20	32,000.00
503E · Payroll Processing Fees	1,825.45	1,800.00	1,806.14	1,980.00
6460599 · Depreciation Expense	5,355.46	4,000.00	0.00	3,700.00
Total IDA General Operating Expenditures	668,916.77	809,400.00	333,338.38	901,005.00
Total Revenue	2,884,597.06	2,504,609.00	715,421.05	840,548.00
Total Expenditures	3,035,803.04	1,772,290.00	536,626.62	1,225,160.00
Net Income	(151,205.98)	732,319.00	178,794.43	(384,612.00)

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-20-10-xx

October 9, 2020

AUTHORIZING ENGINEERING SERVICES FOR THE FORMER NEWELL BUILDING

WHEREAS, by Resolution IDA-17-10-33, Dated October 19, 2017 authorizing the City of Ogdensburg (“City”) and St. Lawrence County Industrial Development Agency (“SLCIDA”) enter into Memorandum of Agreement (MOA) for redevelopment of the Former Newell Manufacturing (“Newell Property”) property consisting of an approximately 63,400 vacant building located at 100 Paterson Street, and

WHEREAS, the St. Lawrence County Industrial Development Agency (“SLCIDA”) supports the redevelopment of the Newell Property and recognizes the importance of the project for economic development purposes in the City and for St. Lawrence County; and

WHEREAS, in order to further develop the property and ready it for tenants, the SLCIDA has sought engineering services through a Request For Proposal, and

WHEREAS, the design and engineering services for build-outs within the existing building will provide finished design documents, including bid documents, construction drawings and specifications, which will be used to bid and construct the building, as well as project oversight and final as-built drawings, and

WHEREAS, the Agency solicited proposals requesting for quotations from six qualified professionals (see chart on following page) for the final design and engineering services, and

WHEREAS, a qualified proposal was received from Brooks Washburn, AIA at an estimated cost of \$48,880,

NOW, THEREFORE, BE IT that the St. Lawrence County Industrial Development Agency does hereby approve the technical and cost proposal submitted by Brooks Washburn, AIA and dated October 2, 2020, and

NOW, THEREFORE, BE IT FURTHER RESOLVED by the St. Lawrence County Industrial Development Agency that the SLCIDA Chief Executive Officer is designated, authorized, empowered and directed to execute the agreement regarding the redevelopment of the Newell Building.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
October 9, 2020

Company

Beardsley	Unable to commit at this time
Brooks Washburn, AIA	\$48,880
c2ae	No Response
Renew Architecture & Design	No Response
Tisdell Associates	Unable to commit at this time
Tom Pahler AH	No Response

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Omni Navitas Renewables, LLC (126 Little Bow Road – North) [Project Number 4001-20-09]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of Omni Navitas Renewables, LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY OMNI NAVITAS RENEWABLES, LLC, A MASSACHUSETTS LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “**Enabling Act**”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“**State**”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “**Act**”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – North in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.4 acres of the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of Gouverneur (the "Town") and the Gouverneur Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted September 14, 2020, the School District consented to the Deviation and, by resolution adopted September 8, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of Gouverneur Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on March 10, 2020 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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"); and I various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

I The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

I The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

I The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Gouverneur and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: Omni Navitas Renewables, LLC Project (126 Little Bow Road – North) [#4001-20-09]	
2.	Project Description: OMNI NAVITAS RENEWABLES, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – North in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.4 acres of the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$4,792,750
5.	Benefited Project Amount:	\$4,792,750
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT *The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$20,188 to the Town, School, and County in year 1 with 2% escalator for a total 20-year PILOT payments of \$490,503.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 11:15 o’clock a.m., local time, in connection with the Omni Navitas Renewables, LLC - 126 Little Bow Road – North Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and comment on the Project and the benefits to be granted to Omni Navitas Renewables, LLC (the “Applicant”) on behalf of an entity to be formed (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/85616472551?pwd=R1NnbFZ6RU9VUktFU3drZ2JORWdaQT09>

Meeting ID: 856 1647 2551

Passcode: 312522

The Applicant 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 approximately 161.1 acres of land located at 126 Little Bow Road – North in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.4 acres of the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted

by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing-Gouv-Little Bow Rd-North

Time: Sep 30, 2020 11:15 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/85616472551?pwd=R1NnbFZ6RU9VUktFU3drZ2JORWdaQT09>

Meeting ID: 856 1647 2551

Passcode: 312522

Omni Navitas Renewables, LLC - 126 Little Bow Road – North (the “Company”)

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – North in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.4 acres of the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo - Carpenter's Union. No Comments.

Peter McAuliffe – No Comments.

Vaughn Golden WDT Reporter – No Comments.

Dave Spilman Town Supervisor - No Comments

Ended 11:25 am

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EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Gouverneur (the “Town”) and Gouverneur Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$20,187.50 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$20,187.50
2	2022/2023	2023	\$20,591.25
3	2023/2024	2024	\$21,003.08
4	2024/2025	2025	\$21,423.14
5	2025/2026	2026	\$21,851.60
6	2026/2027	2027	\$22,288.63
7	2027/2028	2028	\$22,734.40
8	2028/2029	2029	\$23,189.09
9	2029/2030	2030	\$23,652.87
10	2030/2031	2031	\$24,125.93
11	2031/2032	2032	\$24,608.45
12	2032/2033	2033	\$25,100.62
13	2033/2034	2034	\$25,602.63
14	2034/2035	2035	\$26,114.68
15	2035/2036	2036	\$26,636.98
16	2036/2037	2037	\$27,169.72
17	2037/2038	2038	\$27,713.11
18	2038/2039	2039	\$28,267.37
19	2039/2040	2040	\$28,832.72
20	2040/2041	2041	\$29,409.38

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Omni Navitas Renewables, LLC (126 Little Bow Road – South) [Project Number 4001-20-10]
Resolution No. IDA–20–10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of Omni Navitas Renewables, LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY OMNI NAVITAS RENEWABLES, LLC, A MASSACHUSETTS LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “Enabling Act”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“State”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “Act”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – South in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.3 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of Gouverneur (the "Town") and the Gouverneur Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted September 14, 2020, the School District consented to the Deviation and, by resolution adopted September 8, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of Gouverneur Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on March 10, , 2020 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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”); and (E) various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Gouverneur and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: Omni Navitas Renewables, LLC Project (126 Little Bow Road – South) [#4001-20-10]	
2.	Project Description: OMNI NAVITAS RENEWABLES, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – South in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.3 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$5,045,000
5.	Benefited Project Amount:	\$5,045,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$17,000 to the Town, School, and County in year 1 with 2% escalator for a total 20-year PILOT payments of \$413,055.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 11:30 o’clock a.m., local time, in connection with the Omni Navitas Renewables, LLC - 126 Little Bow Road – South Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to Omni Navitas Renewables, LLC (the “Applicant”) on behalf of an entity to be formed (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/84221227396?pwd=dG1KRWdTdTa2F6d3pVU3hXaWxWVnpRUT09>

Meeting ID: 842 2122 7396

Passcode: 936895

The Applicant 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 approximately 161.1 acres of land located at 126 Little Bow Road – South in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.3 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted

by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing-Gouv-Little Bow Rd-South

Time: Sep 30, 2020 11:30 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/84221227396?pwd=dG1KRWdTdTa2F6d3pVU3hXaWxWVnpRUT09>

Meeting ID: 842 2122 7396

Passcode: 936895

Omni Navitas Renewables, LLC - 126 Little Bow Road – South (the “Company”)

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 161.1 acres of land located at 126 Little Bow Road – South in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 24.3 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo - Carpenter's Union. Asked about permits for the project. Also asked about local labor. Peter McAuliffe – will have their construction team reach out to Tom.

Vaughn Golden WDT Reporter – No Comments.

Dave Spilman Town Supervisor - No Comments

Ended 11:42 am

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EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Gouverneur (the “Town”) and Gouverneur Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$17,000 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$17,000.00
2	2022/2023	2023	\$17,340.00
3	2023/2024	2024	\$17,686.80
4	2024/2025	2025	\$18,040.54
5	2025/2026	2026	\$18,401.35
6	2026/2027	2027	\$18,769.37
7	2027/2028	2028	\$19,144.76
8	2028/2029	2029	\$19,527.66
9	2029/2030	2030	\$19,918.21
10	2030/2031	2031	\$20,316.57
11	2031/2032	2032	\$20,722.91
12	2032/2033	2033	\$21,137.36
13	2033/2034	2034	\$21,560.11
14	2034/2035	2035	\$21,991.31
15	2035/2036	2036	\$22,431.14
16	2036/2037	2037	\$22,879.76
17	2037/2038	2038	\$23,337.36
18	2038/2039	2039	\$23,804.10
19	2039/2040	2040	\$24,280.19
20	2040/2041	2041	\$24,765.79

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
ASA Gouverneur NY Solar I LLC [Project Number 4001-20-07]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Kimberly Gilbert, Richard Williams, and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of ASA Gouverneur NY Solar I LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ASA GOUVERNEUR NY SOLAR I LLC, A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY

DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “**Enabling Act**”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“**State**”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “**Act**”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 119 acres of land located at 88 Welch Road in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 12.03 acres of the Land of a 1.48 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency’s UTEP the consent of the Town of Gouverneur (the “Town”) and the Gouverneur Central School District (the “School District”) was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted September 14, 2020, the School District consented to the Deviation and, by resolution adopted September 8, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the “EAF”) with respect to the Project; and

WHEREAS, a public hearing (the “Hearing”) was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency has been informed that (1) the Town of Gouverneur Planning Board (the “Planning Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on June 26, 2019 (the “Negative Declaration”) determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 “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 lease agreement (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; (C) 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; (D) 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”); and © various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Gouverneur and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on October __, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (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 modified by subsequent Executive Orders, 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 present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as modified by subsequent Executive Orders, throughout said meeting.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand of said Agency as of October __, 2020.

Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: ASA Gouverneur NY Solar I LLC Project [#4001-20-07]	
2.	Project Description: ASA GOUVERNEUR SOLAR NY I LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 119 acres of land located at 88 Welch Road in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 12.03 acres of the Land of a 1.48 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$1,493,320
5.	Benefited Project Amount:	\$1,493,320
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$6,290 to the Town, School, and County in year 1 with 2% escalator for a total 20 year PILOT payments of \$152,830.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

**NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO**

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 10:45 o’clock a.m., local time, in connection with the ASA Gouverneur NY Solar I LLC Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to ASA Gouverneur NY Solar I LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/86450851412?pwd=QlVGWlJUSFfRM3FiNGZMRk5qcWMzZz09>

Meeting ID: 864 5085 1412

Passcode: 282139

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, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 119 acres of land located at 88 Welch Road in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 12.03 acres of the Land of a 1.48 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the

Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing-Gouverneur Solar I

Time: Sep 30, 2020 10:45 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/86450851412?pwd=QlVGWXJUSFdRM3FiNGZMRk5qcWMzZz09>

Meeting ID: 864 5085 1412

Passcode: 282139

ASA Gouverneur NY Solar I LLC (the “Company”)

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 119 acres of land located at 88 Welch Road in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 12.03 acres of the Land of a 1.48 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo - Carpenter's Union. Questions if Omni is the Owner.

Peter McAuliffe – No Comments.

Vaughn Golden WDT Reporter – No Comments.

Dave Spilman Town Supervisor - No Comments

Ended 10:57 am

EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Gouverneur (the “Town”) and Gouverneur Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$6,290 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$6,290.00
2	2022/2023	2023	\$6,415.80
3	2023/2024	2024	\$6,544.12
4	2024/2025	2025	\$6,675.00
5	2025/2026	2026	\$6,808.50
6	2026/2027	2027	\$6,944.67
7	2027/2028	2028	\$7,083.56
8	2028/2029	2029	\$7,225.23
9	2029/2030	2030	\$7,369.74
10	2030/2031	2031	\$7,517.13
11	2031/2032	2032	\$7,667.47
12	2032/2033	2033	\$7,820.82
13	2033/2034	2034	\$7,977.24
14	2034/2035	2035	\$8,136.79
15	2035/2036	2036	\$8,299.52
16	2036/2037	2037	\$8,465.51
17	2037/2038	2038	\$8,634.82
18	2038/2039	2039	\$8,807.52
19	2039/2040	2040	\$8,983.67
20	2040/2041	2041	\$9,163.34

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
ASA Gouverneur NY Solar II LLC [Project Number 4001-20-08]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of ASA Gouverneur NY Solar II LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ASA GOUVERNEUR NY SOLAR II LLC, A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “**Enabling Act**”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“**State**”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “**Act**”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “**Application**”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “**Project**”) consisting of (A) (1) the acquisition of an interest in approximately 198.9 acres of land located at 1645 US Highway 11 in the Town of Gouverneur, St. Lawrence County, New York (the “**Land**”); (2) the installation on approximately 17.8 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “**Facility**”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) in the form of an agreement for Payments in Lieu of Taxes (“**PILOT Agreement**”) with a term of 20 years (the “**Deviation**”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of Gouverneur (the "Town") and the Gouverneur Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted September 14, 2020, the School District consented to the Deviation and, by resolution adopted September 8, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of Gouverneur Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on June 26, 2019 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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”); and (E) various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Gouverneur and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: ASA Gouverneur NY Solar II LLC Project [#4001-20-08]	
2.	Project Description: ASA GOUVERNEUR SOLAR NY II LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 198.9 acres of land located at 1645 US Highway 11 in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 17.8 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$4,036,000
5.	Benefited Project Amount:	\$4,036,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$17,000 to the Town, School, and County in year 1 with 2% escalator for a total 20 year PILOT payments of \$413,055.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 11:00 o’clock a.m., local time, in connection with the ASA Gouverneur NY Solar II LLC Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to ASA Gouverneur NY Solar II LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/87832476212?pwd=SUpuVjZqRmorMk9VNXVWanJ2aG50dz09>

Meeting ID: 878 3247 6212

Passcode: 062088

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, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 198.9 acres of land located at 1645 US Highway 11 in the Town of Gouverneur, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 17.8 acres of the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency’s uniform tax exemption policy, the

Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the “Agreement”) requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing-Gouverneur Solar II

Time: Sep 30, 2020 11:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/87832476212?pwd=SUpuVjZqRmorMk9VNjVWanJ2aG50dz09>

Meeting ID: 878 3247 6212

Passcode: 062088

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(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.

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Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo - Carpenter's Union. No Comments.

Peter McAuliffe – No Comments.

Vaughn Golden WDT Reporter – No Comments.

Dave Spilman Town Supervisor - No Comments.

Ended 11:12 am

EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Gouverneur (the “Town”) and Gouverneur Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$17,000 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$17,000.00
2	2022/2023	2023	\$17,340.00
3	2023/2024	2024	\$17,686.80
4	2024/2025	2025	\$18,040.54
5	2025/2026	2026	\$18,401.35
6	2026/2027	2027	\$18,769.37
7	2027/2028	2028	\$19,144.76
8	2028/2029	2029	\$19,527.66
9	2029/2030	2030	\$19,918.21
10	2030/2031	2031	\$20,316.57
11	2031/2032	2032	\$20,722.91
12	2032/2033	2033	\$21,137.36
13	2033/2034	2034	\$21,560.11
14	2034/2035	2035	\$21,991.31
15	2035/2036	2036	\$22,431.14
16	2036/2037	2037	\$22,879.76
17	2037/2038	2038	\$23,337.36
18	2038/2039	2039	\$23,804.10
19	2039/2040	2040	\$24,280.19
20	2040/2041	2041	\$24,765.79

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
ASA DeKalb NY Solar I LLC [Project Number 4001-20-04]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of ASA DeKalb Solar I LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ASA DEKALB NY SOLAR I LLC, A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “Enabling Act”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“State”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “Act”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 34.30 acres of land located at 2536 County Route 17, Town of DeKalb, St. Lawrence County, New York (the “Land”), (2) the installation on approximately 18.21 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of DeKalb (the "Town") and the Hermon DeKalb Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted July 13, 2020, the School District consented to the Deviation and, by resolution adopted September 16, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of DeKalb Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on July 14, 2019 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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”); and (E) various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of DeKalb and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This Resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: ASA DeKalb NY Solar I LLC Project [#4001-20-04]	
2.	Project Description: ASA DEKALB SOLAR NY I LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 34.30 acres of land located at 2536 County Route 17 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 18.21 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$5,045,000
5.	Benefited Project Amount:	\$5,045,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$21,250 to the Town, School, and County in year 1 with 2% escalator for a total 20-year PILOT payments of \$516,319.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 10:00 o’clock a.m., local time, in connection with the ASA DeKalb NY Solar I LLC Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to ASA DeKalb NY Solar I LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/81054957478?pwd=K09QUdJnSTV5dlBrRWWhQekgxTjh4UT09>

Meeting ID: 810 5495 7478

Passcode: 380533.

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, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 34.30 acres of land located at 2536 County Route 17 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 18.21 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency’s uniform tax exemption policy, the Agency

will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing - DeKalb Solar I

Time: Sep 30, 2020 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/81054957478?pwd=K09QUdJnSTV5dIhRWhQekgxTjh4UT09>

Meeting ID: 810 5495 7478

Passcode: 380533

ASA DeKalb NY Solar I LLC (the “Company”)

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 34.30 acres of land located at 2536 County Route 17 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 18.21 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo as Carpenter's Union Rep Concern for decommission and concern of permit fee.
Wants the companies to use local labor.

Peter McAuliffe – No Comments. Vaughn Golden WDT Reporter – No Comments

Ended 10:13am

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EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of DeKalb (the “Town”) and Hermon DeKalb Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$21,250 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$21,250.00
2	2022/2023	2023	\$21,675.00
3	2023/2024	2024	\$22,108.50
4	2024/2025	2025	\$22,550.67
5	2025/2026	2026	\$23,001.68
6	2026/2027	2027	\$23,461.72
7	2027/2028	2028	\$23,930.95
8	2028/2029	2029	\$24,409.57
9	2029/2030	2030	\$24,897.76
10	2030/2031	2031	\$25,395.72
11	2031/2032	2032	\$25,903.63
12	2032/2033	2033	\$26,421.70
13	2033/2034	2034	\$26,950.14
14	2034/2035	2035	\$27,489.14
15	2035/2036	2036	\$28,038.92
16	2036/2037	2037	\$28,599.70
17	2037/2038	2038	\$29,171.70
18	2038/2039	2039	\$29,755.13
19	2039/2040	2040	\$30,350.23
20	2040/2041	2041	\$30,957.24

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
ASA DeKalb NY Solar II LLC [Project Number 4001-20-05]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of ASA DeKalb Solar II LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ASA DEKALB NY SOLAR II LLC, A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “Enabling Act”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“State”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “Act”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 58.8 acres of land located at 2496 County Route 17, Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.11 acres of the Land of a 3.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of DeKalb (the "Town") and the Hermon DeKalb Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted July 13, 2020, the School District consented to the Deviation and, by resolution adopted September 16, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of DeKalb Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on July 14, 2019 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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”); and (E) various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of DeKalb and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This Resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: ASA DeKalb NY Solar II LLC Project [#4001-20-05]	
2.	Project Description: ASA DEKALB SOLAR NY II LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 58.8 acres of land located at 2496 County Route 17, Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.11 acres of the Land of a 3.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”); and (3) the acquisition and installation in and around the Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$3,027,000
5.	Benefited Project Amount:	\$3,027,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$12,750 to the Town, School, and County in year 1 with 2% escalator for a total 20-year PILOT payments of \$309,791.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 10:15 o’clock a.m., local time, in connection with the ASA DeKalb NY Solar II LLC Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to ASA DeKalb NY Solar II LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/81664365553?pwd=Skq4TVN3aU44Sm4vRFc0ZVJqNkxwUT09>

Meeting ID: 816 6436 5553

Passcode: 927205

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, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 58.8 acres of land located at 2496 County Route 17 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.11 acres of the Land of a 3.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency’s uniform tax exemption policy, the

Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing - DeKalb Solar II

Time: Sep 30, 2020 10:15 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/81664365553?pwd=Skg4TVN3aU44Sm4vRFc0ZVJqNkxwUT09>

Meeting ID: 816 6436 5553

Passcode: 927205

ASA DeKalb NY Solar II LLC (the “Company”)

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 58.8 acres of land located at 2496 County Route 17 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.11 acres of the Land of a 3.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvement (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo – Questions if Omni is the Owner.

Peter McAuliffe – No Comments.

Vaughn Golden WDT Reporter – No Comments.

Ended 10:25am

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EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of DeKalb (the “Town”) and Hermon DeKalb Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$12,750 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$12,750.00
2	2022/2023	2023	\$13,005.00
3	2023/2024	2024	\$13,265.10
4	2024/2025	2025	\$13,530.40
5	2025/2026	2026	\$13,801.01
6	2026/2027	2027	\$14,077.03
7	2027/2028	2028	\$14,358.57
8	2028/2029	2029	\$14,645.74
9	2029/2030	2030	\$14,938.66
10	2030/2031	2031	\$15,237.43
11	2031/2032	2032	\$15,542.18
12	2032/2033	2033	\$15,853.02
13	2033/2034	2034	\$16,170.08
14	2034/2035	2035	\$16,493.48
15	2035/2036	2036	\$16,823.35
16	2036/2037	2037	\$17,159.82
17	2037/2038	2038	\$17,503.02
18	2038/2039	2039	\$17,853.08
19	2039/2040	2040	\$18,210.14
20	2040/2041	2041	\$18,574.34

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
ASA DeKalb NY Solar III LLC [Project Number 4001-20-06]
Resolution No. IDA-20-10-xx
October 9, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 9, 2020 at 3:00 PM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven (via teleconference)		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as 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.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Christopher C. Canada, Esq. (Attorney for Agency)

After the meeting had been duly called to order, the Chairman announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of ASA DeKalb Solar III LLC (the “Company”).

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ASA DEKALB NY SOLAR III LLC, A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX

EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “Enabling Act”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“State”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “Act”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 163.8 acres of land located at 2700 US Highway 11 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.85 acres of the Land of a 3.33 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of DeKalb (the "Town") and the Gouverneur Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted September 28, 2020, the School District consented to the Deviation and, by resolution adopted September 16, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Short Environmental Assessment Form dated March 25, 2019 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Public Hearing") was held on September 30, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Public Hearing was published in the Gouverneur Tribune Press on September 18, 2020 and in the Watertown Daily Times on September 20, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Public Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of DeKalb Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on July 14, 2019 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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 "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 lease agreement (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; (C) 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; (D) 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”); and (E) various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

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 Project. Special 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 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:

(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 Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) 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 Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) 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 the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of DeKalb and the County; and

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

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) 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, reconstruct 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, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer 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, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer 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 8. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation, improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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, 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 11. This Resolution shall take effect immediately.

MEMBER	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

EXHIBIT A

1.	Applicant Name/Project Number: ASA DeKalb NY Solar III LLC Project [#4001-20-06]	
2.	Project Description: ASA DEKALB SOLAR NY III LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 163.8 acres of land located at 2700 US Highway 11 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.85 acres of the Land of a 3.33 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$3,329,700
5.	Benefited Project Amount:	\$3,329,700
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$14,025 to the Town, School, and County in year 1 with 2% escalator for a total 20 year PILOT payments of \$340,771.
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2041

EXHIBIT B

NOTICE OF PUBLIC HEARING

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2020 at 10:30 o’clock a.m., local time, in connection with the ASA DeKalb NY Solar III LLC Project as described below. As a result of 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 in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to ASA DeKalb NY Solar III LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/88559435757?pwd=bjJCMVVuVm5QYXdk6TlRBeUdCYVhCZz09>

Meeting ID: 885 5943 5757

Passcode: 967363

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, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 163.8 acres of land located at 2700 US Highway 11 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.85 acres of the Land of a 3.33 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted

by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Dated: September 15, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

Topic: Omni Public Hearing - DeKalb Solar III

Time: Sep 30, 2020 10:30 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/88559435757?pwd=bjlCMVVuVm5QYXd6TlRBcUdCYVhCZz09>

Meeting ID: 885 5943 5757

Passcode: 967363

ASA DeKalb NY Solar III LLC (the “Company

Omni Navitas Renewables, LLC submitted an Application to the Agency, a copy of which Application has been made available on the Agency Website which Requests that the Agency consider undertaking a project for the benefit of the Company, said Project consisting of the following:

(A) (1) the acquisition of an interest in approximately 163.8 acres of land located at 2700 US Highway 11 in the Town of DeKalb, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 15.85 acres of the Land of a 3.33 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible 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, the 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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project. If approved, the Company will make payments in lieu of taxes with respect to the Project Facility, but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, (but not including special assessments and special ad valorem levies), if any.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Patrick J. Kelly, Chief Executive Officer of St. Lawrence County Industrial

Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at pkelly@slcida.com.

Tom Lorizzo as Carpenter's Union. Wants the companies to use local labor.

Peter McAuliffe – No Comments.

Vaughn Golden WDT Reporter– No Comments.

Ended 10:42 am

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EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of DeKalb (the “Town”) and Gouverneur Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$14,152.50 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$14,025.00
2	2022/2023	2023	\$14,305.50
3	2023/2024	2024	\$14,591.61
4	2024/2025	2025	\$14,883.44
5	2025/2026	2026	\$15,181.11
6	2026/2027	2027	\$15,484.73
7	2027/2028	2028	\$15,794.43
8	2028/2029	2029	\$16,110.32
9	2029/2030	2030	\$16,432.52
10	2030/2031	2031	\$16,761.17
11	2031/2032	2032	\$17,096.40
12	2032/2033	2033	\$17,438.32
13	2033/2034	2034	\$17,787.09
14	2034/2035	2035	\$18,142.83
15	2035/2036	2036	\$18,505.69
16	2036/2037	2037	\$18,875.80
17	2037/2038	2038	\$19,253.32
18	2038/2039	2039	\$19,638.39
19	2039/2040	2040	\$20,031.15
20	2040/2041	2041	\$20,431.78