

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

Agenda subject to change

March 30, 2021

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

Call to Order

Roll Call

Public Notice March 24, 2021

Public Comment

Approval of Minutes December 18, 2020..... 1-5

Financial Report November and December 2020 6-19

Reports of Committees Governance Committee: Lynn Blevins (Chair)
Finance Committee: Andrew McMahon (Chair)

Staff Report Patrick Kelly

Old Business None

New Business Resolution: Annual Review of Code of Ethics.....20-21
Resolution: Annual Review of Compensation, Reimbursement and
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 FY2020 Audit..... separate attachment
2020 Annual Report [PARIS] *separate attachment*
2020 Mission and Performance Report *separate attachment*

Executive Session

Adjournment

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ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of December 18, 2020

CALL TO ORDER: Chairman Staples requests that Mr. Blevins (who is attending the meeting in person) run the meeting. Mr. Blevins calls the meeting to order at 9:07 AM in the main conference room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

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

Mr. Blevins announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Andrew Silver, Esq. (IDA Attorney); Christopher C. Canada, Esq., Hodgson Russ, LLP (Transaction Counsel for IDA Solar Projects)

PUBLIC NOTICE: Public notifications sent December 14, 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 October 9, 2020 meeting by Mr. LaBaff seconded by Mr. Morrill. Motion carried unanimously.

FINANCIAL REPORTS: Motion to accept the September and October 2020 financial reports by Mr. LaBaff, seconded by Mr. Staples. Mrs. Gilbert reports that the September highlights include revenues received from the In-Law Brewing project application fee, fourth quarter income from the Economic Development Services Contract with the County, and interest income. Expenses include tuition costs paid up-front for the Adult Ed CDL-A Training Classes offered through SUNY Canton's CREST Center which will be reimbursed in 2021 as part of the USDA Rural Development Business Grant awarded to the IDA earlier this year. In October there were five NexAmp Solar Projects that generated application fees, and there was J&L project revenue as part of payment received from Empire State Development. Expenses include costs for the Former Newell Manufacturing Facility Rehabilitation Project. Mr. Hall asks for a status report that highlights the expenses associated with the J&L project. Mrs. Gilbert offers to send the report to the members since the information was not at her disposal at the meeting. Mr. Hall also requests expenses from the Newton Falls Railroad Project and Former Newell Manufacturing Rehabilitation Project as well.

COMMITTEE REPORTS: The Governance Committee (consisting of Mr. Blevins – Chair, Mr. LaBaff, and Mr. Hall) met on November 6, 2020 and reviewed several of the policies that are included in today's agenda. Mr. Blevins briefly mentions a few of the recommended policy changes as part of the annual review process. Mr. Staples poses a question concerning the threshold revisions that are being suggested in the Procurement Policy. Mr. Kelly explains that the policy was reviewed last year, and it was suggested that the staff do research to compare our policy with those of other IDAs. Mr. Staples is pleased to hear that the information used to establish the recommendations were the result of comparing policies and providing a reasonable explanation for the suggested changes, so we are not criticized for our policy being vastly different from other Industrial Development Agencies. Mr. LaBaff/Mr. Staples motion/second to accept the Governance Committee Report.

STAFF REPORT: Patrick Kelly reports the following:

St. Lawrence County Reopening Task Force: With the recent increases in COVID cases, we continue to put out messaging concerning the five pillars of prevention utilizing the resources of our new social media presence via the web. This runs consecutively with the County's messaging through various advertisements that include tips and pointers as we navigate through the holidays. As we move into the vaccine rollout process and understanding that this process will play a critical role in keeping our economy moving forward, Mr. Kelly has offered the services of the IDA to the County to assist with availing the vaccine to the public.

Lake Ontario Business Resiliency Program: The Lake Ontario Business Resiliency Program has been developed to support the 2019 Resiliency and Economic Development Initiative (REDI), which was created in response to the extended pattern of flooding along the shores of Lake Ontario and the St. Lawrence River. REDI is moving forward, and we have been working with some of the St. Lawrence County REDI-awarded businesses to help them submit their projects for the program. We are also working to assist businesses to obtain matching funds (via loans or other financing) to qualify for the REDI awards. The funding will help to address the immediate and long-term resiliency needs of these areas while also enhancing economic development opportunities.

Empire State Mines (former St. Lawrence Zinc): Zinc prices have increased to \$1.29. Prices have been as low as \$0.89 throughout the pandemic. It is important to note that aluminum prices have increased as well.

NextEra Solar Projects: Due to COVID gathering restrictions, NextEra planned two virtual Town Hall meeting to discuss the North Side Center solar (180 MW) Project. Mr. Williams attended one session and Mr. Kelly attended the other. The sessions mentioned the IDA's potential involvement with the project.

Former Newell Manufacturing Building: The City met earlier this month and approved the transfer of the former Newell Manufacturing Building to the SLCIDA. The next phase of the project has begun, which includes seeking contractors to do paint removal, work on interior and exterior finishes as well as building electric, heat, water, and sewer connections.

Newton Falls Land Reclamation: National Grid recently announced a grant award from the company's Brownfield Redevelopment Program in the amount of \$22,300 to Mr. Andy Leroux for a project that is expected to cost a total of \$89,500 to cleanup and repurpose land which was once owned by the former Newton Falls Fine Paper mill. Mr. Leroux worked at the facility, so he is familiar with the property that he purchased behind the mill buildings that was once used for wastewater treatment processes. With clean-up efforts now complete, Mr. Leroux will build a Christmas Tree Farm on the property, with proposed future plans for a maple syrup retail outlet, a fishing and hunting lodge and a campground to follow. Mr. Leroux expressed appreciation for the assistance provided by the SLCIDA when referring him to the National Grid program. Mr. Kelly distributes a picture book and thank you letter, including the National Grid press release, that Mr. Leroux shared with the IDA.

Dairy Processing Industry Recruitment: Mr. Kelly mentions that we have engaged the Elder Group (low bidder from the RFP process) to provide outreach to prospective companies in the milk processing/dairy industry with a focus on attracting companies in the Midwest and New England area. As we continue to work on new and future project activity, we've had a number of discussions with large farms in the County as well as with the Cornell Cooperative Extension regarding resource that the local supply of milk could provide as a means to attract additional processors to the County.

CDL-A Training Course: The next class is underway at the SUNY Canton CREST Center. This is the 3rd session that has been offered since the program began. The IDA provides scholarship money to applicants via an award by the USDA Rural Business Development Grant Program.

COVID-19 Emergency Grant Program: Mr. Kelly mentions that this is a new program that will be discussed under New Business.

Reappointment: The term of Steven Morrill will expire in February 2021. Mr. Kelly adds that several agriculture related issues have come up during the COVID pandemic and it has been valuable to the IDA staff to have a board member with Mr. Morrill's experience as a resource. Mr. LaBaff/Mr. McMahon motion/second to recommend to the County Board of Legislators that Mr. Morrill be reappointed for another term. Carried Unanimously.

OLD BUSINESS: None

NEW BUSINESS:

Resolution IDA-20-12-25: Annual Review of Conflicts of Interest Policy: Mr. Blevins, Chairman of the Governance Committee, reports that the policy was reviewed by the committee and there are no changes recommended. Mr. McMahon motions to approve Resolution IDA-20-12-25, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-26: Annual Review of the Procurement Policy: Committee Chair, Mr. Blevins, reports that the policy was reviewed, and the committee recommends increasing the threshold limits for purchases as prices for goods and services continue to increase. Additionally, the policy names the Chief Executive Officer as the designated Contracting Officer. Mr. McMahon motions to approve Resolution IDA-20-12-26, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-27: Annual Review of the Investment Policy and Authorization of Depositories: Mr. Blevins notes the policy is required as part of an annual review of internal documents and there are no changes recommended at this time. Mr. McMahon motions to approve Resolution IDA-20-12-27, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-28: Annual Review of the Sexual Harassment Policy: Mr. Blevins, Governance Committee Chair, announces that the committee has reviewed the recommendations by the New York State Department of Labor in relation to the current IDA Sexual Harassment Policy and offers no changes to the policy at this time. Mr. Blevins adds that all staff participated in interactive training in October, which meets State requirements. Mr. McMahon motions to approve Resolution IDA-20-12-28, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-29: Accepting Revisions to FOIL Policy: Mr. Blevins reports a periodic review of the FOIL policy indicates revisions are necessary that will reflect the current address of the SLCIDA. Mr. McMahon motions to approve Resolution IDA-20-12-29, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-30: Authorizing the Adoption of a Records Retention and Disposition Policy: In an effort to identify, protect, and preserve archival records in a manner that promotes the efficient administration, management, and disposition of important records, and in accordance with Article 57-A as it relates to the Retention and Disposition Schedule for New York Local Government Records, the Governance Committee recommends adopting a Records Retention and Disposition Policy and Schedule. Mr. McMahon motions to approve Resolution IDA-20-12-30, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-12-31: Authorizing a Lease for the Canton Mixed-Use Building with Michels Corporation: Mr. Kelly references the terms of the 2-year lease and notes Michels Corporation is a contractor for the NYPA SmartPath Project. Mr. McMahon asks if the company had occupancy at another location

prior to locating in this building. Mr. Kelly responds the company has leased a number of locations along the SmartPath project area and did not leave another location to locate to this building. Mr. LaBaff motions to approve Resolution IDA-20-12-31, seconded by Mr. Morrill. The motion is approved by unanimous vote.

Resolution IDA-20-12-32: Approving Resolution: Omni Navitas Renewables, LLC. GSPP County Route 31, LLC Project: Mr. Kelly advises the members that the PILOT schedule is similar to other solar projects that have recently been approved. He adds that there has been discussion regarding solar projects and how they affect the value of agricultural property, as mentioned in a recent article in the Watertown Daily Times. Mr. Hall asks if this project is consistent with other solar projects. Mr. Kelly states that this project received the same review process as other projects and was approved by each of the local taxing jurisdictions. Mr. LaBaff motions to approve Resolution IDA-20-12-32, seconded by Mr. Staples. The motion is approved by unanimous vote.

Assessment of the Effectiveness of Internal Controls. The Assessment of the Effectiveness of Internal Controls is reviewed on an annual basis. Mr. Kelly points out that because of the internal controls structure, no single individual has control of the Agency's funds. No changes are recommended at this time. Mr. LaBaff motions to approve the 2020 review of the Assessment of the Effectiveness of Internal Controls, seconded by Mr. Hall. The motion is approved by unanimous vote.

Resolution IDA-20-12-33: Authorizing COVID-19 Disaster Emergency Grant to the Society of the United Helpers: Mr. Kelly explains that legislation passed recently that enables emergency grants from an IDA for COVID-related expenses. He adds that we stay mindful of our mission when we are considering grant opportunities for businesses and the importance of preserving resources for our core mission work. There is a significant and unique need and hardship with United Helpers at the present time. As has been widely reported to date there have been 17 deaths relating to COVID-19 in the United Helpers health care facilities. United Helpers has put out a request for assistance from the general public and has applied to the IDA as the organization is in desperate need for personal protective equipment. The cap for the grant is \$10,000 and it is recommended that they receive the full amount of the grant to fulfill the need for equipment as noted in the description provided by the company in its application to the IDA. Mr. LaBaff motions to approve Resolution IDA-20-12-33, seconded by Mr. Morrill. The motion is approved by unanimous vote.

Resolution IDA-20-12-34: Authorizing Sub-Award Contract with the Lake Champlain-Lake George Regional Planning Board: The Lake Champlain - Lake George Regional Planning Board ("LCLGRPB") has been awarded a \$2,940,000 Revolving Loan Fund CARES Act grant from the Economic Development Administration to assist small businesses within Clinton, Essex, Hamilton, Warren, Washington, Jefferson, Lewis, and St. Lawrence Counties that have been impacted by the COVID-19 pandemic. The LCLGRPB wishes to engage the services of the IDA for the IDA to act as the primary contact in St. Lawrence County to promote the fund and partner with the LCLGRPB to provide our companies with another avenue for recovery financing. Mr. Kelly responds to a question posed by Mr. Blevins and states that several different types of industries are eligible for this loan fund including hospitality, tourism, retail, and restaurants. Mr. Hall motions to approve Resolution IDA-20-12-34, seconded by Mr. McMahon. The motion is approved by unanimous vote.

EXECUTIVE SESSION: Hall/Morrill motion for an Executive Session at 9:22 AM to discuss matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. The motion is approved by unanimous vote.

Hall/Morrill motion to return to Regular Session. The motion is approved by unanimous vote. The Agency returns to Regular Session at 10:07 AM.

A motion is made by Mr. LaBaff and seconded by Mr. Hall to approve a new employment contract for the Chief Executive Officer that shall be effective January 1, 2021. The motion is approved by unanimous vote.

ADJOURNMENT: A motion to adjourn is made by Mr. LaBaff, seconded by Mr. Hall. The meeting adjourns at 10:08 AM by unanimous vote.

(Mr.) Lynn Blevins, Secretary

DRAFT

St. Lawrence County Industrial Development Agency
Highlights for
November 2020

Revenue

- Project Fees (Solar Project 1 apps)	2,000.00	
- Gain/Loss in Investment	11,718.34	
- Building Revenues (Lease Payments PCP)	9,054.00	
- Interest Income	<u>(8,077.10)</u>	\$14,695.24

Expenses

- Building Expenses	2,183.06	
- Marketing Expense	5,000.00	
- J&L Expenses	9,181.05	
- RDBG CDL Expenses	4,750.00	
- Rail Expenses	1,322.00	
- Newell Bldg Expenses	112,000.00	
- Other Operating Expenses	2,793.24	
- Payroll Expenses	<u>35,491.84</u>	\$172,721.19

Net Income (\$158,025.95)

Balance Sheet

As of November 30, 2020

	Nov 30, 20
ASSETS	
Current Assets	
Checking/Savings	
200 · Cash	425,574.88
200P · Cash - Payroll Checking Account	23,553.27
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,421,071.52
201K · Key Bank Cash in Time	392,465.69
Total 201 · Cash in Time Deposits	1,813,537.21
203 · Cash - Rental Deposits	9,055.02
Total Checking/Savings	2,271,720.38
Other Current Assets	
210 · Prepaid Expenses	1,235.43
211 · Special Reserve	
211A · Special Reserve-Key MM Treasury	295.00
211B · Special Reserve -Key Treasury	1,999,705.00
Total 211 · Special Reserve	2,000,000.00
220 · Due from Others	
220A · Misc. Due from Others	4,711.76
220B · City of Ogdensburg(Newell)	1,000,000.00
Total 220 · Due from Others	1,004,711.76
Total Other Current Assets	3,005,947.19
Total Current Assets	5,277,667.57
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	
128A · Canton Industrial Park - Land	166,250.00
128B · Canton Industrial Park - Improv	196,359.01
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

Balance Sheet

As of November 30, 2020

	Nov 30, 20
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
Capital Lease Receivable	
590 · L/R - Capital Lease OpTechLot20	149,394.35
592 · L/R - NY Power Tools - Lot 17	232,922.69
594 · L/R - From the Heart Cabinetry	615,885.18
Total Capital Lease Receivable	998,202.22
Notes Receivable (N/R)	
591 · N/R - LC Drives RDBG EquipLease	26,078.04
593 · N/R - LC Drives 2018 RDBG	40,632.75
Total Notes Receivable (N/R)	66,710.79
Total Other Assets	1,240,049.01
TOTAL ASSETS	8,764,276.14
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
526 · Deferred Grant Revenue(RDBG)	80,522.50
2100 · Deposit - Rental	9,055.00
Total Other Current Liabilities	89,577.50
Total Current Liabilities	89,577.50
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	570,138.48
655 · N/P - SLRVRA CIB Loan	507,235.38
Total Notes Payable (N/P)	1,077,373.86
500 · Emp Compensated Time Accruals	213,568.31
501 · PostEmpBenft Other Than Pension	1,601,412.00
Total Long Term Liabilities	3,533,969.17
Total Liabilities	3,623,546.67
Equity	
3700 · Investment in Capital Assets	1,715,592.15
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	1,272,940.03
Net Income	152,197.29
Total Equity	5,140,729.47
TOTAL LIABILITIES & EQUITY	8,764,276.14

St. Lawrence County Industrial Development Agency
Budget Report
January 1 - November 30, 2020

	2020 Budget	Nov-20	YTD	Balance
Operating Revenue				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2401B · Gain/Loss on Investment	0.00	11,718.34	11,718.34	(11,718.34)
2409B · Interest Income - Banking	35,000.00	(11,625.38)	424.70	34,575.30
2409L · Interest Income - Lease	13,000.00	3,548.28	31,481.23	(18,481.23)
2421 · St. Lawrence County Revenue	250,000.00	0.00	250,000.00	0.00
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	47,756.73	(47,756.73)
2999 · Miscellaneous Income	100.00	0.00	2,000.00	(1,900.00)
Total Operating Revenue	505,400.00	3,641.24	543,381.00	(37,981.00)
 2450 · Rental Income - CIB	 42,000.00	 9,054.00	 17,054.00	 24,946.00
Total Revenue for CIB	42,000.00	9,054.00	17,054.00	24,946.00
 6455408 · Maintenance Expense - CIB	 15,000.00	 1,322.50	 28,872.72	 (13,872.72)
6455411 · Insurance Expense - CIB	5,000.00	0.00	4,961.00	39.00
6455416 · Utilities Expense - CIB	2,500.00	197.21	2,047.68	452.32
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	8,150.00	663.35	6,782.25	1,367.75
6455510 · Depreciation Expense - CIB	65,000.00	0.00	0.00	65,000.00
Total Expenditure for CIB	95,750.00	2,183.06	42,663.65	53,086.35
 Total Canton Industrial Building	 (53,750.00)	 6,870.94	 (25,609.65)	 (28,140.35)
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	500.00	0.00	948.00	(448.00)
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	 (948.00)	 (752.00)
Total Expenditure for CIP	1,700.00	0.00	948.00	752.00
 Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	2,000.00	0.00	2,750.00	(750.00)
6486411 · Insurance Expense - GIP	50.00	0.00	44.00	6.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
Total Expenditure for GIP	2,300.00	0.00	2,794.00	(494.00)
 Total Gouverneur Industrial Park	 (2,300.00)	 0.00	 (2,794.00)	 494.00

	2020 Budget	Nov-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	3,534.00	(34.00)
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	3,534.00	24,229.00
Total Potsdam Commerce Park	1,237.00	0.00	(3,534.00)	4,771.00
Total Building Revenues	73,000.00	9,054.00	17,054.00	53,946.00
Total Building Expenses	127,513.00	2,183.06	49,939.65	77,573.35
Total Building Net Income	(54,513.00)	6,870.94	(32,885.65)	(23,627.35)
Miscellaneous Projects				
2413 · Project Fees	10,000.00	2,000.00	176,000.00	(166,000.00)
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	413,997.56	426,002.44
2504 · CDC Project Revenue	100.00	0.00	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	2,000.00	603,622.94	1,338,211.44
6420407 · ALCOA Found Exp - Misc Proje	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	1,322.00	104,593.05	385,406.95
6420618 · NF Rail NBRC Expense	234,155.00	0.00	0.00	234,155.00
6420620B · J&L Project Expense II	0.00	9,181.05	14,204.85	(14,204.85)
6420621 · Newell Project Expense	100,000.00	112,000.00	317,309.34	(217,309.34)
6420622 · RDBG Adult Ed CDL Expense	0.00	4,750.00	19,000.00	(19,000.00)
Total Expenditure for Misc. Projects	835,377.00	127,253.05	455,107.24	380,269.76
Total Miscellaneous Projects	1,092,832.00	(125,253.05)	148,515.70	957,941.68

	2020 Budget	Nov-20	YTD	Balance
General Operating Expenses				
6460408 · Maintenance Expense	1,500.00	120.45	694.95	805.05
6460411 · Insurance Expense	10,000.00	0.00	6,802.38	3,197.62
6460416 · Utilities Expense	5,000.00	195.99	2,063.00	2,937.00
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	206.35	3,053.71	(553.71)
6460421 · Office Equipment Expense	2,500.00	7.54	5,733.73	(3,233.73)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	6,000.00	672.12	8,698.02	(2,698.02)
6460424 · Postage Expense	1,000.00	142.95	485.81	514.19
6460425 · Printing and Copying Expense	1,000.00	220.59	748.63	251.37
6460426 · IT Expense	6,000.00	122.35	2,387.95	3,612.05
6460427 · Professional Associations Expense	2,500.00	0.00	1,350.00	1,150.00
6460432 · Other Legal Expense	5,000.00	0.00	4,433.61	566.39
6460433 · Legal Expense - Retainer	5,500.00	672.00	3,400.00	2,100.00
6460434 · Accounting Expense	7,900.00	0.00	0.00	7,900.00
6460436 · Promotion/Marketing Expense	25,000.00	5,000.00	30,364.38	(5,364.38)
6460440 · Auto Expense	2,000.00	14.09	279.70	1,720.30
6460441 · Subscriptions & Periodicals	500.00	0.00	665.60	(165.60)
6460442 · Meeting Expense	1,000.00	63.00	183.84	816.16
6460443 · Mileage Expense	1,000.00	220.00	602.49	397.51
6460444 · Education Workshops Expense	10,000.00	16.00	415.00	9,585.00
6460445 · Travel Expense	2,500.00	0.00	531.74	1,968.26
6460499 · Miscellaneous Expense	250.00	119.81	487.31	(237.31)
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	328,700.30	26,299.70
503B · Employee Benefits	133,000.00	6,259.36	78,171.84	54,828.16
503C · Post Employment Benefits Expense	190,000.00	0.00	0.00	190,000.00
503D · Payroll Tax Expense	26,500.00	1,978.20	24,021.00	2,479.00
503E · Payroll Processing Fees	1,800.00	173.08	2,538.77	(738.77)
6460599 · Depreciation Expense	4,000.00	0.00	0.00	4,000.00
Total General Operating Expenses	809,400.00	43,285.08	506,813.76	302,586.24
Total Revenue	2,504,609.00	14,695.24	1,164,057.94	1,354,176.44
Total Expenses	1,772,290.00	172,721.19	1,011,860.65	760,429.35
Net Income	732,319.00	(158,025.95)	152,197.29	593,747.09

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

Type of Account	Bank	Amount
Money Market	Key Bank	392,465.69
Checking	NBT Bank	425,574.88
Tenant Security Deposit	NBT Bank	9,055.02
Savings	NBT Bank	1,421,071.52
Payroll Account	NBT Bank	23,553.27
		\$2,271,720.38
US Treasuries	Key Bank	1,999,705.00
Money Market	Key Bank	295.00
		\$2,000,000.00
		\$4,271,720.38

St. Lawrence County Industrial Development Agency
Highlights for
December 2020

Revenue

- Project Fees (Solar Project 3 apps)	6,000.00	
- GMEDF Admin Fee	7,200.00	
- Grant Income for RDBG's	34,067.32	
- NF Rail NBRC Revenue (Accrued End of Year)	108,160.05	
- J&L Project Revenue (Accrued End of Year)	(397,198.30)	
- Grant- COVID 19 United Helpers	(10,000.00)	
- Interest Income/Investments	5,714.01	
	<hr/>	(\$246,056.92)

Expenses

- Building Expenses (Inc Depreciation)	50,160.74	
- Marketing Expense (RVRDA reimb 50%)	(14,434.69)	
- Accounting Expenses (2019 Audit Cost)	7,725.00	
- Legal Expenses (retainer)	4,377.00	
- Other Legal (Legal Notices public hearings to be rei	3,138.22	
- Office Equip Expense (Laptop/ Cell Phone)	2,965.36	
- Rail Expenses	2,417.00	
- Newell Bldg Expenses	17,184.21	
- Depreciation Expenses (Furnishing, Auto)	4,790.88	
- Other Operating Expenses	6,932.70	
- Payroll Expenses (OPEB)	102,803.24	
- Payroll Expenses	159,286.20	
	<hr/>	\$347,345.86

Net Income (\$593,402.78)

Balance Sheet

As of December 31, 2020

	Dec 31, 20
ASSETS	
Current Assets	
Checking/Savings	
200 · Cash	300,489.81
200P · Cash - Payroll Checking Account	22,259.66
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,421,071.52
201K · Key Bank Cash in Time	392,602.22
Total 201 · Cash in Time Deposits	1,813,673.74
203 · Cash - Rental Deposits	9,055.17
Total Checking/Savings	2,145,478.38
Other Current Assets	
260 · Grant Receivable	19,000.00
202 · Accrued Interest Receivable	2,296.67
206 · Accrued Accounts Receivable	23,489.33
210 · Prepaid Expenses	1,275.43
211 · Special Reserve	
211A · Special Reserve-Key MM Treasury	295.00
211B · Special Reserve -Key Treasury	1,999,415.00
Total 211 · Special Reserve	1,999,710.00
220 · Due from Others	
220B · City of Ogdensburg(Newell)	1,000,000.00
Total 220 · Due from Others	1,000,000.00
Total Other Current Assets	3,045,771.43
Total Current Assets	5,191,249.81
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	-35,661.67
Total 112 · Vehicles	3,898.33
119 · Massena Industrial Park-Lot 12	40,963.08
122 · Furnishings	
122-A · Furnishing	25,880.04
122-B · Furnishing Depreciation	-25,880.04
Total 122 · Furnishings	0.00
128 · Canton Industrial Park	
128A · Canton Industrial Park - Land	166,250.00
128B · Canton Industrial Park - Imp-ND	176,990.00
128BD · Canton Ind Park - Imp Deprec	24,269.00
128-C · CIP Depreciation	-13,636.48
Total 128 · Canton Industrial Park	353,872.52
129 · Canton Industrial Building	
129-A · Canton Industrial Building	2,047,308.63
129-B · Canton Industrial Bldg Improv	143,388.76

Balance Sheet

As of December 31, 2020

	Dec 31, 20
129-C · Canton Ind Bldg - Depreciation	-463,779.34
Total 129 · Canton Industrial Building	1,726,918.05
Total Fixed Assets	2,199,791.63
Other Assets	
299 · Deferred Outflow - Pension	611,914.00
Capital Lease Receivable	
590 · L/R - Capital Lease OpTechLot20	146,028.37
592 · L/R - NY Power Tools - Lot 17	232,922.69
594 · L/R - From the Heart Cabinetry	613,320.74
Total Capital Lease Receivable	992,271.80
Notes Receivable (N/R)	
591 · N/R - LC Drives RDBG EquipLease	25,511.12
593 · N/R - LC Drives 2018 RDBG	39,944.06
Total Notes Receivable (N/R)	65,455.18
Total Other Assets	1,669,640.98
TOTAL ASSETS	9,060,682.42
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
526 · Deferred Grant Revenue(RDBG)	65,455.18
2100 · Deposit - Rental	9,055.17
522 · Prepaid Revenue	289,038.25
523 · Accrued Expenses Payable	22,780.42
525 · Accrued Interest Payable	648.15
Total Other Current Liabilities	386,977.17
Total Current Liabilities	386,977.17
Long Term Liabilities	
511 · Deferred Inflow of Pension	564,152.00
510 · Net Pension Liability	368,736.00
Notes Payable (N/P)	
654 · N/P - SLCIDA-LDC CIB Loan	568,282.21
655 · N/P - SLRVRA CIB Loan	504,438.82
Total Notes Payable (N/P)	1,072,721.03
500 · Emp Compensated Time Accruals	247,882.55
501 · PostEmpBenft Other Than Pension	1,873,017.00
Total Long Term Liabilities	4,126,508.58
Total Liabilities	4,513,485.75
Equity	
3700 · Investment in Capital Assets	1,127,070.66
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	1,861,331.50
Net Income	-441,205.49
Total Equity	4,547,196.67
TOTAL LIABILITIES & EQUITY	9,060,682.42

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

	2020 Budget	Dec-20	YTD	Balance
Operating Revenue				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2401B · Gain/Loss on Investment	0.00	1,165.83	12,884.17	(12,884.17)
2409B · Interest Income - Banking	35,000.00	(48.18)	376.52	34,623.48
2409L · Interest Income - Lease	13,000.00	4,596.36	36,077.59	(23,077.59)
2421 · St. Lawrence County Revenue	250,000.00	0.00	250,000.00	0.00
2422 · IDALDC Administrative Revenue	200,000.00	0.00	200,000.00	0.00
2423 · GMEDF Administrative Revenue	7,200.00	7,200.00	7,200.00	0.00
2505 · Gain/Loss on Sale of Asset	0.00	0.00	47,756.73	(47,756.73)
2999 · Miscellaneous Income	100.00	0.00	2,000.00	(1,900.00)
Total Operating Revenue	505,400.00	12,914.01	556,295.01	(50,895.01)
2450 · Rental Income - CIB	42,000.00	0.00	17,054.00	24,946.00
Total Revenue for CIB	42,000.00	0.00	17,054.00	24,946.00
6455408 · Maintenance Expense - CIB	15,000.00	(16,939.17)	11,933.55	3,066.45
6455411 · Insurance Expense - CIB	5,000.00	0.00	4,961.00	39.00
6455416 · Utilities Expense - CIB	2,500.00	(435.99)	1,611.69	888.31
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	8,150.00	1,308.41	8,090.66	59.34
6455510 · Depreciation Expense - CIB	65,000.00	67,207.92	67,207.92	(2,207.92)
Total Expenditure for CIB	95,750.00	51,141.17	93,804.82	1,945.18
Total Canton Industrial Building	(53,750.00)	(51,141.17)	(76,750.82)	23,000.82
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	500.00	0.00	948.00	(448.00)
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	2,553.57	2,553.57	(2,553.57)
Total Canton Industrial Park	(1,700.00)	(2,553.57)	(3,501.57)	1,801.57
Total Expenditure for CIP	1,700.00	2,553.57	3,501.57	(1,801.57)
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	2,000.00	0.00	2,750.00	(750.00)
6486411 · Insurance Expense - GIP	50.00	0.00	44.00	6.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
Total Expenditure for GIP	2,300.00	0.00	2,794.00	(494.00)
Total Gouverneur Industrial Park	(2,300.00)	0.00	(2,794.00)	494.00

	2020 Budget	Dec-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	(3,534.00)	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	(3,534.00)	0.00	27,763.00
Total Potsdam Commerce Park	1,237.00	3,534.00	0.00	1,237.00
Total Building Revenues	73,000.00	0.00	17,054.00	53,946.00
Total Building Expenses	127,513.00	50,160.74	100,100.39	27,412.61
Total Building Net Income	(54,513.00)	(50,160.74)	(83,046.39)	26,533.39
Miscellaneous Projects				
2413 · Project Fees	10,000.00	6,000.00	182,000.00	(172,000.00)
2406A - Grant Income RDBG LC Drives	0.00	15,067.32	15,067.32	(15,067.32)
2406B - Grant Income RDBG CDL	0.00	19,000.00	19,000.00	(19,000.00)
2420 · COVID 19 Grant - Uhelpers	0.00	(10,000.00)	(10,000.00)	10,000.00
2424 · NF Rail NBRC Revenue	234,155.00	108,160.05	108,160.05	125,994.95
2455 · NF Rail Rehab Revenue	732,232.00	0.00	0.00	732,232.00
2456 · J&L Project Revenue	840,000.00	(397,198.30)	16,799.26	823,200.74
2504 · CDC Project Revenue	100.00	0.00	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	(258,970.93)	344,652.01	1,597,182.37
6420407 · ALCOA Found Exp - Misc Proje	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	2,417.00	107,010.05	382,989.95
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	14,204.85	(14,204.85)
6420621 · Newell Project Expense	100,000.00	17,184.21	334,493.55	(234,493.55)
6420622 · RDBG Adult Ed CDL Expense	0.00	0.00	19,000.00	(19,000.00)
Total Expenditure for Misc. Projects	835,377.00	19,601.21	474,708.45	360,668.55
Total Miscellaneous Projects	1,092,832.00	(278,572.14)	(130,056.44)	1,236,513.82

	2020 Budget	Dec-20	YTD	Balance
General Operating Expenses				
6460408 · Maintenance Expense	1,500.00	1,300.05	1,995.00	(495.00)
6460411 · Insurance Expense	10,000.00	0.00	6,802.38	3,197.62
6460416 · Utilities Expense	5,000.00	1,674.11	3,737.11	1,262.89
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	657.11	3,710.82	(1,210.82)
6460421 · Office Equipment Expense	2,500.00	2,965.36	8,699.09	(6,199.09)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	6,000.00	668.66	9,366.68	(3,366.68)
6460424 · Postage Expense	1,000.00	22.80	508.61	491.39
6460425 · Printing and Copying Expense	1,000.00	225.83	974.46	25.54
6460426 · IT Expense	6,000.00	113.67	2,501.62	3,498.38
6460427 · Professional Associations Expens	2,500.00	0.00	1,350.00	1,150.00
6460432 · Other Legal Expense	5,000.00	3,138.22	7,571.83	(2,571.83)
6460433 · Legal Expense - Retainer	5,500.00	4,377.00	7,777.00	(2,277.00)
6460434 · Accounting Expense	7,900.00	7,725.00	7,725.00	175.00
6460436 · Promotion/Marketing Expense	25,000.00	(14,434.69)	15,929.69	9,070.31
6460440 · Auto Expense	2,000.00	287.79	567.49	1,432.51
6460441 · Subscriptions & Periodicals	500.00	0.00	665.60	(165.60)
6460442 · Meeting Expense	1,000.00	64.09	247.93	752.07
6460443 · Mileage Expense	1,000.00	82.80	685.29	314.71
6460444 · Education Workshops Expense	10,000.00	360.00	775.00	9,225.00
6460445 · Travel Expense	2,500.00	0.00	531.74	1,968.26
6460499 · Miscellaneous Expense	250.00	1,475.79	1,963.10	(1,713.10)
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	40,621.80	369,322.10	(14,322.10)
503B · Employee Benefits	133,000.00	115,452.76	193,624.60	(60,624.60)
503C · Post Employment Benefits Expe	190,000.00	102,803.24	102,803.24	87,196.76
503D · Payroll Tax Expense	26,500.00	2,967.30	26,988.30	(488.30)
503E · Payroll Processing Fees	1,800.00	244.34	2,783.11	(983.11)
6460599 · Depreciation Expense	4,000.00	4,790.88	4,790.88	(790.88)
Total General Operating Expenses	809,400.00	277,583.91	784,397.67	25,002.33
Total Revenue	2,504,609.00	(246,056.92)	918,001.02	1,600,233.36
Total Expenses	1,772,290.00	347,345.86	1,359,206.51	413,083.49
Net Income	732,319.00	(593,402.78)	(441,205.49)	1,187,149.87

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

Type of Account	Bank	Amount
Money Market	Key Bank	392,602.22
Checking	NBT Bank	300,489.81
Tenant Security Deposit	NBT Bank	9,055.17
Savings	NBT Bank	1,421,071.52
Payroll Account	NBT Bank	22,259.66
		\$2,145,478.38
US Treasuries	Key Bank	1,999,705.00
Money Market	Key Bank	295.00
		\$2,000,000.00
		\$4,145,478.38

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-21-03-xx

Governance Committee Review: March xx, 2021

March xx, 2021

WHEREAS, the members of the Board and employees of the St. Lawrence County Industrial Development Agency (the “Authority”) are bound by the provisions of, among others, Public Authorities Law and Public Officers Law, and

WHEREAS, the Authority has caused to be conducted a review of its Code of Ethics, and

WHEREAS, after review, the Code has been updated, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Industrial Development authorizes the following policy:

<h2>Code of Ethics</h2>

This Code of Ethics shall apply to all directors, officers and employees of the [St. Lawrence County Industrial Development Agency (hereinafter the “Authority”)]. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Authority directors, officers and employees, and to preserve public confidence in the Authority’s mission.

1. No director, officer, or employee of the Authority shall accept other employment which will impair his or her independence of judgment in the exercise of his/her official duties.
2. No director, officer, or employee of the Authority shall accept employment or engage in any business or professional activity which will require him/her to disclose confidential information which he/she has gained by reason of his/her official position of authority.
3. No director, officer, or employee of the Authority shall disclose confidential information acquired by him/her in the course of his/her official duties nor use such information to further his/her personal interests.
4. No director, officer, or employee of the Authority shall use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself/herself or others.
5. No director, officer, or employee of the Authority shall engage in any transaction as a representative or agent of Authority with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his/her official duties.
6. A director, officer, or employee of the Authority shall not by his/her conduct give reasonable basis for the impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of his/her official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person.
7. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any

form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise form any entity doing business with or before the Authority.

8. A director, officer, or employee of the Authority should abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by him/her or which will otherwise create substantial conflict between his/her duty in the public interest and his/her private interest.
9. A director, officer, or employee of the Authority shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of his/her trust.
10. Directors and employees shall not use Authority property, including equipment, telephones, vehicles, computers or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Authority's mission and goals.
11. Directors and employees are prohibited from appearing or practicing before the Authority for two (2) years following employment with the Authority, consistent with the provisions of Public Officers Law.

Any and all previously-approved Code of Ethics of the St. Lawrence County Industrial Development Agency are hereby rescinded.

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
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-21-03-xx

Governance Committee Review: March xx, 2021
March xx, 2021

WHEREAS, the St. Lawrence County Industrial Development Agency has caused to be conducted a review of its Compensation, Reimbursement and Attendance Policy, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Industrial Development authorizes the following policy:

Compensation, Reimbursement and Attendance

Pursuant to and in accordance with Sections 856 and [GML enabling act] of the General Municipal Law of the State of New York, the members of the board of the St. Lawrence County Industrial Development Agency (the “Authority”) shall serve without salary at the discretion of the St. Lawrence County Board of Legislators but may be reimbursed for reasonable expenses incurred in the performance of Authority duties at the approval of the Board.

The officers, employees and agents of the Authority shall serve at the discretion of the Authority Board at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Authority duties at the approval of the Board.

The members of the Board and officers of the Authority shall be available as required to perform the operations of the Authority and as set forth within the By-Laws of the Authority, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Authority shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Authority and any other directives of the Board relating to same.

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the Authority are hereby rescinded.

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
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-21-03-xx

Governance Committee Review: March xx, 2021

March xx, 2021

WHEREAS, the St. Lawrence County Industrial Development Agency has caused to be conducted a review of its Whistleblower Policy and Procedures, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Industrial Development authorizes the following policy:

Whistleblower Policy and Procedures

Every member of the board (the “Board”) of the St. Lawrence County Industrial Development Agency (the “Authority”) and all officers and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Authority (the “Code”).

Purpose:

It is the policy of the Authority to afford certain protections to individuals who, in good faith, report violations of the Authority’s Code of Ethics or other instances of potential wrongdoing within the Authority. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Authority and without fear of retaliation or adverse employment action.

Definitions:

“Good Faith” – Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“Authority Employee” – All board members, officers and staff employed at the Authority, whether full-time, part-time, employed pursuant to contract, employees on probation, and temporary employees.

“Whistleblower” – Any Authority Employee (as defined herein) who, in good faith, discloses information regarding wrongdoing by another Authority employee, or concerning the business of the Authority itself.

“Wrongdoing” – Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by an Authority Employee (as defined herein) that relates to the Authority.

“Personnel Action” – Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section I: Reporting Wrongdoing

All Authority employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of the Authority; or a person having business dealings with the

Authority; or concerning the Authority itself, shall report such activity in accordance with the following procedures:

- a) The Authority employee shall disclose any information concerning wrongdoing either orally or in writing to the Chief Executive Officer or Counsel of the Authority.
- b) All Authority employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency, where applicable.
- e) Should an Authority employee believe in good faith that disclosing information within the Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Authority employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll-free number (1-800-560-1770) should be used in such circumstances.

Section II: No Retaliation or Interference

No Authority employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and no Authority employee shall interfere with the right of any other Authority employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited, and

- a) No Authority employee who, in good faith, discloses potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Authority.
- c) Any Authority employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section III: Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but

not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the “False Claims Act”) and Executive Law § 55(1).

- b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-B or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (Ref: Civil Service Law § 75-b[2][b]; Labor Law § 740[3])

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
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-21-03-xx

Governance Committee Review: March xx, 2021

March xx, 2021

WHEREAS, the St. Lawrence County Industrial Development Agency has caused to be conducted a review of its Defense and Indemnification Policy, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Industrial Development Agency authorizes the following policy:

Defense and Indemnification

The St. Lawrence County Industrial Development Agency (the “Authority”) shall indemnify all members of the Board of the Authority and each officer and employee thereof, in the performance and scope of their duties, and to the extent authorized by the Board, each other person authorized to act for the Authority or on its behalf, to the full extent to which indemnification is permitted under the General Municipal Law of the state of New York.

Any and all previously-approved Defense and Indemnification policies of the Authority are hereby rescinded.

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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
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-21-03-xx
March xx, 2021

2021 REVIEW OF DISPOSITION OF REAL PROPERTY GUIDELINES
And
2020 REPORT OF PROPERTY

WHEREAS, Section 2896 of the Public Authority Law addresses the duties of public authorities with respect to (i) the adoption of guidelines for and (ii) the disposition of property, and

WHEREAS, under this section, “Guidelines approved by the public authority shall be annually reviewed and approved by the governing body of the public authority,”

WHEREAS, [St. Lawrence County Industrial Development Agency] staff recommend designating the [SLCIDA]’s Chief Executive Officer as the “Contracting Officer,”

NOW, THEREFORE, BE IT RESOLVED the [St. Lawrence County Industrial Development Agency], having reviewed said guidelines does hereby approve its “Guidelines for Disposition of Real Property” and

BE IT FURTHER RESOLVED that said guidelines, along with the required report (per Section 2896 (3) (a) of the Public Authorities Law) shall be forwarded to:

- The Comptroller of the State of New York
- Director of the Budget of the State of New York
- Commissioner of the New York State Office of General Services
- New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly)
- Authority Budget Office (Electronically through PARIS)

BE IT FURTHER RESOLVED that (also pursuant to Section 2896 (1) (b) of the PAL) this document shall be published electronically where it shall remain until the guidelines for the following year are reviewed and posted.

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
March xx, 2021

DISPOSITION OF PROPERTY GUIDELINES

RESOLUTION NO. IDA-21-03-XX (MARCH XX, 2021)

PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

SECTION 1. DEFINITIONS

A. “Contracting officer” shall mean the officer or employee of the St. Lawrence County Industrial Development Agency (hereinafter, the “Local Authority”) who shall be appointed by resolution to be responsible for the disposition of property.

B. “Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES

A. The Local Authority shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Local Authority and under its control;
- (ii) periodically inventory such property to determine which property shall be disposed of;
- (iii) produce a written report of such property in accordance with subsection B herewith; and
- (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.

B. The Local Authority shall

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Local Authority. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Local Authority and the name of the purchaser for all such property sold by the Local Authority during such period; and
- (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly) and the Authorities Budget Office.

SECTION 2. TRANSFER OR DISPOSITION OF PROPERTY

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Local Authority. The Local Authority shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Local Authority property, pending its disposition, and the disposal of such property, shall be performed by the Local Authority or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition. Unless otherwise permitted, the Local Authority shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Local Authority and/or contracting officer deems proper. The Local Authority may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and, provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

D. Sales by the Commissioner of General Services (the “Commissioner”). When the Local Authority shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Local Authority may enter into an agreement with the Commissioner pursuant to which Commissioner may dispose of property of the Local Authority under terms and conditions agreed to by the Local Authority and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Local Authority, purporting to transfer title or any other interest in property of the Local Authority in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Local Authority Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:
 - (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
 - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
 - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Local Authority, price and other factors considered; provided, that all bids may be rejected at the Local Authority's discretion.
- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

- (A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significant, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
 - (B) the fair market value of the property does not exceed fifteen thousand dollars;
 - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
 - (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation; or
 - (E) under those circumstances permitted by subdivision seven of this section; or
 - (F) such action is otherwise authorized by law.
- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
- (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars;
 - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
 - (3) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars;
 - (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.
- (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Local Authority making such disposal.

G. Disposal of Property for Less Than Fair Market Value

- (i) No asset owned, leased or otherwise in the control of the Local Authority may be sold, leased, or otherwise alienated for less than its fair market value except if:
 - (A) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
 - (B) the purpose of the transfer is within the purpose, mission or governing statue of the Local Authority; or
 - (C) in the event the Local Authority seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Local Authority's mission, purpose or governing statues, the Local Authority shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the legislature shall take any such action within sixty days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the legislature may

take such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Local Authority may effectuate such transfer. Provided, however, that with respect to a below market transfer by the Local Authority that is not within the purpose, mission or governing statute of the Local Authority, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Local Authority resides, and the transfer is of property obtained by the Local Authority from that political subdivision, then such approval shall be sufficient to permit the transfer.

- (ii) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Local Authority Board and to the public:
 - (A) a full description of the asset;
 - (B) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board;
 - (C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
 - (D) a statement of the value to be received compared to the fair market value;
 - (E) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (D) of this paragraph, a statement of the value to the private party; and
 - (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.
- (iii) Before approving the disposal of any property for less than fair market value, the Local Authority Board shall consider the information described in paragraph (ii) of this subdivision and make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The Guidelines are subject to modification and amendment at the discretion of the Local Authority board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Local Authority is its Chief Executive Officer.

Inventory of IDA Real Estate -2020 Report

SWIS	Tax Map Number	Street	Town	Property Identification	Property ID (Internal)	Occupant(s)	Lot Size	Building Size	Value in our Books	Status	Assessment
404001	173.034-2-2	Factory St	Gouverneur	Gouverneur Ind. Park land		Vacant Land	26.3	N/A	\$74,140	N/A	\$123,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Ind. Building	1CIB	SLCIDA (Owner)	22.5	15,400	\$2,190,697	Lease	\$1,300,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Industrial Park	CIP	SLCIDA (Owner)	20.4	N/A	\$343,240	N/A	1,300,000
405801	016.027-4-08	24 Trade Road	Massena	Lot 12 – Massena Ind. Park	MIB-L12	Vacant Land	2.3	N/A	\$40,963	N/A	\$30,700
402600	214.000-4-26	CR60	Clifton	Newton Falls Rail	MANRR	Rail	43.3	N/A	\$00	N/A	\$350,000
403600	213.000-6-46	N/A	Fine	Newton Falls Rail	MANRR	Rail	85.1	N/A	\$00	N/A	\$3,036,000
407200	222.001-1-9	Jayville Rd	Pitcairn	Newton Falls Rail	MANRR	Rail	82.5	N/A	\$00	N/A	\$1,000,000

Disposition in 2020:

SWIS	Tax Map #		Town	Property Identification	Property ID (Internal)	Occupant	Lot Size	Building Size	Appraisal	Fair Market Value	Sale/Lease Price
None											

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT AUTHORIZING RESOLUTION
ATLANTIC TESTING LABORATORIES, LIMITED [IDA Project# 4001-21-07]
Resolution No. IDA-21-03-xx
March 30, 2021

A meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 30, 2021, at 9:00 AM., local time, at the IDA office, 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 SLCIDA were:

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven		
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, and Lori Sibley).

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 Atlantic Testing Laboratories, Limited.

On motion duly made by _____ and seconded by _____, the following resolution was placed before the members of the St. Lawrence County Industrial Development Agency:

(i) ACCEPTING AN APPLICATION SUBMITTED BY ATLANTIC TESTING LABORATORIES, LIMITED WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE SLCIDA WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE UNDERTAKING AND FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO UNDERTAKING THE PROJECT; (iv) APPOINTING THE COMPANY AS SLCIDA’S AGENT FOR PURPOSES OF UNDERTAKING THE PROJECT (v) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND OTHER DOCUMENTS RELATED TO THE FINANCIAL ASSISTANCE; (vi) ACCEPTING AND ADOPTING FINDINGS WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA.

WHEREAS, the St. Lawrence County Industrial Development Agency (the "SLCIDA") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") as amended, and Chapter 358 of the Laws of 1971 of the State, as amended (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration, and

WHEREAS, Atlantic Testing Laboratories, Limited (the "Company") has submitted an application (the "Application") to the SLCIDA requesting the SLCIDA's assistance with the project, the terms and conditions of which are described in Exhibit A, attached hereto and made a part thereof, and as may be more thoroughly described within the Application, and

WHEREAS, there has been enacted into law Article 8 of the New York Environmental Conservation Law, Chapter 612 of the 1975 Laws of the State of New York, as amended (the "Environmental Act"), which provides for the review of certain "actions" undertaken by State and local agencies for purposes of regulating such activities in order for proper consideration be given to the prevention of environmental damage, and

WHEREAS, provision of economic assistance to industrial projects by the SLCIDA is an "action" as that term is defined in the Environmental Act, which must be evaluated by the SLCIDA to determine its environmental effect, and in accordance with the Environmental Act, the SLCIDA conducted an environmental review of the project, a draft of which is attached hereto as Exhibit B, and

WHEREAS, it is contemplated that prior to taking any action the SLCIDA will (i) accept the Company's application for financial assistance in the form of a Sales and Use Tax Exemption; (ii) accept and adopt findings pursuant to SEQRA;

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

Section 1. The Company has presented an Application in a form acceptable to the SLCIDA. Based upon the representations made by the Company to the SLCIDA in the Company's application, the SLCIDA hereby finds and determines that:

(A) By virtue of the Act, the SLCIDA 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; and

(B) The SLCIDA has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the SLCIDA will induce the Company to develop the Project in St. Lawrence County, New York, and otherwise furthering the purposes of the SLCIDA as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the “State”) to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the SLCIDA hereby finds that, based on the Company’s application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The SLCIDA has reviewed the SEQR assessment and its findings for the Project and hereby confirms and determines that the Project will not result in any significant adverse environmental impacts.

Section 3. Subject to the execution of an Agency Compliance Agreement and the delivery to the SLCIDA of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the SLCIDA, the SLCIDA hereby authorizes the Company to proceed with the undertaking of the Project and hereby appoints the Company, and their respective agents and other designees, as the true and lawful agent of the SLCIDA: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the SLCIDA with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the SLCIDA could do if acting in its own behalf.

Section 4. The form and substance of a proposed Agency Compliance Agreement by and between SLCIDA and the Company with respect to the Sales and Use Tax Exemption is hereby approved, and the Chairman, Vice Chairman and/or Chief Executive Officer is authorized to execute and deliver said Agency Compliance Agreement and related documents.

Section 5. The Agency Compliance Agreement shall expire on **December 31, 2021** unless extended pursuant to the terms of the Agency Compliance Agreement.

Section 6. The public hearing, concerning the nature and location of the Facility and the contemplation of the provision of financial assistance is not required;

Section 7. Intentionally omitted;

Section 8. The officers, employees and agents of the SLCIDA are hereby authorized and directed for and in the name and on behalf of the SLCIDA to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the SLCIDA with all of the terms, covenants and provisions of the documents executed for and on behalf of the SLCIDA.

Section 9. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT AUTHORIZING RESOLUTION
ATLANTIC TESTING LABORATORIES, LIMITED [IDA Project# 4001-21-07]
Resolution No. IDA-21-03-xx
March 30, 2021

Member	Aye	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.

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EXHIBIT A

1.	Applicant Name/Project Number: ATLANTIC TESTING LABORATORIES, LTD [#4001-21-07]	
2.	Project Description (the “Project”): Atlantic Testing Laboratories, Limited (“Company”) plans to undertake a project to acquire specialized Geoprobe drilling equipment (specifically a CME-55LC/300 Rubber Track Drill, trailer, and associated equipment) to support the Company’s expanded focus into environmental, geotechnical, and exploration work.	
3.	Type of Financial Assistance Requested:	Exemption from sales and use taxes on purchases and rentals of goods and services relating to the undertaking of the “Project” as described, above.
4.	Total Amount of Project:	\$430,000
5.	Benefited Project Amount:	\$380,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$30,400
7.	PILOT Structure	N/A
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	22
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	2
11.	Expiration of the Financial Assistance:	December 31, 2021

Short Environmental Assessment Form

Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
ATLANTIC TESTING LABORATORIES, LIMITED			
Name of Action or Project:			
Purchase of CME-55LC/300 Low Clearance Rubber Track Drill equipment (Project Code 4001-21-07)			
Project Location (describe, and attach a location map):			
6431 US Highway 11, Canton, NY 13617			
Brief Description of Proposed Action:			
This project is the purchase of CME-55LC/300 Low Clearance Rubber Track Drill equipment.			
Name of Applicant or Sponsor:		Telephone: [REDACTED]	
ATLANTIC TESTING LABORATORIES, LIMITED		E-Mail: [REDACTED]	
Address:			
6431 US Highway 11			
City/PO:		State:	Zip Code:
Canton		NY	13617
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation?			NO
If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			YES
			<input checked="" type="checkbox"/>
			<input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency?			NO
If Yes, list agency(s) name and permit or approval:			YES
			<input checked="" type="checkbox"/>
			<input type="checkbox"/>
3. a. Total acreage of the site of the proposed action? N/A acres			
b. Total acreage to be physically disturbed? N/A acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? N/A acres			
4. Check all land uses that occur on, are adjoining or near the proposed action:			
5. <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input checked="" type="checkbox"/> Other(Specify): This is equipment purchase			
<input type="checkbox"/> Parkland			

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?	NO	YES	
If Yes, identify: _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Are public transportation services available at or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements?	NO	YES	
If the proposed action will exceed requirements, describe design features and technologies: _____ _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply?	NO	YES	
If No, describe method for providing potable water: _____ None needed _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities?	NO	YES	
If No, describe method for providing wastewater treatment: _____ None needed _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ _____ _____			

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input type="checkbox"/> Suburban		
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes, a. Will storm water discharges flow to adjacent properties? b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor/name: <u>Atlantic Testing Laboratories, Limited</u> Date: <u>February 25, 2021</u> Signature: [REDACTED] Title: _____		

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) SS.:

The undersigned, being the Secretary of the St. Lawrence County Industrial Development Agency, DOES HEREBY CERTIFY THAT:

I have compared the foregoing extract of the minutes of the meeting of the St. Lawrence County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 30, 2021 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 relates to the subject in matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

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 and seal of said Agency this 30th day of March 2021.

Mr. Lynn Blevins

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-21-03-xx

Governance Committee Review: March 16, 2021

March 30, 2021

AUTHORIZING UPDATES TO PERSONNEL GUIDELINES

WHEREAS, the St. Lawrence County Industrial Development Agency (the “SLCIDA”) recognizes its responsibility to ensure the safe, fair, consistent and legal treatment of its employees, and

WHEREAS, in furtherance of these responsibilities, the SLCIDA Governance Committee has reviewed and recommends amendments for approval by the full board, consistent with the information contained within the Personnel Guidelines (Employee Handbook),

NOW, THEREFORE BE IT RESOLVED the St. Lawrence County Industrial Development Agency hereby approves amendments to the policies within the Personnel Guidelines, as recommended by its Governance Committee.

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

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

March 30, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Black Water Solar Partners LLC [*Project Number 4001-21-04*]

Resolution No. IDA-21-03-xx

March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 30, 2021 at 9:00 A.M., 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 SLCIDA were:

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

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Kimberly Gilbert and Lori Sibley).

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 Black Water Solar Partners LLC.

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the St. Lawrence County Industrial Development Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY BLACK WATER SOLAR PARTNERS LLC (THE “COMPANY”) 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 (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT; (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT (PILOT 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) the acquisition of a sub-leasehold interest in an approximately 16.9 acre parcel of land, being a portion of a 36.38 acre parcel of land, located at 104 Horseshoe Road, Town of Oswegatchie, New York 13654 (the “**Land**”); (B) the construction on the Land of an approximately 16.9 acre solar electric generating photovoltaic facility (the “**Improvements**”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**” and, together with the Land and the Improvements, the “**Facility**”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement; 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 30 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 Oswegatchie (the “**Town**”), and the Heuvelton Central School District (the “**School District**”) was required prior to the Agency approval of the Deviation; and

WHEREAS, by a Resolution adopted February 24, 2021, the School District consented to the Deviation, and, by Resolution adopted February 15, 2021, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, installation and equipping of the Facility will be in conformance with 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 Company has submitted to the Agency a completed Full Environmental Assessment Form dated July 1, 2020 (the “**EAF**”) with respect to the Project; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (1) the Town 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 October 5, 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, a public hearing (the “**Hearing**”) was held on March 18, 2021, 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 North County This Week on March 6, 2021 and in the Watertown Daily Times on March 7, 2021 and such notice (together with proof of publication), was substantially in the form annexed hereto as **Exhibit B**; and

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

WHEREAS, the Agency has been requested to enter into (a) a company lease agreement by and between the Agency and Company whereby the Company will lease the Facility to the Agency (the “**Company Lease Agreement**”) and (b) a lease agreement by and between the Agency and Company whereby the Agency subleases the Facility back to the Company (the “**Lease Agreement**”);

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

Section 1. Based upon the EAF, the Planning Board, as Lead Agency under SEQRA, and coordinated review with Involved and Interested Agencies, determined that the Project, involving the construction, installation and equipping of the Facility, is a Type I action as contemplated by 6 NYCRR Section 617.5(c)(1), and that there will be not have a “significant effect” on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes negative declaration for purposes of SEQRA, which is binding on the Agency.

Section 2. 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; and
- b. The Facility constitutes a “project”, as such term is defined in the Act; and

- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the “**County**”), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility to the Company, and by which the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and
- i. The Facility is approximately 16.9 acres of the Land wherein the installation of a 2.0 MW-AC solar array comprised of a ground-mounted, solar photovoltaic panels and appurtenant equipment and related improvements. The Facility, being located in the Town of Oswegatchie.
- j. 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 and the County;

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: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to 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 are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility 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 are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$36,000 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct, improve and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$36,000 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 9. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Lease Agreement.

Section 10. 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 11.

- a. The Chairman, the Executive Director of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, and the Lease Agreement to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Director of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Executive Director and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Executive Director of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.
- b. The Chairman, the Executive Director of the Agency or any member of the Agency are further hereby 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 12. 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 13. 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.

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 St. Lawrence County Industrial Development Agency (the “**Agency**”), including the resolution contained therein, held on March 30, 2021, 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 all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors 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 March 30, 2021.

Lynn Blevins
Mr. Lynn Blevins, Secretary

EXHIBIT A

1.	Applicant Name/Project Number:	BLACK WATER SOLAR PARTNERS LLC - Project #4001-21-04
2.	Project Description:	BLACK WATER SOLAR PARTNERS LLC plans to undertake a project (the “Project”) consisting of (A) the acquisition of a sub-leasehold interest in an approximately 16.9 acre parcel of land at 104 Horseshoe Road, Town of Oswegatchie, Village of Heuvelton, New York 13654 (the “ Land ”); (B) the construction on the Land of an approximately 16.9 acre solar electric generating photovoltaic facility (the “ Improvements ”); and (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and Improvements, the “ Facility ”); and (D) the lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.
3.	Type of Financial Assistance Requested:	Exemption from Sales and use taxes on purchases and rentals of goods and services relating to the undertaking of the “Project” as described above. Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$3,621,000
5.	Benefited Project Amount:	\$3,621,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$36,000
7.	PILOT Structure and Estimated Net Exemption from PILOT	30 Year PILOT
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:	2052

EXHIBIT B

NOTICE OF PUBLIC HEARING

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 March 18, 2021, at 10:00 a.m., local time, via Zoom meeting, in connection with the Black Water Solar Partners 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 the Company (as defined below) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/85261059584?pwd=eEd6cDhvNEh2bXBUEWtPWXBdVmRlOUT09>

Meeting ID: 952 6105 9584

Passcode: 916353

Black Water Solar Partners LLC, a Delaware limited liability company (the “Company”), filed an application with the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A) the acquisition of a sub-leasehold interest in an approximately 16.9 acre parcel of land, being a portion of a 36.38 acre parcel of land, located at 104 Horseshoe Road, Town of Oswegatchie, New York 13654 (the “Land”); (B) the construction on the Land of an approximately 16.9 acre solar electric generating photovoltaic facility (the “Improvements”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and the Improvements, the “Facility”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.

The Company will own a leasehold interest in the Facility from the current owner through a long- term lease. The Agency will acquire an interest in the Facility. The financial assistance contemplated by the Agency will consist generally of the exemption from taxation expected to be claimed by the Company as a result of the Agency taking an interest in, possession or control (by lease, license or otherwise) of the Facility, or of the Company acting as the agent of the Agency, consisting of (i) an exemption from state and local sales and use tax with respect to the construction and renovation of the Facility; and (ii) an exemption from general real property taxation with respect to the Facility, which exemption shall be offset, in whole or in part, by contractual payments in lieu of taxes (the “PILOT”) by the Company for the benefit of the affected tax jurisdictions.

A representative of the Agency will be available at the above stated time to hear all persons with views in favor of, or opposed to, either the location or nature of the Facility, or the proposed financial assistance being contemplated by the Agency. In addition, at, or prior to, such hearing, interested parties may submit to the Agency written materials pertaining to such matters. Such materials may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617 or at lsibley@slcida.com and must be received no later than 10:00 am on March 17, 2021.

A transcript of the public hearing will be made available at a later date. The public will have an opportunity to see and hear the meeting live and provide comments. Comments can be provided through the written chat section of the Zoom meeting, in addition to providing written comments via email, as outlined in the paragraph above. Please check the meeting information posted on the Agency website for further instructions to access the meeting, and to find copies of the application and the cost benefit analysis.

DATED: February 26, 2021

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT C

REPORT OF PUBLIC HEARING

**MINUTES OF PUBLIC HEARING HELD ON March 18, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: for Black Water Solar Partners, LLC (EDF Solar)**

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/85261059584?pwd=eEd6cDhvNEh2bXBUEWtPWXBBDVmrOUT09>

Meeting ID: 952 6105 9584
Passcode: 916353

Public in Attendance: Kathleen Haake, Barry Carrigan, Margaret Campbell

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

Black Water Solar Partners, LLC submitted an application to the Agency, a copy of which has been posted to our website and is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 36.38 acres of land located at 104 Horseshoe Road, Town of Oswegatchie, (2) the installation on approximately 16.9 acres of the Land of a 2.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" with respect to the foregoing, including potential exemptions from state and local sales and use tax, certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: No comments were made.

There being no further comments, the Public Hearing was closed at 10:14 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development
Agency

EXHIBIT D

Proposed PILOT Schedule

Formula for In-Lieu-of-Taxes Payment: St. Lawrence County (Town of Oswegatchie,
Heuvelton Central School District

Taxable Status Date: March 1, 2022

Tax Year Beginning: School District 2021/2022

Town and County 2023

\$4,250 per MW for Year 1, resulting in \$8,500 to the School District, Town and County, on a pro rata basis for Year 1.

The amount would increase by 2% each year for the first 20 years and then decrease by 2% for years 21-30.

PILOT term would be 30 years

Payment Schedule as Follows:

YEAR	SCHOOL	TOWN/COUNTY	PAYMENT
1	2022/2023	2023	\$8,500.00
2	2023/2024	2024	\$8,670.00
3	2024/2025	2025	\$8,843.40
4	2025/2026	2026	\$9,020.27
5	2026/2027	2027	\$9,200.67
6	2027/2028	2028	\$9,384.69
7	2028/2029	2029	\$9,572.38
8	2029/2030	2030	\$9,763.83
9	2030/2031	2031	\$9,959.10
10	2031/2032	2032	\$10,158.29
11	2032/2033	2033	\$10,361.45
12	2033/2034	2034	\$10,568.68
13	2034/2035	2035	\$10,780.06
14	2035/2036	2036	\$10,995.66
15	2036/2037	2037	\$11,215.57
16	2037/2038	2038	\$11,439.88
17	2038/2039	2039	\$11,668.68
18	2039/2040	2040	\$11,902.05
19	2040/2041	2041	\$12,140.09
20	2041/2042	2042	\$12,382.89
21	2042/2043	2043	\$12,135.24
22	2043/2044	2044	\$11,892.53
23	2044/2045	2045	\$11,654.68
24	2045/2046	2046	\$11,421.59

YEAR	SCHOOL	TOWN/COUNTY	PAYMENT
25	2046/2047	2047	\$11,193.16
26	2047/2048	2048	\$10,969.29
27	2048/2049	2049	\$10,749.91
28	2049/2050	2050	\$10,534.91
29	2050/2051	2051	\$10,324.21
30	2051/2052	2052	\$10,117.73

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Royal Solar Partners LLC *Project Number 4001-21-05*

Resolution No. IDA-21-03-xx

March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 30, 2021 at 9:00 A.M., 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 SLCIDA were:

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

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley).

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 Royal Solar Partners LLC.

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the St. Lawrence County Industrial Development Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY ROYAL SOLAR PARTNERS LLC (THE “COMPANY”) 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 (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT; (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT (PILOT 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) the acquisition of a sub-leasehold interest in an approximately 34.7 acre parcel of land, being a portion of a 291.9 acre parcel of land, located at 5693 County Route 6, Town of Oswegatchie, New York 13670 (the “**Land**”); (B) the construction on the Land of an approximately 34.7 acre solar electric generating photovoltaic facility (the “**Improvements**”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**” and, together with the Land and the Improvements, the “**Facility**”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement; 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 30 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 Oswegatchie (the “**Town**”), and the Ogdensburg City School District (the “**School District**”) was required prior to the Agency approval of the Deviation; and

WHEREAS, by a Resolution adopted February 22, 2021, the School District consented to the Deviation, and, by Resolution adopted February 15, 2021, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, installation and equipping of the Facility will be in conformance with 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 Company has submitted to the Agency a completed Full Environmental Assessment Form dated November 23, 2020 (the “**EAF**”) with respect to the Project; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (1) the Town 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 November 23, 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, a public hearing (the “**Hearing**”) was held on March 18, 2021, 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 North County This Week on March 6, 2021 and in the Watertown Daily Times on March 7, 2021 and such notice (together with proof of publication), was substantially in the form annexed hereto as **Exhibit B**; and

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

WHEREAS, the Agency has been requested to enter into (a) a company lease agreement by and between the Agency and Company whereby the Company will lease the Facility to the Agency (the “**Company Lease Agreement**”) and (b) a lease agreement by and between the Agency and Company whereby the Agency subleases the Facility back to the Company (the “**Lease Agreement**”);

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

Section 1. Based upon the EAF, the Planning Board, as Lead Agency under SEQRA, and coordinated review with Involved and Interested Agencies, determined that the Project, involving the construction, installation and equipping of the Facility, is a Type I action as contemplated by 6 NYCRR Section 617.5(c)(1), and that there will be not have a “significant effect” on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes negative declaration for purposes of SEQRA, which is binding on the Agency.

Section 2. 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; and

- b. The Facility constitutes a “project”, as such term is defined in the Act; and
- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the “**County**”), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility to the Company, and by which the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and
- i. The Facility is approximately 34.7 acres of the Land wherein the installation of a 5.0 MW-AC solar array comprised of a ground-mounted, solar photovoltaic panels and appurtenant equipment and related improvements. The Facility, being located in the Town of Oswegatchie.
- j. 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 and the County;

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: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to 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 are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility 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 are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$90,000 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct, improve and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$90,000 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 9. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Lease Agreement.

Section 10. 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 11.

- a. The Chairman, the Executive Director of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, and the Lease Agreement to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Director of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Executive Director and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Executive Director of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.
- b. The Chairman, the Executive Director of the Agency or any member of the Agency are further hereby 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 12. 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 13. 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.

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 St. Lawrence County Industrial Development Agency (the “**Agency**”), including the resolution contained therein, held on March 30, 2021, 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 all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors 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 March 30, 2021.

Lynn Blevins
Mr. Lynn Blevins, Secretary

EXHIBIT A

1.	Applicant Name/ Project Number:	ROYAL SOLAR PARTNERS LLC Project #4001-21-05
2.	Project Description: ROYAL SOLAR PARTNERS LLC plans to undertake a project (the “ Project ”) consisting of (A) the acquisition of a sub-leasehold interest in an approximately 34.7 acre parcel of land, being a portion of a 291.9 acre parcel of land, located at 5693 County Route 6, Town of Oswegatchie, New York 13670 (the “ Land ”); (B) the construction on the Land of an approximately 34.7 acre solar electric generating photovoltaic facility (the “ Improvements ”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “ Equipment ” and, together with the Land and the Improvements, the “ Facility ”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.	
3.	Type of Financial Assistance Requested:	Exemption from Sales and use taxes on purchases and rentals of goods and services relating to the undertaking of the “Project” as described above. Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$7,800,000
5.	Benefited Project Amount:	\$7,800,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$90,000
7.	PILOT Structure and Estimated Net Exemption from PILOT	30 Year PILOT
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:	2052

EXHIBIT B

NOTICE OF PUBLIC HEARING

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 March 18, 2021, at 10:30 a.m., local time, via Zoom meeting, in connection with the Royal Solar Partners, 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 the Company (as defined below) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/83436824024?pwd=bnRONGRVQXEyd1Jua21OM0tLWEFXQT09>

Meeting ID: 834 3682 4024

Passcode: 266447

Royal Solar Partners, LLC, a Delaware limited liability company (the “Company”), filed an application with the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A) the acquisition of a sub-leasehold interest in an approximately 34 acre parcel of land, being a portion of a 291 acre parcel of land, located at 5693 County Road 6, Town of Oswegatchie, New York 13670 (the “Land”); (B) the construction on the Land of an approximately 30 acre solar electric generating photovoltaic facility (the “Improvements”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and the Improvements, the “Facility”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.

The Company will own a leasehold interest in the Facility from the current owner through a long- term lease. The Agency will acquire an interest in the Facility. The financial assistance contemplated by the Agency will consist generally of the exemption from taxation expected to be claimed by the Company as a result of the Agency taking an interest in, possession or control (by lease, license or otherwise) of the Facility, or of the Company acting as the agent of the Agency, consisting of: (i) an exemption from state and local sales and use tax with respect to the construction and renovation of the Facility and (ii) an exemption from general real property taxation with respect to the Facility, which exemption shall be offset, in whole or in part, by contractual payments in lieu of taxes (the “PILOT”) by the Company for the benefit of the affected tax jurisdictions.

A representative of the Agency will be available at the above stated time to hear all persons with views in favor of, or opposed to, either the location or nature of the Facility, or the proposed financial assistance being contemplated by the Agency. In addition, at, or prior to, such hearing, interested parties may submit to the Agency written materials pertaining to such matters. Such materials may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617 or at lsibley@slcida.com and must be received no later than 10:00 am on March 17, 2021.

A transcript of the public hearing will be made available at a later date. The public will have an opportunity to see and hear the meeting live and provide comments. Comments can be provided through the written chat section of the Zoom meeting, in addition to providing written comments via email, as outlined in the paragraph above. Please check the meeting information posted on the Agency website for further instructions to access the meeting, and to find copies of the application and the cost benefit analysis.

DATED: February 26, 2021

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT

AGENCY

EXHIBIT C

REPORT OF PUBLIC HEARING

**MINUTES OF PUBLIC HEARING HELD ON March 18, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: for Royal Solar Partners, LLC (EDF Solar)**

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:30 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/83436824024?pwd=bnRONGRVQXEyd1Jua21OM0tLWEFXQT09>

Meeting ID: 834 3682 4024
Passcode: 266447

Public in Attendance: Barry Carrigan, Margaret Campbell

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

Royal Solar Partners, LLC submitted an application to the Agency, a copy of which has been posted to our website and is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 291.9 acres of land located at 5693 County Road 6, Town of Oswegatchie, (2) the installation on approximately 34.7 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" with respect to the foregoing, including potential exemptions from state and local sales and use tax, certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: No comments were made

There being no further comments, the Public Hearing was closed at 10:44 AM.

By: Richard Williams

For: St. Lawrence County Industrial Development
Agency

EXHIBIT D

Proposed PILOT Schedule

Formula for In-Lieu-of-Taxes Payment: St. Lawrence County, Town of Oswegatchie, and Ogdensburg City School District.

Taxable Status Date: March 1, 2022

Tax Year Beginning: School District 2022/2023

Town and County 2023

\$4,250 per MW for Year 1, resulting in \$21,250 to the School District, Town and County, on a pro rata basis for Year 1.

The amount would increase by 2% each year for the first 20 years and then decrease by 2% for years 21-30.

PILOT term would be 30 years.

Payment Schedule as Follows:

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6	2027/2028	2028	\$23,461.72
7	2028/2029	2029	\$23,930.95
8	2029/2030	2030	\$24,409.57
9	2030/2031	2031	\$24,897.76
10	2031/2032	2032	\$25,395.72
11	2032/2033	2033	\$25,903.63
12	2033/2034	2034	\$26,421.70
13	2034/2035	2035	\$26,950.14
14	2035/2036	2036	\$27,489.14
15	2036/2037	2037	\$28,038.92
16	2037/2038	2038	\$28,599.70
17	2038/2039	2039	\$29,171.70
18	2039/2040	2040	\$29,755.13
19	2040/2041	2041	\$30,350.23
20	2041/2042	2042	\$30,957.24
21	2042/2043	2043	\$30,338.09
22	2043/2044	2044	\$29,731.33
23	2044/2045	2045	\$29,136.70
24	2045/2046	2046	\$28,553.97

25	2046/2047	2047	\$27,982.89
26	2047/2048	2048	\$27,423.23
27	2048/2049	2049	\$26,874.77
28	2049/2050	2050	\$26,337.27
29	2050/2051	2051	\$25,810.53
30	2051/2052	2052	\$25,294.32

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Ruler Solar Partners LLC [*Project Number 4001-21-06*]

Resolution No. IDA-21-03-xx

March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 30, 2021 at 9:00 A.M., 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 SLCIDA were:

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

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley).

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 Ruler Solar Partners LLC.

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the St. Lawrence County Industrial Development Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY RULER SOLAR PARTNERS LLC (THE “COMPANY”) 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 (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT; (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT (PILOT 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) the acquisition of a sub-leasehold interest in an approximately 38.5 acre parcel of land, being a portion of a 207.3 acre parcel of land, located at 5704 County Route 6, Town of Oswegatchie, New York 13670 (the “**Land**”); (B) the construction on the Land of an approximately 38.5 acre solar electric generating photovoltaic facility (the “**Improvements**”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**” and, together with the Land and the Improvements, the “**Facility**”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement; 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 30 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 Oswegatchie (the “**Town**”), and the Ogdensburg City School District (the “**School District**”) was required prior to the Agency approval of the Deviation; and

WHEREAS, by a Resolution adopted February 22, 2021, the School District consented to the Deviation, and, by Resolution adopted February 15, 2021, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, installation and equipping of the Facility will be in conformance with 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 Company has submitted to the Agency a completed Full Environmental Assessment Form dated November 23, 2020 (the “**EAF**”) with respect to the Project; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (1) the Town 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 November 23, 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, a public hearing (the “**Hearing**”) was held on March 18, 2021, 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 North County This Week on March 6, 2021 and in the Watertown Daily Times on March 7, 2021 and such notice (together with proof of publication), was substantially in the form annexed hereto as **Exhibit B**; and

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

WHEREAS, the Agency has been requested to enter into (a) a company lease agreement by and between the Agency and Company whereby the Company will lease the Facility to the Agency (the “**Company Lease Agreement**”) and (b) a lease agreement by and between the Agency and Company whereby the Agency subleases the Facility back to the Company (the “**Lease Agreement**”);

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

Section 1. Based upon the EAF, the Planning Board, as Lead Agency under SEQRA, and coordinated review with Involved and Interested Agencies, determined that the Project, involving the construction, installation and equipping of the Facility, is a Type I action as contemplated by 6 NYCRR Section 617.5(c)(1), and that there will be not have a “significant effect” on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes negative declaration for purposes of SEQRA, which is binding on the Agency.

Section 2. 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; and

- b. The Facility constitutes a “project”, as such term is defined in the Act; and
- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the “**County**”), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility to the Company, and by which the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and
- i. The Facility is approximately 38.5 acres of the Land wherein the installation of a 5.0 MW-AC solar array comprised of a ground-mounted, solar photovoltaic panels and appurtenant equipment and related improvements. The Facility, being located in the Town of Oswegatchie.
- j. 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 and the County;

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: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to 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 are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility 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 are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$90,000 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct, improve and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$90,000 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 9. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Lease Agreement.

Section 10. 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 11.

- a. The Chairman, the Executive Director of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, and the Lease Agreement to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Director of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Executive Director and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, the Executive Director of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.
- b. The Chairman, the Executive Director of the Agency or any member of the Agency are further hereby 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 12. 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 13. 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.

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 St. Lawrence County Industrial Development Agency (the “**Agency**”), including the resolution contained therein, held on March 30, 2021, 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 all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors 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 March 30, 2021.

Lynn Blevins
Mr. Lynn Blevins, Secretary

EXHIBIT A

1.	Applicant Name/Project Number: RULER SOLAR PARTNERS LLC – Project #4001-21-06	
2.	Project Description: RULER SOLAR PARTNERS LLC plans to undertake a project (the “ Project ”) consisting of (A) the acquisition of a sub-leasehold interest in an approximately 38.5 acre parcel of land, being a portion of a 207.3 acre parcel of land, located at 5704 County Route 6, Town of Oswegatchie, New York 13670 (the “ Land ”); (B) the construction on the Land of an approximately 38.5 acre solar electric generating photovoltaic facility (the “ Improvements ”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “ Equipment ” and, together with the Land and the Improvements, the “ Facility ”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.	
3.	Type of Financial Assistance Requested:	Exemption from Sales and use taxes on purchases and rentals of goods and services relating to the undertaking of the “Project” as described above. Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$2,800,000
5.	Benefited Project Amount:	\$2,800,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$90,000
7.	PILOT Structure and Estimated Net Exemption from PILOT	30 Year PILOT
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:	2052

EXHIBIT B

NOTICE OF PUBLIC HEARING

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 March 18, 2021, at 11:00 a.m., local time, via Zoom meeting, in connection with the Ruler Solar Partners, 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 the Company (as defined below) by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/82795899879?pwd=RkM0YUFJc0N5d3RIUHM2YXZTZjFLdz09>

Meeting ID: 827 9589 9879

Passcode: 000014

Ruler Solar Partners, LLC, a Delaware limited liability company (the “Company”), filed an application with the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A) the acquisition of a sub-leasehold interest in an approximately 38 acre parcel of land, being a portion of a 207 acre parcel of land, located at 5704 County Road 6, Town of Oswegatchie, New York 13670 (the “Land”); (B) the construction on the Land of an approximately 30 acre solar electric generating photovoltaic facility (the “Improvements”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and the Improvements, the “Facility”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.

The Company will own a leasehold interest in the Facility from the current owner through a long- term lease. The Agency will acquire an interest in the Facility. The financial assistance contemplated by the Agency will consist generally of the exemption from taxation expected to be claimed by the Company as a result of the Agency taking an interest in, possession or control (by lease, license or otherwise) of the Facility, or of the Company acting as the agent of the Agency, consisting of: (i) an exemption from state and local sales and use tax with respect to the construction and renovation of the Facility and (ii) an exemption from general real property taxation with respect to the Facility, which exemption shall be offset, in whole or in part, by contractual payments in lieu of taxes (the “PILOT”) by the Company for the benefit of the affected tax jurisdictions.

A representative of the Agency will be available at the above stated time to hear all persons with views in favor of, or opposed to, either the location or nature of the Facility, or the proposed financial assistance being contemplated by the Agency. In addition, at, or prior to, such hearing, interested parties may submit to the Agency written materials pertaining to such matters. Such materials may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617 or at lsibley@slcida.com and must be received no later than 10:00 am on March 17, 2021.

A transcript of the public hearing will be made available at a later date. The public will have an opportunity to see and hear the meeting live and provide comments. Comments can be provided through the written chat section of the Zoom meeting, in addition to providing written comments via email, as outlined in the paragraph above. Please check the meeting information posted on the Agency website for further instructions to access the meeting, and to find copies of the application and the cost benefit analysis.

DATED: February 26, 2021

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT

AGENCY

EXHIBIT C

REPORT OF PUBLIC HEARING

**MINUTES OF PUBLIC HEARING HELD ON March 18, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

RE: for Ruler Solar Partners, LLC (EDF Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 11:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/82795899879?pwd=RkM0YUFJc0N5d3RIUHM2YXZTZjFLdz09>
Meeting ID: 827 9589 9879
Passcode: 000014

Public in Attendance: Barry Carrigan

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

Ruler Solar Partners, LLC submitted an application to the Agency, a copy of which has been posted to our website and is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 207.3 acres of land located at 5704 County Road 6, Town of Oswegatchie, (2) the installation on approximately 38.5 acres of the Land of a 5.0 MW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" with respect to the foregoing, including potential exemptions from state and local sales and use tax, certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: No Comments were made

There being no further comments, the Public Hearing was closed at 11:14 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development
Agency

EXHIBIT D

Proposed PILOT Schedule

Formula for In-Lieu-of-Taxes Payment: St. Lawrence County, Town of Oswegatchie, and
Ogdensburg City School District

Taxable Status Date: March 1, 2022

Tax Year Beginning: School District 2022/2023

Town and County 2023

\$4,250 per MW for Year 1, resulting in \$21,250 to the School District, Town and County, on a pro rata basis for Year 1.

The amount would increase by 2% each year for the first 20 years and then decrease by 2% for years 21-30.

PILOT term would be 30 years.

Payment Schedule as Follows:

YEAR	SCHOOL	TOWN/COUNTY	PAYMENT
1	2022/2023	2023	\$21,250.00
2	2023/2024	2024	\$21,675.00
3	2024/2025	2025	\$22,108.50
4	2025/2026	2026	\$22,550.67
5	2026/2027	2027	\$23,001.68
6	2027/2028	2028	\$23,461.72
7	2028/2029	2029	\$23,930.95
8	2029/2030	2030	\$24,409.57
9	2030/2031	2031	\$24,897.76
10	2031/2032	2032	\$25,395.72
11	2032/2033	2033	\$25,903.63
12	2033/2034	2034	\$26,421.70
13	2034/2035	2035	\$26,950.14
14	2035/2036	2036	\$27,489.14
15	2036/2037	2037	\$28,038.92
16	2037/2038	2038	\$28,599.70
17	2038/2039	2039	\$29,171.70
18	2039/2040	2040	\$29,755.13
19	2040/2041	2041	\$30,350.23
20	2041/2042	2042	\$30,957.24
21	2042/2043	2043	\$30,338.09
22	2043/2044	2044	\$29,731.33
23	2044/2045	2045	\$29,136.70
24	2045/2046	2046	\$28,553.97

25	2046/2047	2047	\$27,982.89
26	2047/2048	2048	\$27,423.23
27	2048/2049	2049	\$26,874.77
28	2049/2050	2050	\$26,337.27
29	2050/2051	2051	\$25,810.53
30	2051/2052	2052	\$25,294.32

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Madrid Solar 1, LLC [*Project Number 4001-20-12*]
Resolution No. IDA-21-03-xx
March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on March 30, 2021 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 _____, 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		
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. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, _____ 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 Madrid Solar 1, 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 MADRID SOLAR 1, 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 SALES TAX EXEMPTION AND 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 an approximately 22.4 acre portion of an approximately 30.5 acre parcel of land located at 2 Brady Road in the Town of Madrid, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on 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; 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 (the “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 Madrid (the "Town") and the Madrid-Waddington Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 17, 2020, the School District consented to the Deviation and, by resolution adopted January 21, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 18, 2021 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, notices of the Hearing were published in the North Country This Week on February 6, 2021 and in the Watertown Daily Times on February 7, 2021, respectively, and such notices (together with proofs 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, 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 project agreement (the "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) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) 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"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; 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 Full Environmental Assessment Form dated February 14, 2020 (the “EAF”) with respect to the Project; 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 Madrid 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 April 2, 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;

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 Madrid 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 Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) 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.

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 March 30, 2021, 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 March __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Madrid Solar 1, LLC Project [#4001-20-12]	
2.	Project Description: Madrid Solar 1, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 22.4 acre portion of an approximately 30.5 acre parcel of land located at 2 Brady Road in the Town of Madrid, St. Lawrence County, New York (the “Land”); (2) the installation on 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:	\$7,308,722
5.	Benefited Project Amount:	\$7,308,722
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$60,000
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 an annual 2% escalator for total PILOT payments of \$492,817.39.
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:	2042

EXHIBIT B

NOTICE OF PUBLIC HEARING

See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

I, Ellen Nesbitt being duly sworn and say, I am the

Advertising Consultant of North Country This Week
(Job Title) (Newspaper Name)

published at Potsdam, NY, County of St. Lawrence,
State of New York; and being the official legal organ of said county, and that the advertisement, a
printed copy of which is attached hereto, was printed and published in said newspaper on the
following date(s): Massena Ogdensburg Edition, Saturday, February 6, 2021 and
Potsdam Canton Edition Friday, February 12, 2021 (Madrid Solar 1)

X

(Signature)

Hereby subscribed and sworn to before me on this 2nd day of March, 2021

(Notary Signature)

MY COMMISSION EXPIRES ON 6/15/2023

(SEAL) MIKI L. CRARY
Notary Public, State of New York
No. [REDACTED]
Qualified in St. Lawrence County
My Commission Expires June 15, 2023

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LEGAL NOTICE

and written comments may be addressed to: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 379-8806 and electronically at rwilliams@stlida.com Dated February 1, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY BY: Patrick J. Kelly, Chief Executive Officer

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THEREOF: 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 10th day of February, 2021, at 10:00 o'clock a.m., local time, in connection with the Madrid Solar 1, LLC Project as described below. As a result of the (1) bid on large meetings or gatherings pursuant to Executive Order 2021-1 issued on March 12, 2020, as supplemented; (2) bid on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 2021-1 issued on March 23, 2020, as supplemented; and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 2021-1 issued on April 1, 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 Madrid Solar 1, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting: <https://zoom.us/j/2521015251> (Meeting ID: 252 1015 2521) Passcode: 133686. The Company submits 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 30.5 acres of land located at 2 Brady Road in the Town of Madrid, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 22.5 acres of the Land of a 25-MW AC-ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cabin, and grid tie; (3) the construction, preparation, access roads and any other required improvements (collectively, the "Facility"); and (3) the installation 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 859(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 issue (with an obligation to purchase) of 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; (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility; and (4) in the event that the Project Facility would be subject to real property taxation due to the involvement of the Agency thereafter, exemption from real property taxes that 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 portions of the Financial Assistance to be granted by the

St. Lawrence County WORKFORCE DEVELOPMENT BOARD

REQUEST FOR PROPOSAL
The St. Lawrence County Workforce Development Board has just released a Request for Proposal (RFP) for a **ONB-STOP NETWORK OPERATOR**. Proposals must be received by March 3, 2021 with services commencing on July 1, 2021.

For a copy of the RFP please call 315-229-3376 or visit our website at www.alconestop.com.

americanjobcenter.org

LEGAL NOTICE

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 87(4)(b) of the Real Property Tax Law of the State of New York, New York, Lot 5, Queen Village Clerk.

Legal Notice
Notice is hereby given that a public hearing will be held by the board of trustees of the Village of Potsdam, NY, on Tuesday, February 16, 2021 at 6:45 p.m., in the Civic Center board room, Park St., Potsdam, NY. The purpose of the hearing is to receive public comments on a proposed local law, to amend chapter 80 dogs and other animals and chapter 180 zoning to allow chickens in the Village of Potsdam. Due to the limit on attendance at the public hearing due to the pandemic, the public is encouraged to send written comments via email to info@potsdam.ny.us or regular mail to: Village of Potsdam, Village Clerk, PO Box 5168, Potsdam, NY 13676.

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LEGAL NOTICE
NOTICE IS HEREBY GIVEN THAT the Town of Stockholm will be holding their annual audit meeting on Tuesday, February 2, 2021 at 5:00 PM (followed by their regular monthly board meeting at 6:00 PM). Due to the increase of COVID-19 cases, the meeting will be held via zoom audio/visual conference. Details on how to attend & meeting with the town's website at www.stockholm-ny.com. All meetings are open to the public. Date: January 21, 2021 at 10:00 AM. KSA Stockholm Town Clerk By Order of the Stockholm Town Board.

NOTICE OF FORMATION

NOTICE OF FORMATION
OF ARCHIVAL ENTERPRISE, LLC. Articles of Organization filed with the Secretary of State of NY (SSNY) on 12/25/2020. Office located at St. Lawrence County, SSNY New York designated as agent upon whom process against may be served. The Secretary of State shall send a copy of any process served upon the Secretary of State. The Secretary of State shall send a copy of any process served upon the Secretary of State. The Secretary of State shall send a copy of any process served upon the Secretary of State.

NOTICE OF FORMATION

STATE OF NEW YORK
COUNTY OF ST. LAWRENCE
PUBLIC NOTICE OF FORMALIZATION OF A NEW YORK LIMITED LIABILITY COMPANY PURSUANT TO NEW YORK LIMITED LIABILITY COMPANY LAW SECTION 205.1. The name of the limited liability company is **PLANTERS FOREST MANAGEMENT LLC**. The date of filing of the Articles of Organization with the Department of State is December 21, 2020. The company is located in the County of St. Lawrence, New York. The Secretary of State has been designated as agent of the company upon whom process may be served, and the Secretary of State shall send a copy of any process served upon the company to the Secretary of State.

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Notice is hereby given that a public hearing will be held by the board of trustees of the Village of Potsdam, NY, on Tuesday, February 16, 2021 at 6:45 p.m., in the Civic Center board room, Park St., Potsdam, NY. The purpose of the hearing is to receive public comments on a proposed local law, to amend chapter 80 dogs and other animals and chapter 180 zoning to allow chickens in the Village of Potsdam. Due to the limit on attendance at the public hearing due to the pandemic, the public is encouraged to send written com-

PETS & PET PRODUCTS

Blanchard's Auction Service, 315-265-1000, 315-265-1001, 315-265-1002, 315-265-1003, 315-265-1004, 315-265-1005, 315-265-1006, 315-265-1007, 315-265-1008, 315-265-1009, 315-265-1010, 315-265-1011, 315-265-1012, 315-265-1013, 315-265-1014, 315-265-1015, 315-265-1016, 315-265-1017, 315-265-1018, 315-265-1019, 315-265-1020, 315-265-1021, 315-265-1022, 315-265-1023, 315-265-1024, 315-265-1025, 315-265-1026, 315-265-1027, 315-265-1028, 315-265-1029, 315-265-1030, 315-265-1031, 315-265-1032, 315-265-1033, 315-265-1034, 315-265-1035, 315-265-1036, 315-265-1037, 315-265-1038, 315-265-1039, 315-265-1040, 315-265-1041, 315-265-1042, 315-265-1043, 315-265-1044, 315-265-1045, 315-265-1046, 315-265-1047, 315-265-1048, 315-265-1049, 315-265-1050, 315-265-1051, 315-265-1052, 315-265-1053, 315-265-1054, 315-265-1055, 315-265-1056, 315-265-1057, 315-265-1058, 315-265-1059, 315-265-1060, 315-265-1061, 315-265-1062, 315-265-1063, 315-265-1064, 315-265-1065, 315-265-1066, 315-265-1067, 315-265-1068, 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PUBLICATION:	WATERTOWN DAILY TIMES - FULL RUN			
AD CLASS:	LEGALS			
02/07 20449335	NOTICE OF PUBLIC HEA	2x0L	1	120.00
02/07	RING ON PROPOSED PRO	220L		
	LORI			
	Affidavit Fee			20.00
	Ad Class Totals:	\$140.00	220.000 line	
	Publication Totals:	\$140.00		

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ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

REFERENCE: [REDACTED]
20449335 NOTICE OF PUBLIC HEA

Christa Woodward of Evans Mills NY County of
Jefferson, being duly sworn, says that she is a
Legal Representative of the Johnson Newspaper
Corp., a corporation duly organized and existing
under the laws of the State of New York, and
having its principal place of business in the City
of Watertown, New York, and that said corporation
is the publisher of the WATERTOWN DAILY TIMES,
a Newspaper published in the City of Watertown,
Jefferson County, and State of New York, and that
a Notice, of which the annexed is a printed copy,
has been published regularly in said newspaper.

[REDACTED]
Christa Woodward, Legal Representative

PUBLISHED ON: 02/07

AD SPACE: 220 LINE
FILED ON: 02/07/21

Sworn to before me this

11th day of February, 2021

[REDACTED]
Notary Public

JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. [REDACTED]
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	ST LAW CTY IDA	Phone:	
Class.:	19 COMMERCE Lane 1		CANTON, NY 13617
Ad #	20449335	Requested By:	LORI
Sales Rep.:	W312	Scott Parks	Phone:
			Fax:
Class.:	0110	Public Notices	
Start Date:	02/07/2021	End Date:	02/07/2021
		Nb. of Inserts:	1
PO #:		Entered By:	SPARKS
Publications:	Watertown Daily Times		
Paid Amount:	\$0.00	Balance:	\$140.00
Total Price:	\$140.00		Page 1 of 2

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 18th day of February, 2021 at 10:00 o'clock a.m., local time, in connection with the Madrid Solar 1, 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 Madrid Solar 1, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:
<https://us02web.zoom.us/j/82550125291?pwd=clp1clU2SVRvdFhjaUk0akU1M3M5QT09>
 Meeting ID: 825 5012 5291
 Passcode: 433666

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 30.5 acres of land located at 2 Brady Road in the Town of Madrid, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 22.4 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 obli-

gation 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, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) 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 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: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; telephone: (315) 379-9806 and electronically at rwilliams@slcida.com. Written comments must be received no later than 10:00 am, local time, on Wednesday, February 17th, 2021 to be considered part of the public hearing minutes.

Dated: February 1, 2021.
ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
BY: Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

MINUTES OF PUBLIC HEARING HELD ON February 18, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Madrid Solar 1, LLC (NexAmp Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/82550125291?pwd=cHp1clU2SVRVdFNjaUt3akU1M3M5QT09>
Meeting ID: 825 5012 5291
Passcode: 433666

Public in Attendance: Ryan McCune (Business Development Manager, Nexamp)
Greg Hargrave (landowner)

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

The Madrid Solar 1, LLC submitted an application to the Agency, a copy of which has been posted to our website and is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company.

The Project consists of the (A) (1) the acquisition of an interest in approximately 30.5 acres of land located at 2 Brady Road in the Town of Madrid, (2) the installation on approximately 22.4 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" 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 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: Ryan asks about the Consent Resolution allowing the IDA to negotiate and move forward with the PILOT.

There being no further comments, the Public Hearing was closed at 10:13 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development Agency

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.

Project: Madrid Solar 1, LLC

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

Taxable Status Date: March 1, 2022

Tax Year Beginning: District: 2022/2023
Town and County: 2023

\$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	2022/2023	2023	\$21,250.00
2	2023/2024	2024	\$21,675.00
3	2024/2025	2025	\$22,108.50
4	2025/2026	2026	\$22,550.67
5	2026/2027	2027	\$23,001.68
6	2027/2028	2028	\$23,461.71
7	2028/2029	2029	\$23,930.95
8	2029/2030	2030	\$24,409.57
9	2030/2031	2031	\$24,897.77
10	2031/2032	2032	\$25,395.72
11	2032/2033	2033	\$25,903.63
12	2033/2034	2034	\$26,421.70
13	2034/2035	2035	\$26,950.14
14	2035/2036	2036	\$27,489.14
15	2036/2037	2037	\$28,038.92
16	2037/2038	2038	\$28,559.70
17	2038/2039	2039	\$29,171.70
18	2039/2040	2040	\$29,755.13
19	2040/2041	2041	\$30,350.23
20	2041/2042	2042	\$30,957.24

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Madrid Solar 2, LLC [*Project Number 4001-20-13*]
Resolution No. IDA-21-03-xx
March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on March 30, 2021 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 _____, 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		
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. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, _____ 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 Madrid Solar 2, 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 MADRID SOLAR 2, 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 SALES TAX EXEMPTION AND 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 a portion of approximately 10.0 acre portion of an approximately 19.9 acre parcel of land located at 70 Brady Road in the Town of Madrid, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 2.0 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; 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 (the “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 Madrid (the "Town") and the Madrid-Waddington Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 17, 2020, the School District consented to the Deviation and, by resolution adopted January 21, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 18, 2021 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, notices of the Hearing were published in the North Country This Week on February 6, 2021 and in the Watertown Daily Times on February 7, 2021, respectively, and such notices (together with proofs 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, 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 project agreement (the "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) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) 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"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; 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 Full Environmental Assessment Form dated January 29, 2020 (the “EAF”) with respect to the Project; 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 Madrid 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 April 2, 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;

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 Madrid 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 Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) 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 March 30, 2021, 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 March __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Madrid Solar 2, LLC Project [#4001-20-13]	
2.	Project Description: Madrid Solar 2, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 10.0 acre portion of an approximately 19.9 acre parcel of land located at 70 Brady Road in the Town of Madrid, St. Lawrence County, New York (the “Land”); (2) the installation on the Land of a 2.0 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:	\$3,891,875
5.	Benefited Project Amount:	\$3,891,875
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$60,000
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 \$8,500 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$206,527.64.
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:	2042

EXHIBIT B

NOTICE OF PUBLIC HEARING

See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

I, Ellen Nesbitt being duly sworn and say, I am the

Advertising Consultant of North Country This Week
(Job Title) (Newspaper Name)

published at Potsdam, NY, County of St. Lawrence,
State of New York; and being the official legal organ of said county, and that the advertisement, a
printed copy of which is attached hereto, was printed and published in said newspaper on the
following date(s): Massena Ogdensburg Edition, Saturday, February 6, 2021 and
Potsdam Canton Edition Friday, February 12, 2021 (Madrid Solar 2)

X _____
(Signature)

Hereby subscribed and sworn to before me on this 2nd day of March, 2021

MY COMMISSION EXPIRES ON 4/15/2023

(SEAL) Miki L. Crary
Notary Public, State of New York
No. [REDACTED]
Qualified in St. Lawrence County
My Commission Expires June 15, 2023

LEGAL NOTICE

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NORTHERN NY NEWSPAPERS CORP.
260 WASHINGTON ST
WATERTOWN, NY 13601-3301
(315) 782-1000

02/07/21 - 02/07/21 ST LAW CTY IDA

140.00 854276 DUE WITHIN 28 DAYS

1 02/07/21 [REDACTED]

RECEIVED BY
FEB 16 2021
ST. LAWRENCE CO, IDA

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

JOHNSON NEWSPAPER CORPORATION
260 WASHINGTON ST
WATERTOWN, NY 13601

PUBLICATION:	WATERTOWN DAILY TIMES - FULL RUN			
AD CLASS:	LEGALS			
02/07 20449337	NOTICE OF PUBLIC HEA	2x0L	1	120.00
02/07	RING ON PROPOSED PRO	220L		
	LORI			
	Affidavit Fee			20.00
	Ad Class Totals:	\$140.00	220.000 line	
	Publication Totals:	\$140.00		

TO ENSURE PROPER CREDIT PLEASE INCLUDE THE PAYMENT STUB
OR CALL CHRISTA [REDACTED] TO PAY BY CREDIT CARD.

140.00

NORTHERN NY NEWSPAPERS CORP. [REDACTED]

854276 02/07/21 - 02/07/21 [REDACTED]

ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

REFERENCE: [REDACTED]
20449337 NOTICE OF PUBLIC HEA

Christa Woodward of Evans Mills NY County of
Jefferson, being duly sworn, says that she is a
Legal Representative of the Johnson Newspaper
Corp., a corporation duly organized and existing
under the laws of the State of New York, and
having its principal place of business in the City
of Watertown, New York, and that said corporation
is the publisher of the WATERTOWN DAILY TIMES,
a Newspaper published in the City of Watertown,
Jefferson County, and State of New York, and that
a Notice, of which the annexed is a printed copy,
has been published regularly in said newspaper.

[REDACTED]
Christa Woodward, Legal Representative

PUBLISHED ON: 02/07

AD SPACE: 220 LINE
FILED ON: 02/07/21

Sworn to before me this

11th day of February, 2021

[REDACTED]
Notary Public

JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. [REDACTED]
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	██████████	ST LAW CTY IDA	Phone:	██████████
Class.:	19 COMMERCE Lane	1	CANTON, NY	13617
Ad #	20449337	Requested By:	LORI	Fax:
Sales Rep.:	W312	Scott Parks	Phone:	██████████
		██████████	Fax:	██████████
Class.:	0110	Public Notices		
Start Date:	02/07/2021	End Date:	02/07/2021	Nb. of Inserts:
				1
PO #:		Entered By:	SPARKS	
Publications:	Watertown Daily Times			
Paid Amount:	\$0.00	Balance:	\$140.00	
Total Price:	\$140.00			

Page 1 of 2

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 18th day of February, 2021 at 10:30 o'clock a.m., local time, in connection with the Madrid Solar 2, 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 Madrid Solar 2, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:
<https://us02web.zoom.us/j/83142384976?pwd=aDZjL044ek9yaHEzR2NKRkFuY2Y4QT09>
 Meeting ID: 83142384976
 Passcode: 689075

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 19.8 acres of land located at 70 Brady Road in the Town of Madrid, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 10.0 acres of the Land of a 2.0 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 obli-

gation 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, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) 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 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.slciida.com). Additional information can be obtained from, and written comments may be addressed to: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at rwilliams@slciida.com. Written comments must be received no later than 10:30 am, local time, on Wednesday, February 17th, 2021 to be considered part of the public hearing minutes.

Dated: February 1, 2021
ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
BY: Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

MINUTES OF PUBLIC HEARING HELD ON February 18, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Madrid Solar 2, LLC (NexAmp Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:30 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/83142384976?pwd=aDZjL044ck9vaHEzR2NKRkFuY2Y4OT09>

Meeting ID: 83142384976

Passcode: 689075

Public in Attendance: Ryan McCune (Business Development Manager, Nexamp)

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

The Madrid Solar 2, LLC submitted an application to the Agency, a copy of which has been posted to our website and is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company.

The Project consists of the (A) (1) the acquisition of an interest in approximately 19.8 acres of land located at 70 Brady Road in the Town of Madrid, (2) the installation on approximately 10.0 acres of the Land of a 2.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" 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 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: None

There being no further comments, the Public Hearing was closed at 10:44 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development Agency

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.

Project: Madrid Solar 2, LLC

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

Taxable Status Date: March 1, 2022

Tax Year Beginning: District: 2022/2023
Town and County: 2023

\$4,250 per MW for the first year, resulting in \$8,500 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	2022/2023	2023	\$8,500.00
2	2023/2024	2024	\$8,670.00
3	2024/2025	2025	\$8,843.40
4	2025/2026	2026	\$9,020.27
5	2026/2027	2027	\$9,200.67
6	2027/2028	2028	\$9,384.69
7	2028/2029	2029	\$9,572.38
8	2029/2030	2030	\$9,763.83
9	2030/2031	2031	\$9,959.10
10	2031/2032	2032	\$10,158.29
11	2032/2033	2033	\$10,361.45
12	2033/2034	2034	\$10,568.68
13	2034/2035	2035	\$10,780.06
14	2035/2036	2036	\$10,995.66
15	2036/2037	2037	\$11,215.57
16	2037/2038	2038	\$11,439.88
17	2038/2039	2039	\$11,668.68
18	2039/2040	2040	\$11,902.05
19	2040/2041	2041	\$12,140.09
20	2041/2042	2042	\$12,382.89

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Stockholm Solar, LLC [*Project Number 4001-20-15*]
Resolution No. IDA-21-03-xx
March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on March 30, 2021 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 _____, 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		
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. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, _____ 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 Stockholm Solar, 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 STOCKHOLM SOLAR, 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 SALES TAX EXEMPTION AND 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 an approximately 17.3 acre portion of an approximately 69.5 acre parcel of land located at 52 Wells Road in the Town of Stockholm, St. Lawrence County, New York (such portion being referred to hereinafter as the "Land"); (2) the installation on the Land of a 3.35 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; 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 (the "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 Stockholm (the "Town") and the Brasher Falls Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 16, 2020, the School District consented to the Deviation and, by resolution adopted November 10, 2020, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 4, 2021, 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, notices of the Hearing were published in the North Country This Week on January 29, 2021 and in the Watertown Daily Times on January 24, 2021, respectively, and such notices (together with proofs 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, 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 project agreement (the "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) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) 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"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; 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 Full Environmental Assessment Form dated June 2, 2020 (the “EAF”) with respect to the Project; 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 Stockholm 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 October 7, 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;

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 Stockholm 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 Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) 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 March 30, 2021, 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 March __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Stockholm Solar, LLC Project [#4001-20-15]	
2.	Project Description: Stockholm Solar, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 17.3 acre portion of an approximately 69.5 acre parcel of land located at 52 Wells Road in the Town of Stockholm, St. Lawrence County, New York (the “Land”); (2) the installation on the Land of a 3.35 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:	\$4,304,530
5.	Benefited Project Amount:	\$4,304,530
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$60,000
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 \$14,237.50 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$331,121.16.
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:	2042

EXHIBIT B

NOTICE OF PUBLIC HEARING

See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

I, Ellen Nesbitt being duly sworn and say, I am the

Advertising Consultant of North Country This Week
(Job Title) (Newspaper Name)

published at Potsdam, NY, County of St. Lawrence,
State of New York; and being the official legal organ of said county, and that the advertisement, a
printed copy of which is attached hereto, was printed and published in said newspaper on the
following date(s): Potsdam Canton Edition, Friday, January 29, 2021 (Stockholm)

X

(Signature)

Hereby subscribed and sworn to before me on this 2nd day of March, 2021

MY COMMISSION EXPIRES ON 6/15/2023

(SEAL)

MIKI L. CRAHY
Notary Public, State of New York
No. [REDACTED]
Qualified in St. Lawrence County
My Commission Expires June 15, 2023

LEGAL NOTICE

Page 135

NORTHERN NY NEWSPAPERS CORP.
260 WASHINGTON ST
WATERTOWN, NY 13601-3301

01/24/21 - 01/24/21 ST LAW CTY IDA

148.00 852659 DUE WITHIN 28 DAYS

01/24/21

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

RECEIVED BY
JAN 29 2021
ST. LAWRENCE: IDA

JOHNSON NEWSPAPER CORPORATION
260 WASHINGTON ST
WATERTOWN, NY 13601

PUBLICATION:	WATERTOWN DAILY TIMES - FULL RUN		
AD CLASS:	LEGALS		
01/24 20448963	NOTICE OF PUBLIC HEA	2x0L	1 128.00
01/24	RING ON PROPOSED PRO	236L	
	LORI		
	Affidavit Fee		20.00
	Ad Class Totals:	\$148.00	236.000 line
	Publication Totals:	\$148.00	

TO ENSURE PROPER CREDIT PLEASE INCLUDE THE PAYMENT STUB
OR CALL CHRISTA [REDACTED] TO PAY BY CREDIT CARD.

148.00

NORTHERN NY NEWSPAPERS CORP. [REDACTED]

852659 01/24/21 - 01/24/21 [REDACTED]

ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

REFERENCE: [REDACTED]
20448963 NOTICE OF PUBLIC HEA

Christa Woodward of Evans Mills NY County of
Jefferson, being duly sworn, says that she is a
Legal Representative of the Johnson Newspaper
Corp., a corporation duly organized and existing
under the laws of the State of New York, and
having its principal place of business in the City
of Watertown, New York, and that said corporation
is the publisher of the WATERTOWN DAILY TIMES,
a Newspaper published in the City of Watertown,
Jefferson County, and State of New York, and that
a Notice, of which the annexed is a printed copy,
has been published regularly in said newspaper.

[REDACTED]
Christa Woodward, Legal Representative

PUBLISHED ON: 01/24

AD SPACE: 236 LINE
FILED ON: 01/24/21

Sworn to before me this

29th day of January, 2021

[REDACTED]
Notary Public

JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. [REDACTED]
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	██████████	ST LAW CTY IDA	Phone:	██████████
Class.:	19	COMMERCE Lane 1		CANTON, NY 13617
Ad #	20448963	Requested By: LORI	Fax:	
Sales Rep.:	W312	Scott Parks	Phone:	██████████
		██████████	Fax:	██████████
Class.:	0110	Public Notices		
Start Date:	01/24/2021	End Date:	01/24/2021	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Watertown Daily Times			
Paid Amount:	\$0.00	Balance:	\$148.00	
Total Price:	\$148.00		Page 1 of 2	

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 4 th day of February, 2021 at 10:30 o'clock a.m., local time, in connection with the Stockholm Solar, 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 Stockholm Solar, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/84760222898?pwd=Umoza2Q2GEwNm03bktQVnB4amM3Zz09>
Meeting ID: 84760222898
Passcode: 666814

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 69.5 acres of land located at 52 Wells Road in the Town of Stockholm, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 17.3 acres of the Land of a 3.35 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, 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, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) 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: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at: rwilliams@slcida.com. Written comments must be received no later than 10:30 am, local time, on Wednesday, February 3rd, 2021 to be considered part of the public hearing minutes.

Dated: January 19, 2021.
ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
BY: Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

MINUTES OF PUBLIC HEARING HELD ON February 4, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Stockholm Solar, LLC (NexAmp Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:30 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/84760222898?pwd=Umoza2lQZGJEWm03bkhQVnB4amM3Zz09>
Meeting ID: 84760222898
Passcode: 666814

Public in Attendance: Present for the Hearing: Ryan McCune, Genevieve Trigg, Clark Decker, Pat Lynch

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

Stockholm Solar, LLC submitted an application to the Agency, a copy of which Application is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 69.5 acres of land located at 52 Wells Road in the Town of Stockholm, (2) the installation on approximately 17.3 acres of the Land of a 3.35 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements,

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" 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 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: None

There being no further comments, the Public Hearing was closed at 10:43 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development Agency

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.

Project: Stockholm Solar, LLC

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

Taxable Status Date: March 1, 2022

Tax Year Beginning: District: 2022/2023
Town and County: 2023

\$4,250 per MW for the first year, resulting in \$14,237.50 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	2022/2023	2023	\$14,237.50
2	2023/2024	2024	\$14,522.25
3	2024/2025	2025	\$14,812.70
4	2025/2026	2026	\$15,108.95
5	2026/2027	2027	\$15,411.13
6	2027/2028	2028	\$15,719.35
7	2028/2029	2029	\$16,033.74
8	2029/2030	2030	\$16,354.41
9	2030/2031	2031	\$16,681.50
10	2031/2032	2032	\$17,015.13
11	2032/2033	2033	\$17,355.43
12	2033/2034	2034	\$17,702.54
13	2034/2035	2035	\$18,056.60
14	2035/2036	2036	\$18,417.72
15	2036/2037	2037	\$18,786.08
16	2037/2038	2038	\$19,161.80
17	2038/2039	2039	\$19,545.04
18	2039/2040	2040	\$19,935.94
19	2040/2041	2041	\$20,334.70
20	2041/2042	2042	\$20,741.35

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Waddington Solar, LLC [*Project Number 4001-20-17*]

Resolution No. IDA-21-03-xx

March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on March 30, 2021 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 _____, 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		
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. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, _____ 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 Waddington Solar, 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 WADDINGTON SOLAR, 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 SALES TAX EXEMPTION AND 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 23.0 acres of an approximately 55.8 acre parcel of land located at 1020 County Route 31 in the Town of Waddington, St. Lawrence County, New York (such portion being referred to hereinafter as the "Land"); (2) the installation on 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; 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 (the "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 Waddington (the "Town") and the Brasher Falls Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 17, 2020, the School District consented to the Deviation and, by resolution adopted November 2, 2020, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 4, 2021, 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, notices of the Hearing were published in the North Country This Week on January 29, 2021 and in the Watertown Daily Times on January 24, 2021, respectively, and such notices (together with proofs 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, 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 project agreement (the "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) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) 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"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; 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 Full Environmental Assessment Form dated February 5, 2020 (the “EAF”) with respect to the Project; 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 Waddington 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 April 14, 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;

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 Waddington 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 Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) 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 March 30, 2021, 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 March __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Waddington Solar, LLC Project [#4001-20-17]	
2.	Project Description: Waddington Solar, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 23.0 acre portion of an approximately 55.8 acre parcel of land located at 1020 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the “Land”); (2) the installation on 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:	\$7,240,308
5.	Benefited Project Amount:	\$7,240,308
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$60,000
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 an annual 2% escalator for total PILOT payments of \$492,817.39.
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:	2042

EXHIBIT B

NOTICE OF PUBLIC HEARING

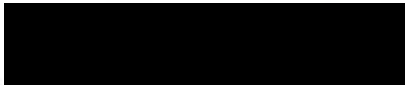
See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

I, Ellen Nesbitt being duly sworn and say, I am the

Advertising Consultant of North Country This Week
(Job Title) (Newspaper Name)


published at Potsdam, NY, County of St. Lawrence,
State of New York; and being the official legal organ of said county, and that the advertisement, a
printed copy of which is attached hereto, was printed and published in said newspaper on the
following date(s): Potsdam Canton Edition Friday, January 29, 2021 and
Massena Ogdensburg Edition Saturday, January 30, 2021 (Waddington Solar)

X 
(Signature)

Hereby subscribed and sworn to before me on this 2nd day of March, 2021

MY COMMISSION EXPIRES ON 6/15/2023

(SEAL)

MIKI L. CRAWY
Notary Public, State of New York
No. 
Qualified in St. Lawrence County
My Commission Expires June 15, 2023

NORTHERN NY NEWSPAPERS CORP.
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WATERTOWN, NY 13601-1301

01/24/21 - 01/24/21 ST LAW CTY IDA

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01/24 20448966	NOTICE OF PUBLIC HEA	2x0L	1	129.00
01/24	RING ON PROPOSED PRO	238L		
	LORI			
	Affidavit Fee			20.00
	Ad Class Totals:	\$149.00	238.000 line	
	Publication Totals:	\$149.00		

TO ENSURE PROPER CREDIT PLEASE INCLUDE THE PAYMENT STUB
OR CALL CHRISTA [REDACTED] TO PAY BY CREDIT CARD.

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852661

01/24/21 - 01/24/21

ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

REFERENCE: [REDACTED]
20448966 NOTICE OF PUBLIC HEA

Christa Woodward of Evans Mills NY County of
Jefferson, being duly sworn, says that she is a
Legal Representative of the Johnson Newspaper
Corp., a corporation duly organized and existing
under the laws of the State of New York, and
having its principal place of business in the City
of Watertown, New York, and that said corporation
is the publisher of the WATERTOWN DAILY TIMES,
a Newspaper published in the City of Watertown,
Jefferson County, and State of New York, and that
a Notice, of which the annexed is a printed copy,
has been published regularly in said newspaper.

[REDACTED]
Christa Woodward, Legal Representative

PUBLISHED ON: 01/24

AD SPACE: 238 LINE
FILED ON: 01/24/21

Sworn to before me this

29th day of January, 2021

[REDACTED]
Notary Public

JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No [REDACTED]
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	██████████	ST LAW CTY IDA	Phone:	██████████
Class.:	19	COMMERCE Lane 1	CANTON, NY 13617	
Ad #	20448966	Requested By:	LORI	Fax:
Sales Rep.:	W312	Scott Parks	Phone:	██████████
		██████████	Fax:	██████████
Class.:	0110	Public Notices		
Start Date:	01/24/2021	End Date:	01/24/2021	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Watertown Daily Times			
Paid Amount:	\$0.00	Balance:	\$149.00	
Total Price:	\$149.00		Page 1 of 2	

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 4th day of February, 2021 at 11:00 o'clock a.m., local time, in connection with the Waddington Solar, 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 Waddington Solar, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/84754944252?pwd=OVZp-QUp2Y2FobUJlUOGwVkJlL1FpZz09>
Meeting ID: 84754944252
Passcode: 275721

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 55.8 acres of land located at 1020 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 23.0 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, 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, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) 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: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 379-9606 and electronically at: rwilliams@slcida.com. Written comments must be received no later than 11:00 am, local time, on Wednesday, February 3rd, 2021 to be considered part of the public hearing minutes.

Dated: January 19, 2021.
ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
BY: Patrick Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

**MINUTES OF PUBLIC HEARING HELD ON February 4, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Waddington Solar, LLC (NexAmp Solar)**

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 11:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/84754944252?pwd=OVZpQUUp2Y2FobUluOGgwVkZlL1FpZz09>
Meeting ID: 84754944252
Passcode: 275721

Public in Attendance: Ryan McCune, Genevieve Trigg

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

The Waddington Solar, LLC submitted an application to the Agency, a copy of which Application is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 55.8 acres of land located at 1020 County Route 31 in the Town of Waddington, (2) the installation on approximately 23.0 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" 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 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: None

There being no further comments, the Public Hearing was closed at 11:13 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development Agency

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.

Project: Waddington Solar, LLC

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

Taxable Status Date: March 1, 2022

Tax Year Beginning: District: 2022/2023
Town and County: 2023

\$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	2022/2023	2023	\$21,250.00
2	2023/2024	2024	\$21,675.00
3	2024/2025	2025	\$22,108.50
4	2025/2026	2026	\$22,550.67
5	2026/2027	2027	\$23,001.68
6	2027/2028	2028	\$23,461.71
7	2028/2029	2029	\$23,930.95
8	2029/2030	2030	\$24,409.57
9	2030/2031	2031	\$24,897.77
10	2031/2032	2032	\$25,395.72
11	2032/2033	2033	\$25,903.63
12	2033/2034	2034	\$26,421.70
13	2034/2035	2035	\$26,950.14
14	2035/2036	2036	\$27,489.14
15	2036/2037	2037	\$28,038.92
16	2037/2038	2038	\$28,559.70
17	2038/2039	2039	\$29,171.70
18	2039/2040	2040	\$29,755.13
19	2040/2041	2041	\$30,350.23
20	2041/2042	2042	\$30,957.24

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Oswegatchie Solar, LLC *[Project Number 4001-20-14]*
Resolution No. IDA-21-03-xx
March 30, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on March 30, 2021 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 _____, 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		
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. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, _____ 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 Oswegatchie Solar, 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 OSWEGATCHIE SOLAR, 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 SALES TAX EXEMPTION AND 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 an approximately 33.0 acre portion of an approximately 171.5 acre parcel of land located at 56 Rufa Road in the Town of Oswegatchie, St. Lawrence County, New York (such portion being referred to hereinafter as the "Land"); (2) the installation on 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; 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 (the "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 Oswegatchie (the "Town") and the Ogdensburg City School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 16, 2020, the School District consented to the Deviation and, by resolution adopted December 21, 2020, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 4, 2021, 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, notices of the Hearing were published in the North Country This Week on January 29, 2021 and in the Watertown Daily Times on January 24, 2021, 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, 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 project agreement (the "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) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) 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"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; 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 Full Environmental Assessment Form dated July 6, 2020 (the “EAF”) with respect to the Project; 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 Oswegatchie Site Plan Review Board (the “Site Plan Review Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Site Plan Review Board issued a Determination of Non-Significance on October 5, 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;

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 Site Plan Review 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 Site Plan Review 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 Site Plan Review Board of the concurrence by the Agency that the Site Plan Review Board shall be the “lead agency” with respect to the Project, and to further indicate to the Site Plan Review Board that the Agency has no information to suggest that the Site Plan Review 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 Oswegatchie 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 Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) 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 March 30, 2021, 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 March __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Oswegatchie Solar, LLC Project [#4001-20-14]	
2.	Project Description: Oswegatchie Solar, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 33.0 acre portion of an approximately 171.5 acre parcel of land located at 56 Rufa Road in the Town of Oswegatchie, St. Lawrence County, New York (the “Land”); (2) the installation on 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:	\$6,508,335.66
5.	Benefited Project Amount:	\$6,508,335.66
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$60,000
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 an annual 2% escalator for total PILOT payments of \$492,817.39.
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:	2042

EXHIBIT B

NOTICE OF PUBLIC HEARING

See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

I, Ellen Nesbitt being duly sworn and say, I am the

Advertising Consultant of North Country This Week
(Job Title) (Newspaper Name)


published at Potsdam, NY, County of St. Lawrence,
State of New York; and being the official legal organ of said county, and that the advertisement, a
printed copy of which is attached hereto, was printed and published in said newspaper on the
following date(s): Potsdam Canton Edition Friday, January 29, 2021 and
Massena Ogdensburg Edition Saturday, January 30, 2021 (Oswegatchie)

X 

Hereby subscribed and sworn to before me on this 2nd day of March, 2021

MY COMMISSION EXPIRES ON 6/15/2023

(SEAL)

MIKI L. CRARY
Notary Public, State of New York
No. 
Qualified in St. Lawrence County
My Commission Expires June 15, 2023

NORTHERN NY NEWSPAPERS CORP.
260 WASHINGTON ST
WATERTOWN, NY 13601-3301

01/24/21 - 01/24/21 ST LAW CTY IDA

148.00 852660 DUE WITHIN 28 DAYS

01/24/21

RECEIVED BY
JAN 29 2021
ST. LAWRENCE, IDA

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

JOHNSON NEWSPAPER CORPORATION
260 WASHINGTON ST
WATERTOWN, NY 13601

PUBLICATION:	WATERTOWN DAILY TIMES - FULL RUN			
AD CLASS:	LEGALS			
01/24 20448965	NOTICE OF PUBLIC HEA	2x0L	1	128.00
01/24	RING ON PROPOSED PRO	236L		
	LORI			
	Affidavit Fee			20.00
	Ad Class Totals:	\$148.00	236.000 line	
	Publication Totals:	\$148.00		

TO ENSURE PROPER CREDIT PLEASE INCLUDE THE PAYMENT STUB
OR CALL CHRISTA @ [REDACTED] TO PAY BY CREDIT CARD.

148.00

NORTHERN NY NEWSPAPERS CORP. [REDACTED]

852660 01/24/21 - 01/24/21 [REDACTED]

ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

ACCOUNTS PAYABLE
ST LAW CTY IDA
19 COMMERCE Lane STE 1
CANTON NY 13617

REFERENCE: [REDACTED]
20448965 NOTICE OF PUBLIC HEA

Christa Woodward of Evans Mills NY County of
Jefferson, being duly sworn, says that she is a
Legal Representative of the Johnson Newspaper
Corp., a corporation duly organized and existing
under the laws of the State of New York, and
having its principal place of business in the City
of Watertown, New York, and that said corporation
is the publisher of the WATERTOWN DAILY TIMES,
a Newspaper published in the City of Watertown,
Jefferson County, and State of New York, and that
a Notice, of which the annexed is a printed copy,
has been published regularly in said newspaper.

[REDACTED]

Christa Woodward, Legal Representative

PUBLISHED ON: 01/24

AD SPACE: 236 LINE
FILED ON: 01/24/21

Sworn to before me this

29th day of January, 2021

[REDACTED]
Notary Public

JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. [REDACTED]
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	[REDACTED]	ST LAW CTY IDA	Phone:	[REDACTED]
Class.:	19	COMMERCE Lane 1	CANTON, NY 13617	
Ad #	20448965	Requested By:	LORI	Fax:
Sales Rep.:	W312	Scott Parks	Phone:	[REDACTED]
		[REDACTED]	Fax:	[REDACTED]
Class.:	0110	Public Notices		
Start Date:	01/24/2021	End Date:	01/24/2021	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Watertown Daily Times			
Paid Amount:	\$0.00	Balance:	\$148.00	
Total Price:	\$148.00		Page 1 of 2	

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 4th day of February, 2021 at 10:00 o'clock a.m., local time, in connection with the Oswegatchie Solar, 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 Oswegatchie Solar, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/86266104588?pwd=ZEHXZjg4WHF6WTFivZyZcVjNcVRlQT09>
Meeting ID: 86266104588
Passcode: 862955

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 171.5 acres of land located at 56 Rufa Road in the Town of Oswegatchie, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 33.0 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, 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, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) 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 87(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: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at: rwilliams@slcida.com. Written comments must be received no later than 10:00 am, local time, on Wednesday, February 3rd, 2021 to be considered part of the public hearing minutes.

Dated: January 19, 2021.
ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
BY: Patrick Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

MINUTES OF PUBLIC HEARING HELD ON February 4, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Oswegatchie Solar, LLC (NexAmp Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/86266104588?pwd=ZEhXZjg4WHF6WTFlVzY2cVJNcVRlOT09>
Meeting ID: 86266104588
Passcode: 852955

Public in Attendance: Ryan McCune, Genevieve Trigg, Russ Lawrence

Mr. Williams then read the following:

This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:

Oswegatchie Solar, LLC submitted an application to the Agency, a copy of which Application is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 171.5 acres of land located at 56 Rufa Road in the Town of Oswegatchie, (2) the installation on approximately 33.0 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" 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 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, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is not consistent with the Agency's uniform tax exemption policy, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

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. This will be addressed at the next Board meeting of the Agency.

Public Comments: None

There being no further comments, the Public Hearing was closed at 10:13 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development Agency

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.

Project: Oswegatchie Solar, LLC

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Oswegatchie (the “Town”) and Ogdensburg City School District (the “District”)

Taxable Status Date: March 1, 2022

Tax Year Beginning: District: 2022/2023
Town and County: 2023

\$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	2022/2023	2023	\$21,250.00
2	2023/2024	2024	\$21,675.00
3	2024/2025	2025	\$22,108.50
4	2025/2026	2026	\$22,550.67
5	2026/2027	2027	\$23,001.68
6	2027/2028	2028	\$23,461.71
7	2028/2029	2029	\$23,930.95
8	2029/2030	2030	\$24,409.57
9	2030/2031	2031	\$24,897.77
10	2031/2032	2032	\$25,395.72
11	2032/2033	2033	\$25,903.63
12	2033/2034	2034	\$26,421.70
13	2034/2035	2035	\$26,950.14
14	2035/2036	2036	\$27,489.14
15	2036/2037	2037	\$28,038.92
16	2037/2038	2038	\$28,559.70
17	2038/2039	2039	\$29,171.70
18	2039/2040	2040	\$29,755.13
19	2040/2041	2041	\$30,350.23
20	2041/2042	2042	\$30,957.24

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-21-03-xx
March 30, 2021

ACCEPTING FY2020 SLCIDA AUDIT

WHEREAS, on September 28, 2018 the St. Lawrence County Industrial Development Agency appointed Pinto, Mucenski, Hooper, VanHouse & Co. as its independent audit firm for the fiscal years 2018 through 2020, and

WHEREAS, the firm has prepared and provided the following report (attached):

St. Lawrence County Industrial Development Agency
Financial Statements and Supplementary Information
For the Years Ended December 31, 2020 and 2019

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency accepts said report and directs its staff to remit payment to Pinto, Mucenski, Hooper, VanHouse & Co. in accordance with the terms set forth in St. Lawrence County Industrial Development Agency Resolution No. 18-09-24, and

BE IT FURTHER RESOLVED that the SLCIDA shall cause this report to be forwarded to:

- St. Lawrence County Treasurer
- St. Lawrence County Legislative Chairman
- New York State Department of Economic Development
- New York State Office of the Comptroller, Bureau of Municipal Research and Statistics
- New York State Authorities Budget Office

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
March 30, 2021