## 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, 202	1
Public Comment		
Approval of Minutes	December 18,	2020
Financial Report	November and	December 2020
Reports of Committees		ommittee: Lynn Blevins (Chair) hittee: Andrew McMahon (Chair)
Staff Report	Patrick Kelly	
Old Business	None	
New Business		Annual Review of Code of Ethics.20-21Annual Review of Compensation, Reimbursement and Attendance Policy.22Annual Review of Whistleblower Policy.23-25Annual Review of Defense and Indemnification Policy.26Disposition of Real Property Policy and 2020 Review of Property.27-32Authorizing Atlantic Testing Laboratories Limited Project.33-41Authorizing Updates to the Personnel Guidelines42Authorizing Black Water Solar Partners Project57-71Authorizing Ruler Solar Partners Project72-86Authorizing Madrid Solar 1 Project105-124Authorizing Stockholm Solar Project125-142Authorizing Oswegatchie Solar Project143-160Authorizing FY2020 Audit180FY2020 Audit180FY2020 Auditseparate attachmentand Performance Reportseparate attachment

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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:

<u>St. Lawrence County Reopening Task Force</u>: 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.

<u>Empire State Mines (former St. Lawrence Zinc)</u>: 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.

<u>NextEra Solar Projects</u>: 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.

<u>Newton Falls Land Reclamation</u>: 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.

<u>Dairy Processing Industry Recruitment</u>: 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.

<u>CDL-A Training Course</u>: The next class is underway at the SUNY Canton CREST Center. This is the 3<sup>rd</sup> 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.

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

<u>Reappointment</u>: 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: <u>Annual Review of Conflicts of Interest Policy</u>: 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: <u>Annual Review of the Procurement Policy</u>: 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: <u>Annual Review of the Investment Policy and Authorization of Depositories</u>: 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: <u>Annual Review of the Sexual Harassment Policy</u>: 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: <u>Accepting Revisions to FOIL Policy</u>: 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: <u>Authorizing the Adoption of a Records Retention and Disposition Policy</u>: 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: <u>Authorizing a Lease for the Canton Mixed-Use Building with Michels</u> <u>Corporation</u>: 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: <u>Approving Resolution: Omni Navitas Renewables, LLC. GSPP County Route</u> <u>31, LLC Project</u>: 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.

<u>Assessment of the Effectiveness of Internal Controls</u>. 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: <u>Authorizing COVID-19 Disaster Emergency Grant to the Society of the United Helpers</u>: 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: <u>Authorizing Sub-Award Contract with the Lake Champlain-Lake George</u> <u>Regional Planning Board</u>: 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.

<u>EXECUTIVE SESSION</u>: 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.

<u>ADJOURNMENT</u>: 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



# St. Lawrence County Industrial Development Agency Highlights for November 2020

Revenue - Project Fees (Solar Project 1 apps) - Gain/Loss in Investment - Building Revenues (Lease Payments PCP) - Interest Income	2,000.00 11,718.34 9,054.00 (8,077.10)	\$14,695.24
Expenses		
<ul> <li>Building Expenses</li> <li>Marketing Expense</li> <li>J&amp;L Expenses</li> <li>RDBG CDL Expenses</li> <li>Rail Expenses</li> <li>Newell Bldg Expenses</li> <li>Other Operating Expenses</li> <li>Payroll Expenses</li> </ul>	$2,183.06 \\ 5,000.00 \\ 9,181.05 \\ 4,750.00 \\ 1,322.00 \\ 112,000.00 \\ 2,793.24 \\ 35,491.84$	\$172,721.19

Net Income (\$158,025.95)

#### St. Lawrence County Industrial Development Agency

# **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

#### St. Lawrence County Industrial Development Agency

# **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	507.054.00
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 - SLCIDA-LDC CIB Loan	507,235.38
Total Notes Payable (N/P)	1,077,373.86
500 · Emp Compensated Time Accruals	213,568.31
500 - Emp compensated Time Accidans	1,601,412.00
Total Long Term Liabilities	3,533,969.17
Total Liabilities	3,623,546.67
Equity	5,025,540.07
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
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	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 Pa	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 Expens	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 Expe	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

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

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

\$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	
		(\$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 rein	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	
-		<b>0047045</b>

\$347,345.86

Net Income (\$593,402.78)

#### St. Lawrence County Industrial Development Agency

# **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

#### St. Lawrence County Industrial Development Agency

# **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
	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	<b>Dec-20</b>	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 Pa	29,000.00	0.00	0.00	29,000.00
6497408 · Maintenance Expense - PCP Blds	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 Blds	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

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 Cash and In Time Report December 2020

### 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:

# **Code of Ethics**

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/

## 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/

### 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/

### 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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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/

## 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.

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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/

#### ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY

### **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. <u>Supervision and Direction</u>. 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. <u>Custody and Control</u>. 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. <u>Method of Disposition</u>. 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 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. <u>Sales by the Commissioner of General Services (the "Commissioner"</u>). 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 of 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.</u>

E. <u>Validity of Deed, Bill of Sale, Lease, or Other Instrument</u>. 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.

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

Dispositio	sposition in 2020:										
SWIS					Property ID		Lot	Building		Fair Market	Sale/Lease
	Tax Map #		Town	Property Identification	(Internal)	Occupant	Size	Size	Appraisal	Value	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 <u>Atlantic Testing Laboratories</u>, <u>Limited</u>.

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 LABORITORIES, 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, <u>Atlantic Testing Laboratories</u>, <u>Limited</u> (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 <u>Exhibit A</u>, 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 <u>Exhibit B</u>, 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:

<u>Section 1</u>. 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.

<u>Section 3.</u> 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.

<u>Section 4.</u> 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.

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

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

<u>Section 7.</u> Intentionally omitted;

<u>Section 8.</u> 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.

# [REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

1.	Applicant Name/Project Number: ATLANTIC	FESTING 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-55				
	equipment) to support the Company's expanded focu	s into environmental, geotechnical, and exploration			
	work.				
		Exemption from sales and use taxes on purchases			
3.	Type of Financial Assistance Requested:	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			
	Estimated value of NYS Sales & local sales and				
6.	use tax exemption to be provided to the Company	\$30,400			
	for this Project:				
7.	PILOT Structure	N/A			
8.	Mortgage Recording Tax Exemption	N/A			
9.	Full-time Equivalent Jobs to be Retained as a	22			
9.	Result of the Project:				
10.	Full-Time Equivalent Jobs to be Created as a	2			
10.	Result of the Project:	Δ			
11.	<b>Expiration of the Financial Assistance:</b>	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 400	1-21-07)			
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:			
ATLANTIC TESTING LABORATORIES, LIMITED	E-Mail:			
Address:				
6431 US Highway 11				
City/PO:	State:	Zip Co	ode:	
Canton	NY	13617		
1. Does the proposed action only involve the legislative adoption of a plan, loca administrative rule, or regulation?	ll law, ordinance,		NO	YES
If Yes, attach a narrative description of the intent of the proposed action and the e	nvironmental resources th	at	$\overline{\mathbf{V}}$	
may be affected in the municipality and proceed to Part 2. If no, continue to ques				
2. Does the proposed action require a permit, approval or funding from any other is the second secon	er government Agency?		NO	YES
If Yes, list agency(s) name and permit or approval:			$\checkmark$	
3. a. Total acreage of the site of the proposed action?	N/A acres			
<ul> <li>b. Total acreage to be physically disturbed?</li> <li>c. Total acreage (project site and any contiguous properties) owned</li> </ul>	N/A acres			
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. Urban 🗌 Rural (non-agriculture) 🔲 Industrial 🗌 Commercia	al 🔲 Residential (subur	rban)		
Forest Agriculture Aquatic I Other(Spec	cify): This is equipment pu	rchase		
Parkland				

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	$\checkmark$		
b. Consistent with the adopted comprehensive plan?			$\checkmark$
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?		NO	YES
o. Is the proposed action consistent with the predominant character of the existing built of natural landscape.			$\checkmark$
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:			
		NO	YES
8. a. Will the proposed action result in a substantial increase in traffic above present levels?			
b. Are public transportation services available at or near the site of the proposed action?			
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?			
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:			
		$\checkmark$	
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			
11. Will the proposed action connect to existing wastewater utilities?		NO	YES
If No, describe method for providing wastewater treatment:			
None needed		$\checkmark$	
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	:t	NO	YES
Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?	;		
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?			
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain		NO	YES
wetlands or other waterbodies regulated by a federal, state or local agency?		$\checkmark$	
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?		$\checkmark$	
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:		
Shoreline Forest Agricultural/grasslands Early mid-successional		
Wetland Urban Suburban		
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or	NO	YES
Federal government as threatened or endangered?		
16. Is the project site located in the 100-year flood plan?	NO	YES
	$\checkmark$	
17. Will the proposed action create storm water discharge, either from point or non-point sources?	NO	YES
If Yes,	$\checkmark$	
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:		
18. Does the proposed action include construction or other activities that would result in the impoundment of water	NO	YES
or other liquids (e.g., retention pond, waste lagoon, dam)?		
If Yes, explain the purpose and size of the impoundment:		
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste	NO	YES
management facility? If Yes, describe:		
	$\checkmark$	
20.Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?	NO	YES
If Yes, describe:		
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BE MY KNOWLEDGE	STOF	
Applicant/sponsor/name: Atlantic Testing Laboratories, Limited Date: February 25, 20	)21	
Signature: 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 30<sup>th</sup> 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.

Lori Sibley

/s/

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) AUTHORIZNG 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 TAX ABATEMENT STRUCTURED PROPERTY THROUGH Α **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 <u>Exhibit A</u> (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.

<u>Section 2.</u> 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.

<u>Section 4.</u> 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.

<u>Section 6.</u> 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.

<u>Section 7.</u> 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 <u>Exhibit D</u> hereof), consistent with the policies of the Agency.

Subject to the provisions of this resolution, the Company is herewith and Section 8. 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.

<u>Section 9.</u> 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.

<u>Section 10.</u> 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).

<u>Section 12.</u> 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.

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

Section 13. This Resolution shall take effect immediately.

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.	11 J	K 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 Vork 13654 (the "Land"): (B) the construction on the L and of an approximately 16.9 acre			
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=eEd6cDhvNEh2bXBUeWtPWXBDVmR OUT09

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 <u>lsibley@slcida.com</u> 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=eEd6cDhvNEh2bXBUeWtPWXBDVmR OUT09

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) AUTHORIZNG 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 TAX ABATEMENT STRUCTURED PROPERTY THROUGH Α **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.

<u>Section 2.</u> 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;

<u>Section 3.</u> 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.

<u>Section 4.</u> 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. <u>Section 5.</u> The Agency is hereby authorized to acquire the real property and personal property described in <u>Exhibit A</u> and <u>Exhibit B</u>, 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.

<u>Section 6.</u> 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.

<u>Section 7.</u> 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 <u>Exhibit D</u> hereof), consistent with the policies of the Agency.

Subject to the provisions of this resolution, the Company is herewith and Section 8. 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 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).

<u>Section 12.</u> 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.

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

<u>Section 13.</u> This Resolution shall take effect immediately.

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.	11	L SOLAR PARTNERS LLC t #4001-21-05	
2.	<b>Project Description:</b> ROYAL SOLAR PARTNERS LLC plans to undertake a project (the " <b>Project</b> ") 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 " <b>Land</b> "); (B) the construction on the Land of an approximately 34.7 acre solar electric generating photovoltaic facility (the " <b>Improvements</b> "); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the " <b>Equipment</b> " and, together with the Land and the Improvements, the " <b>Facility</b> "); 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	
<del>5</del> .	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=bnRONGRVQXEyd1Jua21OM0tLWEFX

QT09

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 <u>lsibley@slcida.com</u> 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=bnRONGRVQXEyd1Jua21OM0tLWEFX

<u>QT09</u>

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:

YEAR	SCHOOL	TOWN/COUNTY	PAYMENT
1	2022/2023	2023	\$21,250.00
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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
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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) AUTHORIZNG 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 TAX ABATEMENT STRUCTURED PROPERTY THROUGH Α **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.

<u>Section 2.</u> 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;

<u>Section 3.</u> 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.

<u>Section 4.</u> 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. <u>Section 5.</u> The Agency is hereby authorized to acquire the real property and personal property described in <u>Exhibit A</u> and <u>Exhibit B</u>, 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.

<u>Section 6.</u> 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.

<u>Section 7.</u> 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 <u>Exhibit D</u> hereof), consistent with the policies of the Agency.

Subject to the provisions of this resolution, the Company is herewith and Section 8. 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 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).

<u>Section 12.</u> 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.

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

<u>Section 13.</u> This Resolution shall take effect immediately.

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.	11 3	R SOLAR PARTNERS LLC – t #4001-21-06
2.	of (A) the acquisition of a sub-leasehold int land, being a portion of a 207.3 acre parcel o of Oswegatchie, New York 13670 (the "La approximately 38.5 acre solar electri "Improvements"); (C) the acquisition and fixtures, machinery, equipment and other "Equipment" and, together with the Land an	undertake a project (the " <b>Project</b> ") consisting gerest in an approximately 38.5 acre parcel of f land, located at 5704 County Route 6, Town <b>nd</b> "); (B) the construction on the Land of an c generating photovoltaic facility (the l installation therein and thereon of related tangible personal property (collectively, the nd the Improvements, the " <b>Facility</b> "); and (D) ne Facility back to the Company pursuant to a
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=RkM0YUFJc0N5d3RIUHM2YXZTZjFL

dz09

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 <u>lsibley@slcida.com</u> 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.

<u>https://us02web.zoom.us/j/82795899879?pwd=RkM0YUFJc0N5d3RIUHM2YXZTZjFL</u> <u>dz09</u> 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 WilliamsFor:St. Lawrence County Industrial DevelopmentAgency

## 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 groundmounted 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 <u>North Country This Week</u> on February 6, 2021 and in the <u>Watertown Daily Times</u> on February 7, 2021, respectively, and such notices (together with proofs of publication) were substantially in the forms annexed hereto as <u>Exhibit B</u>; 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:

<u>Section 1.</u> 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.

<u>Section 2.</u> 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 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.

<u>Section 3.</u> 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.

<u>Section 3.</u> 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.

<u>Section 4</u>. 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.

<u>Section 5.</u> 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.

<u>Section 7.</u> (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).

<u>Section 8.</u> 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 <u>Exhibit D</u> hereof.

<u>Section 9.</u> 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.

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

<u>Section 11.</u> This resolution shall take effect immediately.

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.		1 Solar 1, LLC Project -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.	<b>Benefited Project Amount:</b>	\$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 <u>North Country This Week</u> (Job Title) (Newspaper Name)

published at <u>Potsdam, NY</u>, County of <u>St. Lawrence</u>, 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): <u>Massena Ogdensburg Edition</u>, <u>Saturday</u>, February 6, 2021 and <u>Potsdam Canton Edition Friday</u>, February 12, 2021 (Madrid Solar 1)

X	
Hereby subscribed and sworn to befor	re me on this 2nd day of March, 202
,,	
MY COMMISSION EXPIRES ON _	6/15/2023
(SEAL) MIKI L. CRARY Notary Public State of New No.	
Qualified in St. Lawrence C My Commission Expires June	County 15, 2023



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STATE OF NEW YORK COUNTY OF JEFFERSON

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WATERTOWN DAILY TIMES

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REFERENCE: 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.

Christa Woodward, Legal Representative

PUBLISHED ON: 02/07

220 LINE AD SPACE: FILED ON: 02/07/21 Sworn to before me this felon JAMI L EDWARDS 1144 day of , 2021 read NOTARY PUBLIC-STATE OF NEW YORK No. Qualified in Jefferson County U Notary Public My Commission Expires 06-17-2021

## **Johnson Newspaper Corporation**

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		And And Notice is hereby . Hearing?) pursuant ricipal Law of the by the St. Lawren the "Agency') on or'clock a.m., local 1, LLC Project as c on large meeting Order 202.1 issues (2) ban on non-ess (2) ban	TICE OF PUBLIC HEARI N PROPOSED PROJEC D FINANCIAL ASSISTAN RELATING THERETO given that a public he to Section 859-a(2) of State of New York (the se County Industrial De the 18th day of Februs time, in connection will secred below. As a re so regatherings pursus 1 on March 12, 2020, ential gatherings of noi rsuant to Executive Oro, as supplemented and 1 aw relating to public 202.15 issued on April s issued by Governor C navirus (COVID-19) part of the public may attern d electronically via web of the public may attern averus (COVID-19) part of the public may attern d commenting on the ranted to Madrid Sis e Agency during the 1 deeting: aomans//82550125291 d3/M50709. I south Application opy of which Application opy of which Application opy of which Application or approximal mW-AC ground-mounte including parely, rakit interconnection, site p her required improven (3) the acquisition and y of certain items of e "Equipment", all of energy generating fac the Company (the Lam mickel an application of and located at 2 E St. Lawrence County stallation on approxima mW-AC ground-mounte including potentia sea taxes, real property I mortigage recording Iance?; and (C) the lease tance?; and (C) the lease the Company (the Lam of and located at 2 E	TCCE aring (the "Public The General Mu- "Act") will be had velopment Agency wr, 2021 at 10:00 in the Madrid Solar south of the (1) ban and to Executive as supplemented (3) suspension of hearings pursuant (3) suspension of hearings pursuant (4) Population (4) the Public Hearing by "pwd=dtiptclU2S (the "Application") instanting of the ersts (callectively installation in ano of photovoltaic so of photovol			

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 record-ing taxes with respect to any documents, if any recorded by the Agency with respect to the Project, and (B) County Clerk of SL Lawrence County, New York or elsa-where, (2) exemption from despit taxas or any real estate transfers, if any, with respect to the Project Facility, and (4) in the event that the Project Facility. And (4) in the event that the Project Facility, and (4) in the event that the Project Facility would be sub-ject to real property taxation if owned by the Company but that 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 cliquidit of the Company to make payments in lieu of taxes with respect to the Project consistent with the Agency with respect to the Project is not consistent with the Agency with respect to the Project is not consistent with the Agency with respect to the Project is not project Facility will be acquired, constructed, neconstructed and installed by the Agency and will be leased (with an obli-gation to purchase) or sold by the Agency the Company to granting such portion of the Financial Assistance. If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed and observed by the Agency and will be leased (with an obli-gation 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 fo 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 "SEOR Act") regarding the potential environmental impact of the Project.

Act ) regarding the potential environmental impact of the Project. Minutes of the Public Hearing will be transcribed and post-ed on the Agency's website (www.sbicdia.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; Tele-phone; (315) 379-9806 and electronically at rwilliams@alci-da.com. Written comments must be received no later than 10:00 an, local time, on Wednesday, February 171h, 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.

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	\$23,461,71
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 <u>North Country This Week</u> on February 6, 2021 and in the <u>Watertown Daily Times</u> on February 7, 2021, respectively, and such notices (together with proofs of publication), were substantially in the forms annexed hereto as <u>Exhibit B</u>; 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:

<u>Section 1.</u> 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.

<u>Section 2.</u> 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 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.

<u>Section 3.</u> 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.

<u>Section 3.</u> 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.

<u>Section 4</u>. 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.

<u>Section 6.</u> 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.

<u>Section 7.</u> (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).

<u>Section 8.</u> 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 <u>Exhibit D</u> hereof.

<u>Section 9.</u> 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.

<u>Section 11.</u> 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.	** *	1 Solar 2, LLC Project -20-13]	
2.	<b>Project Description:</b> 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.	<b>Benefited Project Amount:</b>	\$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.	<b>Expiration of the Financial Assistance:</b>	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 (Job Title)

North Country This Week (Newspaper Name)

published at <u>Potsdam, NY</u>, County of <u>St. Lawrence</u>, 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): <u>Massena Ogdensburg Edition</u>, <u>Saturday</u>, February 6, 2021 and <u>Potsdam Canton Edition Friday</u>, February 12, 2021 (Madrid Solar<sup>2</sup>)

X

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

MY COMMISSION EXPIRES ON

15 2023

(SEAL) Notery Public, State of New York Notery Public, State of New York Qualified in St. Lawrence County My Commission Expires June 15, 2023

## Nursing scholarship established

CANTON — A graduate of the inaugural class of SUNY Canton nurses has created a scholarship to less-en the financial burdens of north country students who follow in her career field.

Marvalice Grotkowski Blake, a 1968 alumna, donat Maryahee Grotkowski Biake, a 1968 alumna, donat-ed \$25,000 to the SUNY Canton College Foundation, Inc., to establish an endowment. Beginning next year, it will provide \$1,000 annually to a student enrolled in the Associate of Applied Science in Nursing program, with preference given to graduates of Ogdensburg Free Academy (OR) Academy (OFA).

"I wanted to do something to support the young 'I wanted to do something to support the young women and men aspiring to join the ranks of today's registered nurses," abse said. 'It recognizes the exper-tise, courage and compassion that registered nurses have been displaying during the COV ID -19 pandemic." Both her and her husband, T. James Blake, are OFA Maryalice wanted to highlight their connection to the area threavel the schol axelia and heaf of threa easer.

area through the scholarship and help future gener-ations avoid the struggles she faced when paying for education

education. "I clearly recall my mother and I both working hard gathering sufficient funds and applying for loans to pay the costs for my tuition, books, housing, and living expenses," she said. "Then, post-graduation, I remem-ber it took several years for me to pay off my nursing

program loans After graduating, Maryalice worked at several hospitals, including Albany Medical Center, St. Luke's Cornwall Hospital, and Hancock Memorial Hospital

Cornwall Hospital, and Hancock Memorial Hospital in Greenfield, Ind. She also traveled extensively with her husband who was a lieutenant colonel in the Army. James was stationed in West Germany, Korea and Vari-ous U.S. military installations. He was also an associate dean at the U.S. Military Academy at West Point. "Maryalice and Jim's generosity demonstrates the success of the Nursing program," said SUAY Canton Vice President for Advancement Tracey L. Thompson. "They've begun a perpetual legacy that will help gener-ations of future students. We are deeply grateful to the Blakes for their contribution to SUAY Canton's mission and for supporting the success of our north country community."

community." The Blake's donation is the latest in a string of dona-tions bolstering the college's two- and four-year Nurs-ing programs. Previously, the family of a late SUNY Canton Nursing Professor contributed the funds neces sary to name the Dr. Mary Ann Caswell Nursing Simu sary to name the Dr. Mary Ann Caswell Nursing Simu-lation-Hospital in Wicks Hall. The high-tech immessive space is modeled after a working emergency room. Maryalice and Jim were able to four the classrooms last summer during their first visit to SUNY Canton in more than 50 years.

## Making the dean's list at SUNY Canton

CANTON – More than 500 students earned Dean's List honors during the fall 2020 semester at SUNY Canton, Dean's List recognizes full-time students for earning a grade point average between 3.25 and 3.74 on a 4.0 scale

Students include: from Brasher Falls: Cora Burnett. Students include: from Brasher Falls: Cora Burnett, Jordan Cartier, Parker Hornung, Dillon McCarthy, Madysen Michand, Paige Monacelli, Alexis Ramsdell, Makenzie Taylor, Hailey Collins, Logan Read, Calli Thomas, and Lindsey Toms all from Colton; Carnyra Bullock and Joshua Lashua both of Edwards; Eric Thivierge, Fine; Jacob Porsythe, Jordyn Buller, John Hell, Anw Kortan Cheriston; Kineshwar.

Fuller, John Holt, Amy Horton, Christian Kingsbury, Joseph McIntosh, Michaela O'Riley, Michael Sears, a Shippee, Nathaniel Tomford, and Johnathan Vanderbogart all from Gouverneur

Jacob Mayette and Evan Ruddy both of Madrid; Austin Cadrette, Nathan Cota, and Cheali Kench all of Lisbon; Dylan Aumell, Hannah Brady, Jillian Breitbeck, Cabrielle Torres all of National Statements of National Statements Gabrielle Torres all of Norfolk;

Elizabeth Arquette, Laura Jones, and Stephani Sherwood all of North Lawrence; Elizabeth Azar, Nichalos Burke, Alexis Jackson, Emily Kolanko, Hailey Lepage, Hailey Scovil, and Damion Taylor all of Norwood; Alec Knowles, and Eric Leroux, both of Parishville; Curtis Hitchman, Pyrites; Krystal Arceneaux and David Hartman, both of Rensselaer Falls; Nicholas Jenkíns, Richville; Valaree Hale and Virgin-ia Surdez both of Russel]; Brandi Boyce, South Colton; Michaelyn Hunter, Chase Sweeney, and Cole Sweeney both of Wirthron wood all of North Lawrence; Elizabeth Azar, Nichalos

both of Winthrop

Gaynelle M. Gilbride, Kristine A. Hooper, Anthony A. Pelusi, Jan Sharpe, Grace Testani, and Marcie E. Turn-

Other area students include from Lisbon includes

## Part-time students recognized for honors

Mason Knauf, Heuvelton; Abigail

Honors at Hofstra

Holistra University announces that Kyran Sunday, Hogansburg, was recently made to theDean's List fall 2020 semester, achieving a GPA

Potsdam president's list

Marshall, Ogdensburg.

of at least 3.5.

bull.

CANTON - Part-time students are being recognized CANTON – Part-time students are being recognized for earning bonors during the fall 2020 semester at SUNY Canton. The college created this award to rec-ognize students who earned at least a 3.25 GPA in 6-11 credits of course work. It stands along with the college's Dean's List and President's List as one of the top awards given for academic success at the college. Area students include: from Massena: Austyn C. Allen, Marilyn Fernandes, Chelsea E. Pierce, and Colin Seidl Students from Carlenburg: Than 8. Romesel

Seidl. Students from Ogdensburg: Ethan S. Bonewell,

#### KUDOS

Massena women on dean's list SUNY Albany has named its Dean's List of Distinguished Stu dents for the fall of 2020, including Bridgette Flannery and Arieana Kirkey both of Massena

### Trivia Test

. GEOGRAPHY: The United states shares a land border with Potsdam president's list SUNY Potsdam recently named students to its Presidential Scholars Program, which provides funding and recognition for studentt, while working with faculty mentors. One Massena student includes: Dani Froerge who is majoring in Anthrohow many countries? 2. HISTORY: When did the Great Fire of London take place? 3. MEASUREMENTS: What does a sphygmomanometer measure? 4. FOOD & DRINK: What kind of 4. FOGD & DRINK: What kind of food has varieties called castelve-trano, marzanilla and nyon?
5. TELEVISION: What was the name of the Concheads' howen plan-et ("Saturday Night Live")?
6. MOVIES: How many versions of "A Star 1s Born" have been made?
7. LITERATURE: The title of Wil-tern Evolution Start Start Fregoe, who is majoring in Anthropology/Archaeology and will work with faculty mentor Farish Khan on liam Faulkner's novel "The Sound and the Fury" is taken from which

of Shakespeare's plays? 8. SCIENCE: What does the acronym DNA stand for? MUSIC: What is a diggeridoo? 10. CURRENCY: Whose likeness is depicted on the U.S. \$50 bill?

Answers found elsewhere in this paper.

Other area students include from Lisbon include: Melisas & Firsching, Carson Smith, Gabrielle E. Walk, er, and Carol A. Wheeler; Merry Fitchette, Melissa A. Mussen, Kayleigh Schofell, and Martha J. Stiles, all from Rensselaer Falls; Jackie N. Butterfield, Norfolk; Tracy A. Hefferon, Hammond; and Michael Smithers, Heuvelton Academic honors Utica College announced their academic honors for the fall 2020 semester including local students:

their project, titled "Autism, Cultural Perception and Barriers to Diag-nosis in Northern New York."

#### Hammond resident honored The College of Saint Rose

announces it's fall 2020 dean's list to include Courtney Cazziol of Hammond.The Dean's List rec-ognizes full-time undergraduate students who complete a minimum of 12 graded credit hours and who achieve a semester average of 3.5 without a D, F, or incomplete grade.

#### Cazenovia dean's list

Cazenovia College recognizes students for their academic achieve ment during the Fall 2020 semes-ter. Those named to the Dean's List have achieved a 3.5 or better GPA including: Trisha Martin and Abiincluding: Trisha Martin and Abi gail Wilhelm both of Lisbon, and Janelle Brothers of Brasher Falls.



## Catlin finishes training

NORTH COUNTRY THIS WEEK | MASSENA-OGDENSBURG, NY | FEBRUARY 6 - 12, 2021

OGDENSBURG -- Claxton-Hep-OGDENSBURG -- Claston-Hep-burn Medical Center (CHMC) announces that Michele Catlin, community outreach coordinator at the Medical Center, has recently completed training for Diabetes Dummerferience Lance to both Paraprofessional Level 1 by the American Association of Diabetes Educators (AADE).

Educators (AADE). Catlin joins Certified Diabetes Educator Shannon Van House, RN, in educating persons with pre-di-abetes and diabetes utilizing the AADE7 teaching framework. Catlin and Van House are also fifetube occose and precisio

lifestyle coaches and provide the CDC's Diabetes Prevention the CDC's Diabetes Prevention Program, Stanford's Diabetes Self-Management Education Program, and Chronic Disease Management Program, "We are so pleased to see Michele build on her education and help us offer more to our community" says VanHorase

education and help us offer more to our community", says VanHouse, "With more support, we can do more for those we serve." Cathin learned the core compe-tencies of the AADE/'s framework, that encompasses healthy coping, healthy acting, being active, taking medications, monitoring, reducing combined to and problem-solvcomplications, and problem-solv-ing. Catlin's additional course work included the basics of diabetes, the Included the basics of diabetes, the National Standards for Diabetes Education and Support, literacy, cultural considerations, and behav-ioral changes. Diabetes self-management edu-cation isn't only helpful right after discussion Many morehol find it hom.

diagnosis. Many people find it ben-eficial throughout their lives —when treatment changes, for example, or when concerns arise about glucose when concerns arise about glucose control. The CHMC program can help with type 1 diabetes, type 2 diabetes, or gestational diabetes. Patients need a physician's referral to enroll. Call CHMC at 315-713-5116 to learn more. The dia program is one more way CHMC orks to keep patients North Country strong

## Making the president's list North Country Community Col-

lege has named its President's List and Vice President's List honors students for the Fall 2020 semester.

The President's List recognizes those students who have a semester grade point average of 3.50 or bet-ter. Students whose GPA between

ter: Students whose GPA between 3.25 and 3.49 are included on the Vice President for Academic Affairs Honors List. President's List students include: Rosalie Morris, Akwesane; Raven Oakes, Wraven M. Sunday, and Patricia L. Thomas, all of Hogansburg; Gabrielle A. Banks and Justin M. Champion, Massena; Carly-Mae L. Fiaeco, and Abiy E. Refici, hoth of Ogdensburg. Students on the Vice President's List include: Adrianna M. Creaz-zo, Massena; Crystal B. King, zo, Massena; Crystal B. King, Rooseveltown; Carly M. Lafrance, Hogansburg; and Taylor L. TeRiele, Ogdensburg

SURMITTING MILESTONES: To obtain a form to submit an engagement, wedding or anniversary announcement, visit NorthCoun-tryNow.com/submit-milestone, call 315-265-1000, or email ThisWeek@NorthCountryNow

#### CLASSIFIEDS

# LEGAL NOTICE



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PETS & PET PRODUCTS

Springerdoodle Puppies! Chocolate w/ Whitemarkings or Black w/White Markings.

611 WELDING & SANDBLASTING for cars, trucks, lawn mower decks, heavy equip-ment, hard facing. NYS DDT Certilied. 315-714-3258; 315-262-4769.

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		Notice is hereby of AND Notice is hereby of Hearing") pursuant nicipal Law of the J by the St. Lawrenc (the "Agency") on o'clock arm. local 2. LLC Project as 0 on large meetings der 202.1 issued o ban on hon-essent for any reason pur on March. 23, 2020 the Open Meetings to Executive Order plemented, each as to the novel Coror Hearing will be helt person, Members: o ing, by viewing an benefits: to be g "Company") by the logging into Zoom N https://us02web.ac 9yaHEzrR2NKI8Fe/Y Meeting ID: 8314238 Passcode: 689075 The Company sub to the Agency, a cu office of the Agen Agency consider 0 the benefit of the fallowing: (A) (1) th mately 19.8 acres to Law of Madrid, "Land"): (2) the ins the Land of a 2.0 f ar energy system i froad: cables, grid roads and any ot the Equipment bein facility"; (8) the c Guiltio the meaning	om.us/j/831423849767 2Y40T09	T CE aring (the "Public the General Mu- "Act") will be held delopment Agency ry, 2021 at 10:03 the Madrid Solar sult of the (1) ban to Executive Or- ter 202:10 issued (3) supplemented, (2) funds of any size supplemented, (2) funds any supplemented, (2) funds funds, (2) funds funds, (2) funds fund			

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 mertgage recording taxes with respect to any documents, if any recorded by the Agency with respect to the Project and the office of the County Orker of St. Lawrence County, New York or elsewhere, (2) exemption from dead transfer taxes on any real estate transfers, if any, with respect to the Project facility and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Compa-tion, construction, renovation and installation of the Project Facility and (4) in the event that the Project Facility would be subject to real property taxates full not interpret to the the involvement of the Agency therein the Agency there have the agency interpret to the Compa-pany to trade payments in fieu of taxes with respect. Inthe Project Facility, subject to the obligation of the Com-pany to trade payments in fieu of taxes with respect. Inthe Agency will respect to the Project facility, uside the Project Facility will be accurated to be granted by the Agency will not accurate to response to the the Agency is not max exemption policy, the Agency will follow the procectures for deviation from such policy sait forth in Section B74(4) of the Act prior to granting such portion of the Financial Assistance be granted by the Agency and will be lased (with an obli-gation to purchase) or sold by the Agency to the Company or is 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 Avide B at the Environmental Conservation Law (the "SEOB

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 "SEOR Act) regarding the potential environmental impact of the Project. Minutes of the Public Hearing will be transcribed and post-ed on the Agency's website (www.stcida.com). Additional information can be obtained from, and written comments may be addressed to: Richard Williams, Facilities Managers, St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Tel-phone: (315) 379-8806 and electronically at invitiams@stci-da.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 Child Executive Officer

Page 121

# 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=aDZjL044ck9vaHEzR2NKRkFuY2Y4QT09 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 Fork 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.

YEAR	<b>SCHOOL</b>	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

## 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 <u>North Country This Week</u> on January 29, 2021 and in the <u>Watertown Daily Times</u> on January 24, 2021, respectively, and such notices (together with proofs of publication) were substantially in the forms annexed hereto as <u>Exhibit B</u>; 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:

<u>Section 1.</u> 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.

<u>Section 2.</u> 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.

<u>Section 3.</u> 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.

<u>Section 3.</u> 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.

<u>Section 4</u>. 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.

<u>Section 5.</u> 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.

<u>Section 7.</u> (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).

<u>Section 8.</u> 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 <u>Exhibit D</u> hereof.

<u>Section 9.</u> 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.

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

Section 11. This resolution shall take effect immediately.

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.	** *	olm Solar, LLC Project -20-15]	
2.	<b>Project Description:</b> 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 (Job Title)

North Country This Week (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)

6 15 2023

Х (Signature)

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

MY COMMISSION EXPIRES ON

(SEAL)

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

#### 22 | CLASSIFIEDS

#### LEGAL NOTICE

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#### **LEGAL NOTICE**

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# PUBLIC NOTICE

PUBLIC NOTICE NOTICE OF UPUIC FEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THRANCIAL ASSISTANCE RELATING THREATO Notice is hereby given that a public hearing the "Public Hearing" jursustant to Section 889 4(2) of the General Municipal Law of the State of New York (the "Act" (will be held by the St. Lawrence County Industrial Devi-oused Federatory 2014 ft 100 octors a.m. local time, in connection with the Wild offigting Noise, LD Project as described below, As a result of the (1) ban on large meetings or gathering pursuant to Execu-Additiona and writh to: Richar Lawrence Agency, I ton, New 9806 and com Dat below, kas a result of the (1) belo of harge meetings or gatherings pursuant to Execu-tive Grear 202.1 issued on March 12, 2020, es 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

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lic Hearing") pursuant to Section 859-a(2) of the General Municipal Law of the State of 10:00 am, local time, on Wednasday, Febru-	hereby given that a public hearing (the "Pub-	13617; Telephone: (315) 379-9806 and elec- tronically at rwilliams@sloida.com. Wotten
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y industrial Development ency") on the 4th day of 18:00 o'clock arm, local on with the Osvegatchie tas described below. As a ban on large meetings or uant to Executive Order farch 12, 2020, as supple-non-essential gatherings ny size for any reason pur-e Order 202.10 issued on as supolemented and (3) public hearing minutes. Dated: January 19, 2021. ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY BY: Patrick Kelly, Chief Exacutive Officer NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING TUPETCT MARKED FROM THE AUTOM IEER/INS: ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE FRELATING FINANCIAL ASSISTANCE FRELATING FINANCIAL ASSISTANCE FRELATING EL noaring the Paulic Meaning' Jurraumt to Section 853-4(2) of the General Municipal Law of the State of Neulic Meaning' Jurraumt Law of the State of Neulic Meaning' Area Find Development Agency/Mean Agency' Jone that the opt Fahrmany, 2024 at 1020 of clock arm. Local Kinne, in connection with the state of the State of Neulic Meaning and medicing or graduated (2) and no in large medicings or graduated (2) and no in large medicings or graduated (2) and no in large medicings or graduated (2) and no in-essential graduat 0 issued on ted and (3)

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947602228397pwd=Umoczd/UZCEvv/IM03bk hQVnB4amM32209 Meeting ID: 84760222989 Passode: 666914 The Company submitted an application (the "Application") to the Agency, a copy of which Agplication is on file atthe office of the Agency, which Appli-cation requested that the Agency consider undertaking a project the "Project" if or the

undertaking a project (the "Project") for the benefit of the Company, said Project consist-ing of the following: (A) (1) the acquisition of an interest in approximately 59,5 acres of land located at 52 Wells Road in the Town of

Initial of the following: (AVIII) the decausation an interest in approximately 685 arers of the and inclusted at 52, Weble Road in the Town of both and to eat 52. Weble Road in the Town of the the second secon

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proceedings as a second 574(4) of the Are per-sent fort in Second 574(4) of the Are per-tance. If the Agency date minors is proceed with the Project, the Project Facility will be arguined, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchased) or sold by the Agency to the Company or the designed that an obligation to purchased (the Company of the Agency to the Company or the designed that an obligation to purchased (the Company of the Agency to the Company of the designed make as the Agency and will be leased the the Agency that and the Agency as the Agency determination pursuent to Article 8 of the Environmental Conservation Law (the "SEER Act") regarding the potantial em-ter building the agency that and the Agency that the Environment of the Agency that and the the Public Hearing will be transcribed of the Environment of the Agency the Agency that and the Environment of the Agency that and the Agency that and the Environment of the Agency t ronmental impact of the Project the Public Hearing will be trans posted on the Agency's webs storid.com. Additional informat obtained from, and written com obtained from, and written to be addressed to: Richerd Willin Menager, St. Lewrence Cour Development Agency, 18 Cor – Suite 1, Canton, New York phone: (315) 379-9806 and ele rwilliams@Stcida.com. Writt must be received no later th local time, on Wednesday, 1 2021 to be considered near dth 2021 to be considered part of the public hea ing minutes. Dated: January 19, 2021. S LAWRENCE COUNTY INDUSTRIAL DEVE OPMENT AGENCY BY, Patrick J. Kelly, Chi Eventified Different Executive Officer **CABLE & SATELLITE TV** DIRECTV - Every live football game, every Sunday - anywhere - on your favorite device. Restrictions apply. Call IVS - 1-866-731-3285

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LEGAL NOTICE

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STATE OF NEW YORK COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

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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.

quirista woodward, Deyar representative

PUBLISHED ON: 01/24

AD SPACE: 236 LINE FILED ON: 01/24/21 Sworn to before me this

Notary Public Notary Public Stars Of New YORK

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		NO	TICE OF PUBLIC HEAR	ING			
		AN	D FINANCIAL ASSISTAN RELATING THERETO	NCE			
		MONTOCTING REPORTED		aving (the "Public			
		Hearing") pursuan	given that a public hi t to Section 859-a(2) o State of New York (the	f the General Mu			
		nicipal Law of the by the St. Lawren	State of New York (the ice County Industrial De the 4 th day of Febru as described below. As a times, or gatherings put times or gatherings p	"Act") will be held evelopment Agence	a y		
		(the "Agency") on	the 4 th day of Febru	ary, 2021 at 10:31	D		
		Solar, LLC Project	as described below. As a	result of the (1)			
		ban on large mee Order 202.1 issue	tings or gatherings put d on March 12, 2020,	as supplemented	e i,		
		(2) ban on non-es	as described below. As a stings or gatherings pur ed on March 12, 2020, sential gatherings of Ind ursuant to Executive O	ividuals of any size	d		
		to Executive Orde	s Law relating to public r 202.15 issued on Apr	il 9, 2020, as sup	-		
		to the novel Con	as issued by Governor onavirus (COVID-19) pa	ndemic, the Publi	c		
		Hearing will be he person, Members	Id electronically via we of the public may atter	binar rather than i nd the Public Hear	n r-		
		ing by viewing a benefits to be	and commenting on the	e Project and th Solar, LLC (th	e e		
		"Company") by t logging into Zoom	onavirus (COVID-19) pa sld electronically via we of the public may atter and commenting on th granted to Stockholm he Agency during the Meeting:	Public Hearing b	'Y		
		https://us02wel za2lQZGEwNm03l Meeting ID: 84760 Passcode: 666814	b.zoom.us/j/8476022 okhQVnB4amM3Zz09 222898	2898?pwd=Umo	₽- 		
		The Company su	ibmitted an application copy of which Application undertaking a project a Company, said Project the acquisition of an s of land located at 52 Jinn, St. Lawrence Cou nstallation on approxim .35 mW-AC ground-m tem including panels.	(the "Application	7)		
		office of the Age	ncy, which Application	requested that th	10		
		the benefit of the	Company, said Project	t consisting of th	10		
		following: (A) (1) mately 69.5 acres	the acquisition of an s of land located at 52	Wells Road in th	11-1 118		
		Town of Stockho	olm, St. Lawrence Cou	nty, New York (th	ne		
		the Land of a S	3.35 mW-AC ground-m	ounted photovolta	ic		
		solar energy sys electrical cables,	stem including panels, grid interconnection, s any other required im	ite preparation, a	S.		
		cess roads and tively the "Facilit	any other required im	provements (collection and installation	c- on		
		in and around t	y") and (3) the acquisi he Facility of certain i	tems of machiner	y, le		
		personal property	(the "Equipment"), all	of the foregoing	to		
		and operated by	he Facility of certain i es, furniture and other (the "Equipment"), all ar energy generating fa the Company (the La eing collectively referrec granting of certain " ing of Section 654(14) going, including potent use taxes, real property to	nd, the Facility ar	nd		
		the Equipment b Facility"); (B) the	eing collectively referred granting of certain "I	inancial assistance	e"		
		(within the mean	ing of Section 854(14)	of the Act) with r	e-		
		spect to the fore	going, including potent	ial exemptions tro	m		

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.

Company of 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 cartain 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 facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Compa-ny but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxation the Project Facility would be subject to real property taxation due to the involvement of the Agency therewith, exemption from real property taxation the Project Facility, subject to the Droject facility would be granted by the Agency with respect to the Project assistant with the Agency with respect to the Project Facility, and any portion of the Financial Assistance to be granted by the Agency with respect to the Aroject is not consistent with the Agency's uniform tax exemption from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Sastance.

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 obli-gation 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 "SEOR Acl") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and post-ed on the Agency's website (www.skida.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 I, Canton, New York 13617; Tele-phone: (315) 379-3806 and electronically at: wrilliams@slcia.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 min-utes.

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=Umoza2JQZGEwNm03bkhQVnB4amM3Zz09 Meeting ID: 84760222898 Passcode: 666814

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

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.

YEAR	<b>SCHOOL</b>	TOWN/COUNTY	PAYMENT
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 <u>Watertown Daily Times</u> on January 24, 2021, respectively, and such notices (together with proofs of publication) were substantially in the forms annexed hereto as <u>Exhibit B</u>; 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:

<u>Section 1.</u> 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.

<u>Section 2.</u> 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 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.

<u>Section 3.</u> 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.

<u>Section 3.</u> 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.

<u>Section 4</u>. 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.

<u>Section 5.</u> 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.

<u>Section 7.</u> (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).

<u>Section 8.</u> 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 <u>Exhibit D</u> hereof.

<u>Section 9.</u> 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.

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

Section 11. This resolution shall take effect immediately.

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.		ngton Solar, LLC Project -20-17]				
2.	<b>Project Description:</b> 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.	<b>Benefited Project Amount:</b>	\$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.	<b>Expiration of the Financial Assistance:</b>	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 <u>No</u> (Job Title)

North Country This Week (Newspaper Name)

published at <u>Potsdam, NY</u>, County of <u>St. Lawrence</u>, 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): <u>Potsdam Canton Edition Friday</u>, January 29, 2021 and <u>Massena Ogdensburg Edition Saturday</u>, January 30, 2021 (Waddington Solar)

X (Signature)

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

6/15/2023 MY COMMISSION EXPIRES ON

(SEAL)

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

#### 22 | CLASSIFIEDS

#### LEGAL NOTICE

LEGAL NOTICE In accordance with the requirements of Tide In accordance with the anguirements of Tide (1990 (AOA), the Village of Canton will noise descriminate against qualified individuals with disabilities on the basis of disability in the sanvices, program, or activities. Employ-ment Willage of Canton does not discrimi-ties and the sanvices, program actives the sanvices of disability in the thriting actives the sanvices of the sanvices of the sanvices and on the sanvices of the sanvices the sanvices of the sanvices of the sanvices and and the sanvices of the sanvices of the sanvices bandings of Canton does not descrimi-fications: Village of Canton villa generally, upon request, provide appropriate aids and programs, sanvices, and activities, including programs, sanvices, and activities, including audilities dang intraguage Interprograms, docuservices backing to effective communic story can participate equally in Wilage of Carton for qualified april tagnings interpresent. Bocu-nants in Braille, and other ways of making information and communications acces-able to people who have speech, besing-vision impairments. Modifications to Particles and Procedures: Wilage of Carton will make all seasonable modifications to with stabilities have an equal opportunity to will make all seasonable modifications to with stabilities have an equal opportunity to information and programs, services, and activ-nings, all of the programs, services, and activ-nings, and the programs, services, and activ-nitised. Anyone who requires an audienty and to service for affictive communication, office a stally house, loches, 6M and Street, Canton, NY 13817, snoble@cantonny.gov of later data et all backs and the service and or activities burden. Completing that are audient to back any software the Village of canton to take any software the Village of canton to take any software the village of canton to take any software the regulates and or administrative burden. Completing that a software the Add and Street, Canton, WY 13817, Snoble@cantony.gov or to act of providing auditary add/software are active, or activity of the Village of canton's not accessible to presens with dis-contonies and the service the schedulade to cover the oct of providing auditary add/software are active, or activity of the casability of approve of distribute and software to fall on the schedular individual with disability or anyone service oct of providing auditary add/software are accessible to are not accessible to prove of the officients of policy, such service of the Board of Commissioners on the schedul and the schedular add/software service of the Board of Commissioners of all the bala filter band and the schedular days prior to the meeting.

#### LEGAL NOTICE

LEGAL NOTICE NOTICE OF FORMATION of Archaut Entoin-prise, LLC, Articles of Organization filled with the Secretary of State of MY ISSNY) no 1272/2220. Office locations: S. Lawrence Courty, SSNY has been designated as served. The Secretary of State shall mail served. The Secretary of Secretary Management LL2. The Sate of This of the served secretary of State State State Secretary of State Beamber 21, 22620. The courty of secretary State Beamber 21, 22620. The courty of State is December 27,2203. The county is New York in which the office of the company is located is ST. LWWENCE4. The Secretary of State has been designated as agent of the company upon whom process may be saved, and the Secretary of State shall mail a coay of any process against the company. Manual Constant State County County France Representation LC PD Box 191 Wanakems. Wit 1995: C. The some of the Interview I liability. Management LLC PU BOX 131 Visionship NY 13695 5. The term of the limited liability company shall be perpetual. 6. The purpose of the limited liability company is to engage in any lewful actor activity for which limited liability companies may be organized.

#### **PUBLIC NOTICE**

commental impact of the Project. Writes comments much be received on Usine than 1100 am, local time, on Wednesday, Febru-ary 3rd, 2021 to be considered part of the public bearing minutes. Minutes of the Pol-ic Hearing with be transcribed and posted on the Agency's website (www.stolds.com). Additional information can be obtimed from, and written comments may be addressed to: Rithard Written, Steilbard Manager, SL Lawrence Courts Industrial Development Courts 13017 (1997). Store 1. Can-ton, New York 13017. Tilephone. (315) 379-3905 and electronically at writtens@elicla. com Deted. Januar, 15 (202). NOTICE OF PUBLIC HEARING ON RCPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THREATO free is hereby given that a public hearing "Public Hearing") pursuant in Section 1-4(2) of the General Municipal Law of the it of New York (the "Act") will be held by "St. Lawronce County Industrial Devid-ment Agency (the "Act and in the inter-Lawrence County Industrial Office t Agency (the "Agency") on the 4th February, 2021 at 11:00 o'clock a.m., february, 2021 at 11,00 o clock and (me, in connection with the Wad 1 Solar, LLC Project as described As a result of the (1) ban on larg ELEGAL NOTICE ST.LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY BY Partick KellyChief Executive Officer. NOTICE OF PUBLIC HEARING ON PRO-POSED PROLECT AND FINANCIAL ASSIS-TANCE RELATION THEREFOR. Notice is hereby given that a public hearing (the "Pub-lic Meaning") pursuant to Socion 859-8/170 the General Municipal Law of the State of New York (the "Act") will be hidd by the St enings or gatherings pursuant to Execu Order 202.1 issued on March 12, 2020 1 issued on managemental ad, (2) ban on non-assential ndividuals of any size for any

pursuant to Executive O on March 23, 2020, as su

#### PUBLIC NOTICE ig to public heari e Order 202.15 issi

supplemented, each as is r Cuomo in response to ti rus (COVID-19) pandemic, ng will be held electroni ther than in person. Me

ther than in person. Membe nay attend the Public Hearing

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ise) or solid by the Agency to the Config ts designee pursuant to a project ag th (the "Agreement") requiring that mpany or its designee make certain nts to the Agency. The Agency has no ents to the Agency. The Agency has no ede e determination pursuant to Arti the Environmental Conservation Law EQR Act") regarding the potential inmental impact of the Project. Wr

LEGAL NOTICE

# LEGAL NOTICE

LECAL NOTICE Investor County Industrial Development Agency (the "Agency") on the 4th day of the "Lecal to Work of the County of Solar LLC Project as described thelws. As a pathefings pursuant to Executive Order to Solar LLC Project as described thelws. As a pathefings pursuant to Executive Order thele (2) has not not-assential jathefings of the theory of the order of the solar of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the support of the order of the order of the order o alores or the Land of 3 SU mur-Ac ground motical photomics cash renergy system motioned photomics cash renergy system and cash and any store of the system of the system of the system of the system motion accessful the system of the system and the Facility of certain items of another incidental tangbits parsonal group and (3 the acquiront, fatures, hurdure and their incidental tangbits parsonal group on cashing and the facility and the Equip-ment baing collectively referred to as the pany (the Land, the facility and the Equip-ment baing collectively referred to as the "Fraget-Facility of the facility and the Equip-ment baing collectively referred to as the "Gastion Set" (14) (14) the Act with the response of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the system of the tanget and the system of the tanget and the system of the sys

#### LEGAL NOTICE

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# LEGAL NOTICE The second secon LEGAL NOTICE

NORTH COUNTRY THIS WEEK | JANUARY 29-FEBRUARY 4, 2021

phone: (315) J3-sole and sectoronceity of virilians/Sector.comments must be raceived no later than 10:30 arm, local tims, on Wednesday, February 3rd, 2021 to be considered part of the public hear-ing minutes. Detaid: January 19, 2021. ST. LAWRENCE COUNTY: INDUSTRIAL DEVEL-DPMENT AGENCY BY. Patrick J. Kelly, Chief Executive Officer

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#### AFFIDAVIT OF PUBLICATION

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STATE OF NEW YORK COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

\_\_\_\_\_

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

20448966

REFERENCE:

#### 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.

Christa Woodward, Legal Representative

PUBLISHED ON: 01/24

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

Sworn to before me this

\_\_\_\_\_

 29 h day of Acoucery, 2021
 JAMI L EDWARDS

 NOTARY PUBLIC-STATE OF NEW YORK

 Output
 Notary Public

# **Johnson Newspaper Corporation**

Client:		ST LAW CTY I	DA		Phone:		
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Class.:	0110	Public Notices					
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Publications	Watertowr	n Daily Times					
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Total Price:		\$149.00			1	Page 1	of 2
		AND Notice is hereby Hearing") pursuant incipal Law of the by the St. Lawren o'clock a.m., local o'clock a.m., local a.m., local o'clock a.m., local a.m., local b'clock a.m., local a.m., local b'clock a.m., local a.m., local a.m., local b'clock a.m., local a.m., local a.m., local b'clock a.m., local a.m., local b'clock a.m., local a.m., local a.m., local b'clock a.m., local a.m., local b'clock a.m., local a.m., local b'clock a.m., local b'	TICE OF PUBLIC HEAR N PROPOSED PROJEC O FINANCIAL ASSISTAN RELATING THERETO given that a public he to Section 659-a(2) o State of New York (the ce County Industrial De the 4 th day of Febru time, in connection wi as described below. As tings or gatherings of indi rsuant to Executive OI 0, as supplemented and submit of the public '202.15 issued on Apr s issued by Governor ( navirus (COVID-19) pai d effection of the public '202.15 issued on Apr s issued by Governor ( navirus (COVID-19) pai d effectonically via weld of the public may atter nd commenting on the ranted to Waddingtor the Agency during the Meeting: .zoom.us///84754944 gw/kzIL1FpZ209 Midt an application copy of which Application undertaking a project the acquisition of an i of land located at 102 Waddington, St. Laww (2) the installation on of a 5.0 mV-AC group y system including p cables, grid Interconne is a clar energy genere and any other reqt cables, grid Interconne is a clar energy genere and any other reqt cables, grid Interconne is a clar energy genere d by the Company (the the baing collectively) ; (B) the granting of the baing collectively ; (B) the granting of the meaning of Sec to the foregoing, incl ain solar energy genere	THE SCE aring (the "Public the General Mu "Act") will be held welcoment Agenci- any, 2021 at 11:00 sa result of the (1) the Waddington sa result of the (1) sums to Executive as supplemented (sams to Executive programs to the Sams (sams to Executive project and the public Hearing to (sams to East (the "Application on is on file at the requested that the (the "Application on is on file at the approximated photo: anete, racking, if action, site propar- anded in provement quisition and instat in items of machini	ee conn ee ey y		

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 Eaclifuly to the Company or such other person as may be designated by the Company and agreed upon by the Agen-ov. cy.

Cy. The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (I) 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 facility, and (4) in the event that the Project Takility would be subject to real property taxation if owned by the Compa-ry but shall be deemed exempt from real property taxation from real property taxation if owned by the Compa-ny but shall be deemed sexenpt from real property taxation the Project Facility, subject to the obligation of the Compa-ry to make payments in lieu of taxes with respect to the Project Facility, and valorem levies), if any, with respect 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 policy the Agency will follow the procedures for deviation for 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 obli-gation 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 post-ed on the Agency's website (www.skida.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 I, Canton, New York 13617; Tele-phone: (315) 379-9806 and electronically at: wrilliams@slicita.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 min-utes.

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=OVZpQUp2Y2FobUlUOGgwVkZIL1FpZz09 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.

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	\$23,461,71
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 <u>Watertown Daily Times</u> on January 24, 2021, respectively, and such notices (together with proof of publication) were substantially in the forms annexed hereto as <u>Exhibit B</u>; 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:

<u>Section 1.</u> 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.

<u>Section 2.</u> 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 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.

<u>Section 3.</u> 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.

<u>Section 3.</u> 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.

<u>Section 4</u>. 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.

<u>Section 5.</u> 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.

<u>Section 6.</u> 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.

<u>Section 7.</u> (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).

<u>Section 8.</u> 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 <u>Exhibit D</u> hereof.

<u>Section 9.</u> 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.

<u>Section 11.</u> 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.		atchie Solar, LLC Project [-20-14]				
2.	<b>Project Description:</b> 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.	<b>Benefited Project Amount:</b>	\$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				
	Expiration of the Financial Assistance:					

# 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 (Job Title)

North Country This Week (Newspaper Name)

published at <u>Potsdam, NY</u>, County of <u>St. Lawrence</u>, 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): <u>Potsdam Canton Edition Friday</u>, January 29, 2021 and <u>Massena Ogdensburg Edition Saturday</u>, January 30, 2021 (Oswegatchie)



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

6/15/2023 MY COMMISSION EXPIRES ON

(SEAL) Miki L, CRARY Notary Public State of Juny York

No.	W TORK
Qualified in St. Lawn My Commission Expire	ence County
·	s June 15, 2023

#### 22 | CLASSIFIEDS

LEGAL NOTICE

LEGAL NOTICE In accordance with the requirements of Tide In accordance with the anguirements of Tide (1990 (AOA), the Village of Canton will noise descriminate against qualified individuals with disabilities on the basis of disability in the sanvices, program, or activities. Employ-ment Willage of Canton does not discrimi-ties and the sanvices, program activity of the ADA. Effective Commission under Tide 1 of the ADA. Effective Commis-ricative: Willage of Canton dispersively upon request, provide appropriate aids and programs, sanvices, and activities, including programs, sanvices, and activities, including undified persons with disabilities of Canton programs, sanvices, and activities, including undified persons with disabilities, softwares, docu-The reading to proceed with the administration of the source of the sour days prior to the meeting.

#### LEGAL NOTICE

LEGAL NOTICE NOTICE OF FORMATION of Archaut Enter-prise, LLC, Articles of Organization filled with the Secretary of State of NY (SSRV) n1278/2202. Office location: SL Lawrence Courty, SSRY has been designated as gent upon-whomy prices a guaration filled served. The Secretary of State shall mail served. The Secretary of Secretary State Secretary State State of Secretary Secretary State Secretary Sec of State is December 27,22203. The country in New York in which the office of the company is located is ST. LAWRENCE 4. The Secretary of State has been designated as agent of the company upon whom process may be sorved, and the Secretary of State shall mail a coay of any process against the company. Secretary of State shall mail a coay of any process against the company. Not secretary of State counts for Heansgement LLC PD Box 191 Wanakens. N 1996; S. The some of the limited Limitich. Management LLC PU Box 191 Wanakena, NY 13695 5. The term of the limited liability company shall be perpetual. 6. The purpose of the limited liability company is to engage in any lewful act or activity for which limited liability companies may be organized.

#### PUBLIC NOTICE

PUBLIC NOTICE NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THRANCIAL ASSISTANCE RELATING THREATO Notice is hereby given that a public hearing the "Public Hearing" pursuant to Section 859 4(2) of the General Municipal Law of the State of New York, the "Act" (will be head by the S.L. Lawrence Gounty Industrial Device State of New York, 2021 of 11500 Octors A.m. Local time, in connection with the Wad ongton Solar, LD Project as described below, As a result of the (1) ban on largo meetings or gathering pursuant to Execuneetings or gatherings pursuant to Execu-ive Order 202.1 issued on March 12, 2020, tive 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

#### PUBLIC NOTICE

Law relating to public hearings pursuent to Execute Offer 201.15 issued on April 5. Control 1999 (1999) (19 to understate the Project, and (B) to pro-vide cartial examptions from taxation with respect to the Project, including (I) examp-tion from motage reacrifing taxes with respect to any documents, If any, reacrided behavior and the Dame Date of taxes with respect to any documents, If any, reacrided behavior and the Dame Date of taxes with respect to any documents, If any, reacrided behavior of the Date of the Date of the Date of the date transfer taxes on any real estate transfers, If any, with respect to the Project, 3] exemption from a size taxes relat-ing to the acquisition, other taxes relation and installed the taxes that the taxes relation due to the involvement of the Agnery therewith, examption from real property taxes (but nois advalorm lesses), if any, with respect to the Froject Failing, subject to the floagenet taxes uniform tax examption policy, the Agnery uniform tax examption policy, the Agnery and will be leased with the Agnery deter-mines to proceedures for devision of the Financial Assistance. It the Agnery deter-mines to proceedures for devision of the Gompany to the agnery deter-mines to proceedures for devision of the Financial Assistance. It the Agnery and will be leased with the Froject the Froje-tar facility will be acquired, constructed or tis designee make construing agne-ment to the Agnery than to taxe taxes and the Agnery taxes the agnery deter-tar agnery and the taxes taxes and the taxes of the Equation to metaxet on the taxes taxes and the Agnery website (www.taxis.com). Additional information came - Suite that tay floaded the taxes beat and to be taxe t

LEGAL NOTICE ST, LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY BY Patrick Kelly Chief Executive Officer

# PROJECT AND FINANCIAL ASSI: RELATING THERETO: Notice given that a public hearing (the "Pul ing") pursuant to Soction 859-a(2)

**LEGAL NOTICE** ency") on the 4th day o 10:00 o'clock a.m. loca with the Os

in connection with the uswegtern LLC Project as described below. As L of the (1) ban on large meetings erings pursuant to Executive Ord issued on March 12, 2020, as suppl issued on March 12, 2020, as suppl

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addressed to: Richard Manager, St. Lawrence

Suite 1, Canton, New ne: (315) 379-9806 and e

equile hearing insults. Dated January 39 2021, ST. LAWRENCE COUNTY NUOUSTIAL DEVELOPMENT AGENCY BY: Patrice Kelly PRAMME ON PROPENDE THAT NUOUSTIAL DEVELOPMENT AGENCY BY: Patrice Kelly PRAMME ON PROPENDE PRIVICE/T AND THAT NUEL AGENCY PRIVE T AND THAT NUEL AGENCY PRIVE T AND THA Prepare for power outages

LEGAL NOTICE

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15, 2020 - March 1, 2021 valid Dece Special Financing Available ualify consumers must request a criate, plannase, metal and activitie the annual to consume safing sector. Easilier a fail of or an and constituent

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148.00 852660 DUE WITHIN 28 DAYS

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#### 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.

Christa woodward, Legal Representative

PUBLISHED ON: 01/24

Johnson	Newspaper	Corporation
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		NO	TICE OF PUBLIC HEAR	ING	1		
		AN	D FINANCIAL ASSISTAN	NCE			
		Notice is hereby	RELATING THERETO	earing (the "Public	3		
		Hearing") pursuan nicipal Law of the	given that a public h to Section 559-a(2) or State of New York (the ace County Industrial De- the 4 th day of Fabru 1 time, in connection will as described below. Ac- atings or gatherings pur d on March 12, 2020, sential gatherings of Ind ursuant to Executive O 10, as supplemented any Is Law relating to public ir 202.15 issued on Apr as issued by Governor 1	f the General Mu "Act") will be held avalopment Agency			
		(the "Agency") on o'clock a.m., loca	the 4 th day of Febru I time, in connection with	ary, 2021 at 10:00 In the Oswegatchie			
		Solar, LLC Project ban on large mer	as described below. As atings or gatherings pur	s a result of the (1 suant to Executive as supplemented	)		
		(2) ban on non-es for any reason p	sential gatherings of Ind ursuant to Executive O	ividuals of any size rder 202.10 issued			
		on March 23, 202 the Open Meeting to Executive Orde	0, as supplemented and is Law relating to public or 202.15 issued on Apr	d (3) suspension o : hearings pursuan il 9. 2020, as sup	1.		
		plemented, each to the novel Con	as issued by Governor ( onavirus (COVID-19) pa	Cuomo in response ndemic, the Public	e) D		
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		benefits to be "Company") by t logging into Zoom	In 202.15 issued on Apr as issued by Governor ( onavirus (COVID-19) pa eld electronically via we' of the public may atter and commenting on th granted to Oswegatchi he Agency during the Meeting:	e Solar, LLC (the Public Hearing b	e Y		
			zoom.us/j/86266104586 NcVRIQT09 104588	?pwd=ZEhXZjg4V	v		
				(the "Application"	)		
		to the Agency, a office of the Age Agency consider	binitted an application copy of which Application undertaking a project a Company, said Projec the acquisition of an as of land located at 51 cobia St Lawrance Col	requested that th (the "Project") for	e or		
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		(within the mean spect to the fore certain sales and	ng of Section 854(14) going, including potenti use taxes, real property t	of (he Act) with re al exemptions from axes, real estate	n		
2			and output t		-		

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 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 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 facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Compa-ny but shall be deemde exempt from real property taxation from real property taxation (during special assess-ments and special ad valorem levies), if any, with respect to the Project Facility, with respect to the Project reality, and the Agency's uniform tax examption policy, the Agency will follow the Financial Assistance to granting subt portion of the Financial Assistance to regranting by the Agency with respect to the Agency to make payments in lieu of taxes with respect to the Project Facility, will policy with respect to the Project Facility, will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting subt portion of the Financial Assistance. If the Agency determines to project with the Project, the

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 obli-gation 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 "SEOR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and post-ed 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 I, Canton, New York 13617; Tele-phone: (315) 379-3805 and electronically at: milliams@sicida.com. Written commerts must be received no later than 10:00 am, local time, on Wednesday, February 3rd, 2021 to be considered part of the public hearing min-utes.

Dated: January 19, 2021. ST, LAWRENOE 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=ZEhXZjg4WHF6WTFTVzY2eVJNeVRIQT09 Meeting ID: 86266104588 Passeode: 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 vertain "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.

YEAR	<b>SCHOOL</b>	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	\$23,461,71
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