

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
Waddington Solar, LLC [*Project Number 4001-20-17*]
Resolution No. IDA-21-04-16
April 27, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on April 27, 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 Mr. Blevins, and upon roll being called, the following members of the Agency were:

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

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); Andrew Silver, Esq. (Agency Counsel), Christopher C. Canada, Esq. (Transaction Counsel for Agency Solar Projects) via teleconference, Ryan McCune (Business Development Manager, Nexamp Solar) via teleconference, Genevieve Trigg (Barclay Damon, Counsel for Nexamp Solar) via teleconference, Karen D’Antonio (Barclay Damon, Counsel for Nexamp Solar) via teleconference, and Edmund J. Russell III (Transaction Counsel for Agency Solar Projects).

After the meeting had been duly called to order, Mr. Blevins 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 Mr. Hall and seconded by Mr. LaBaff, 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

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, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the "Hearing") was held on February 4, 2021, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notices of the Hearing were published in the North Country This Week on January 29, 2021 and in the Watertown Daily Times on January 24, 2021, respectively, and such notices (together with proofs of publication) were substantially in the forms annexed hereto as Exhibit B; and

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

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a project agreement (the "Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (D) the PILOT Agreement, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a certain agency compliance agreement (the "Agency Compliance Agreement") by and between the Agency and the Company regarding the conveyance of the sales and use tax exemption benefit; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor"), (1) a certain agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor and (2) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the

“Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); and (J) various certificates relating to the Project; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Full Environmental Assessment Form dated February 5, 2020 (the “EAF”) with respect to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency has been informed that (1) the Town of Waddington Planning Board (the “Planning Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on April 14, 2020 (the “Negative Declaration”) determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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

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

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

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

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

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution. Special Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

- (B) The Project Facility constitutes a “project”, as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);
- (D) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one third of the total cost of the Project Facility;
- (E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Waddington and the County; and
- (I) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

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

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Project Agreement; (E) enter into the Recapture Agreement; (F) enter into the Agency Compliance Agreement; (G) enter into the Contractor Documents; (H) secure the Loan by entering into the Mortgage; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct, reconstruct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate

for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

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

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

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 11. This resolution shall take effect immediately.

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

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 April 27, 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 April 27, 2021.

BY: _____

Secretary

EXHIBIT A

1.	Applicant Name/Project Number:	Waddington Solar, LLC Project [#4001-20-17]
2.	Project Description:	Waddington Solar, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 23.0 acre portion of an approximately 55.8 acre parcel of land located at 1020 County Route 31 in the Town of Waddington, St. Lawrence County, New York (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”).
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$7,240,308
5.	Benefited Project Amount:	\$7,240,308
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$50,000
7.	PILOT Structure, Estimated Real Property Tax Exemption and Estimated PILOT Payments:	20 Year PILOT Real property tax exemption of \$1,271,770* PILOT Payments of \$5,000 per MW would result in payments of \$25,000 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$607,434.26.
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

*Based on Project Evaluation and Cost/Benefit Analysis prepared by and on file with the St. Lawrence County Industrial Development Agency relating to the Project.

EXHIBIT B

NOTICE OF PUBLIC HEARING

See attached.

PUBLISHER'S AFFIDAVIT OF PUBLICATION

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

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

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

X 

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

MY COMMISSION EXPIRES ON 6/15/2023

(SEAL)

MIKI L. CRARY
Notary Public, State of New York

Qualified in St. Lawrence County
My Commission Expires June 15, 2023

NORTHERN NY NEWSPAPERS CORP.
260 WASHINGTON ST
WATERTOWN, NY 13601-8301
(315)782-1000

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

149.00 082661 DUE WITHIN 90 DAYS

01/24/21 [REDACTED]

RECEIVED BY -
JAN 29 2021
ST. LAWRENCE, IDA

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

JOHNSON NEWSPAPER CORPORATION
260 WASHINGTON ST
WATERTOWN, NY 13601

	PUBLICATION:	WATERTOWN DAILY TIMES - FULL RUN			
	AD CLASS:	LEGALS			
01/24	20448966	NOTICE OF PUBLIC HEA	2x0L	1	129.00
	01/24	RING ON PROPOSED PRO	238L		
		LORI			
		Affidavit Fee			20.00
		Ad Class Totals:	\$149.00	238.000 line	
		Publication Totals:	\$149.00		

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

149.00

NORTHERN NY NEWSPAPERS CORP. (315)782-1000

852661 01/24/21 - 01/24/21 [REDACTED]

ST LAW CTY IDA

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF JEFFERSON

WATERTOWN DAILY TIMES

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

REFERENCE: [REDACTED]
20448966 NOTICE OF PUBLIC HEA

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

[REDACTED]

Christa Woodward, Legal Representative

PUBLISHED ON: 01/24

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

Sworn to before me this

29th day of January, 2021

[REDACTED]

Notary Public

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

Johnson Newspaper Corporation

Client:	██████████	ST LAW CTY IDA	Phone:	(315) 379-9806
Class.:	19	COMMERCE Lane 1		CANTON, NY 13617
Ad #	20448966	Requested By:	LORI	Fax:
Sales Rep.:	W312	Scott Parks	Phone:	(315) 782-1000
		██████████	Fax:	(315) 661-2521
Class.:	0110	Public Notices		
Start Date:	01/24/2021	End Date:	01/24/2021	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Watertown Daily Times			
Paid Amount:	\$0.00	Balance:	\$149.00	
Total Price:	\$149.00			Page 1 of 2

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

Notice is hereby given that a public hearing (the "Public Hearing") pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the St. Lawrence County Industrial Development Agency (the "Agency") on the 4 th day of February, 2021 at 11:00 o'clock a.m., local time, in connection with the Waddington Solar, LLC Project as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the benefits to be granted to Waddington Solar, LLC (the "Company") by the Agency during the Public Hearing by logging into Zoom Meeting:

<https://us02web.zoom.us/j/84754944252?pwd=OVZpQUUpY2Y2FobUJlUOGgwVkZl1FpZz09>
Meeting ID: 84754944252
Passcode: 275721

The Company submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 55.8 acres of land located at 1020 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the "Land"); (2) the installation on approximately 23.0 acres of the Land of a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the "Facility") and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property

taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

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

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

Minutes of the Public Hearing will be transcribed and posted on the Agency's website (www.slcida.com). Additional information can be obtained from, and written comments may be addressed to: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane - Suite 1, Canton, New York 13617; Telephone: (315) 373-9606 and electronically at: rwilliams@slcida.com. Written comments must be received no later than 11:00 am, local time, on Wednesday, February 3rd, 2021 to be considered part of the public hearing minutes.

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

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

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

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

<https://us02web.zoom.us/j/84754944252?pwd=OVZpOUp2Y2FobUluOGgwVkZlL1FpZz09>
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

\$5,000 per MW for the first year, resulting in \$25,000 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2022/2023	2023	\$25,000.00
2	2023/2024	2024	\$25,500.00
3	2024/2025	2025	\$26,010.00
4	2025/2026	2026	\$26,530.20
5	2026/2027	2027	\$27,060.80
6	2027/2028	2028	\$27,602.02
7	2028/2029	2029	\$28,154.06
8	2029/2030	2030	\$28,717.14
9	2030/2031	2031	\$29,291.48
10	2031/2032	2032	\$29,877.31
11	2032/2033	2033	\$30,474.86
12	2033/2034	2034	\$31,084.36
13	2034/2035	2035	\$31,706.04
14	2035/2036	2036	\$32,340.20
15	2036/2037	2037	\$32,986.97
16	2037/2038	2038	\$33,646.70
17	2038/2039	2039	\$34,319.64
18	2039/2040	2040	\$35,006.04
19	2040/2041	2041	\$35,706.16
20	2041/2042	2042	\$36,420.28