

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
MEETING AGENDA

Agenda subject to change

October 1, 2021

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

Call to Order

Roll Call

Public Notice September 23, 2021

Public Comment

Approval of Minutes August 23, 2021..... 1-3

Financial Report

Reports of Committees

Staff Report Patrick Kelly

Old Business	None
--------------	------

New Business Resolution: Accepting FY2022 Tentative Budget..... 4-7

Resolution: Accepting Standard Workday Resolution 8-9

Resolution: Authorizing Approving Resolution for GSPP 409 Ferris Road,
LLC 10-22

Resolution: Authorizing Approving Resolution for GSPP 641 Ferris Road
East, LLC 23-35

Resolution: Authorizing Approving Resolution for GSPP 641 Ferris Road
West, LLC 36-48

Resolution: Authorizing Approving Resolution for Wadhams Solar, LLC.
 49-63

Resolution: Authorizing Approving Resolution for Heuvelton Solar, LLC.
..... 64-78

Executive Session

Adjournment

THIS PAGE INTENTIONALLY LEFT BLANK

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of August 23, 2021

CALL TO ORDER: Chairman Staples calls the meeting to order at 3:09 PM in the Thomas A. Plastino Conference Room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

Blevins	Present	Reagen	Present
LaBaff	Present	Morrill	Present
McMahon	Present	Hall	Present
Staples	Present		

Mr. Staples announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert, and Lori Sibley); SLCIDA-LDC Staff (John Pinkerton)

PUBLIC NOTICE: Public notifications sent August 18, 2021 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: Mr. Kelly requests a minor change to the March 30, 2021 meeting minutes. Proposed changes include removing the resolution numbers from the tabled discussions and resetting the numeric sequence for the resolution that follows. Motion to accept the minutes of the April 27, 2021 meeting and revisions to the March 30, 2021 by Mr. Hall seconded by Mr. LaBaff. Motion carried unanimously.

FINANCIAL REPORTS: Motion to accept the April, May, June, and July 2021 financial reports by Mr. Morrill, seconded by Mr. Blevins. Mrs. Gilbert reports that the *April* highlights include marketing expenses in the amount of \$20,000 paid out to the Elder Group; *May* highlights reflect the former Newell Building rehabilitation expenses and the RDBG Adult Ed CDL-A expenses. Now that the grant is completed and the funds have been expended, we will submit the required forms for reimbursement from USDA. As a side note, the funds served seven more participants than originally expected. Motion to accept the April, May, June, and July 2021 financial reports by Mr. Morrill, seconded by Mr. Blevins. Motion carried unanimously.

COMMITTEE REPORTS: Nominating Committee Chairman Ernest LaBaff offers the following slate of officers: Brian W. Staples (Chairman), Ernest LaBaff (Vice-Chairman) and Lynn Blevins (Secretary). Hearing no other nominations, the list of nominees is elected by unanimous vote. The Board unanimously approves the following: Patrick J. Kelly (Chief Executive Officer), Kimberly Gilbert (Chief Financial Officer) and the Law Firm of Silver & Collins (Agency General Counsel). Motion to accept the slate of officers made by Mr. Blevins, seconded by Mr. Morrill. Motion carried unanimously.

STAFF REPORT: Patrick Kelly reports the following:

Organizational Chart: A more accurate description of staff roles is proposed with suggested revisions to the organizational chart. Richard Williams has been functioning in a Project Manager role since the beginning of the year and this new chart more accurately reflects his role and duties. With the addition of a new business development specialist (Bob Ahlfeld), Brian Norton will focus more on building, facilities, and sites. Mr. Kelly adds that at the Governance Committee meeting this Fall there will be further discussion with regards to staff roles and a potential for additional changes. Motion to accept the updated Organizational Chart is made by Mr. LaBaff, seconded by Mr. McMahon. Motion carried unanimously.

Renewable Energy: The closing documents for five NexAmp Solar projects were executed last week. The Renewable Properties (RPNY) project closing documents will be executed this week.

Northern Border Regional Commission (“NBRC”): The grant application for rail bridge repair for Dunn Paper that was submitted to the NBRC for \$450,000 was not approved. We will consider submitting a new application for the project through an NBRC forest products grant program if it is a fit for the program. We are still waiting for announcements from the NYS Department of Transportation on rail grant submissions submitted for projects with Dunn Paper and Alcoa.

Former Newell Manufacturing Building: Chairman Staples, Mr. Reagen, and Mr. Blevins each toured the former Newell Manufacturing building on August 20th to see the work in progress.

Nature and Networking Events: The next event is planned for Massena next month, with another event to follow in Star Lake in October. We are working with the County Chamber now to prepare for these events. Previous events this year have brought businesses together to facilitate networking and in-person conversations with a focus on workforce issues.

Workforce Recruitment: Chairman Staples suggested reaching out to the newly appointed Commanding General at Fort Drum to welcome him and inform him about opportunities for recruiting soldiers transitioning out of the military. With Mr. LaBaff’s background as a Colonel in the U.S. Army, it seemed appropriate for Vice Chairman LaBaff to send an introductory letter on the Agency’s behalf. Mr. Kelly distributes a copy of the letter that was sent to Commanding General Milfred Beagle, Jr. at Fort Drum. Recently, staff visited the post and met with representatives of Transitional Services to discuss further options for working together to recruit soldiers transitioning out of military duty for career opportunities with St. Lawrence County employers.

COVID-19 Response: As the pandemic and related guidance continues to evolve, we remain active with the St. Lawrence County Reopening Task Force and are connecting businesses with assistance programs and public health guidance. As an example, we are relaying messaging to businesses that if they have at least 6 employees on site that will sign up to receive the COVID vaccine, the St. Lawrence County Public Health Department will schedule a vaccination clinic at the worksite. Businesses are now trying to determine their best course of action in response to escalating COVID illnesses now that the Governor’s Executive Orders have lapsed.

2020 Census: 2020 County-level Census results were released last week. St. Lawrence County population numbers have declined by approximately 3.1%. In New York State, growth centered more around New York City and other metropolitan areas. Mr. Kelly also provides an update on unemployment and workforce numbers in the County. Mr. McMahon suggests a continuation of this type of dashboard of economic indicator information be presented periodically so board members have data and information to measure the County’s progress moving forward. Mr. LaBaff mentions how the loss of many good paying manufacturing jobs in Massena has affected our population numbers. Mr. Staples highlights the importance of keeping the jobs we have currently in the county. He adds that creating jobs is important, but so is preserving the jobs we currently have. Mr. LaBaff further explains that the COVID pandemic has affected workforce recruitment everywhere and truck drivers in particular are desperately needed. Mr. Kelly adds that staff is working with the Workforce Development Board and local employers, as well as the USDA, to get assistance with funding the CDL-A driving program at SUNY Canton’s CREST Center to keep students closer to home and keep expenses down. We continue to seek additional funding streams to assist with the program.

Comprehensive Economic Development Strategy (“CEDS”): An update to the CEDS is being developed. The 2020 Census information will be utilized as an important data point in the revised edition.

Semiannual Report: Mr. Kelly asks if there are any recommendations for the DRAFT report that is provided to the Board Members. If not, the report will go through Mr. Reagen in the coming days to be presented to the rest of the County Legislature. Mr. Reagen suggests putting a map on the cover with historical project information to show how we are involved in projects all around the County.

Annual Financial Disclosure Forms: The New York State Comptroller's Office has requested the Board Members complete a revised Annual Financial Disclosure Form that Mrs. Gilbert distributed prior to the meeting.

OLD BUSINESS: None

NEW BUSINESS:

Resolution IDA-21-08-19: Support for the Continued Operation of the New York State Correctional Facilities in St. Lawrence County: As a reminder, Lieutenant Governor Kathy Hochul will take office as New York State Governor at midnight tonight. The resolution will serve as an introduction to the new Governor and a reminder to our other state level representatives of the County's on-going support to keep the correctional facilities in St. Lawrence County open. Mr. Blevins motions to approve Resolution IDA-21-08-19, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

EXECUTIVE SESSION: None

ADJOURNMENT: A motion to adjourn is made by Mr. LaBaff. The meeting adjourns at 3:43 PM by unanimous vote.

(Mr.) Lynn Blevins, Secretary

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-21-10-xx
October 1, 2021

ACCEPTING FY2022 TENTATIVE BUDGET

WHEREAS, the St. Lawrence County Industrial Development Agency (the “SLCIDA”) has prepared a Fiscal Year 2022 Tentative Budget, and

WHEREAS, the Tentative Budget has been made available to Board members, for review prior to the October 1, 2021, meeting,

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency does hereby accept the Tentative Budget as proposed, including modifications and amendments as may be reflected in the minutes of this meeting, and

BE IT FURTHER RESOLVED that the SLCIDA shall cause to have copies of the Tentative Budget forwarded to the St. Lawrence County Clerk and to the Legislature of St. Lawrence County and to do all other things as may be required by statute, and

BE IT FURTHER RESOLVED that the SLCIDA will consider comments on the Tentative Budget at the next meeting that is scheduled at least 20 days from the date of this resolution and may modify the Budget based on those comments or on other information that may come to the attention of the SLCIDA.

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

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

/s/

Lori Sibley
October 01, 2021

St. Lawrence County Industrial Development Agency
2022 Tentative Budget

	2020 Actual	2021 Budget	YTD 7/31/2021	2022 Budget
OPERATING REVENUE- Other				
2400 · Late Fees Received	0.00	100.00	0.00	100.00
2401 · Gain/Loss on Investments	12,884.17	40,000.00	477.76	35,000.00
2409B · Interest Income - Banking	376.52	1,000.00	195.33	500.00
2409L · Interest Income - Lease	36,077.59	32,325.00	16,368.19	32,500.00
2411 · Refund of Prior Years Expense	0.00	0.00	19,184.00	0.00
2421 · St. Lawrence County Revenue	250,000.00	300,000.00	225,000.00	350,000.00
2422 · IDALDC Administrative Revenue	200,000.00	200,000.00	100,000.00	200,000.00
2423 · GMEDF Administrative Revenue	7,200.00	7,200.00	0.00	7,200.00
2505 · Gain/Loss on Sale of Asset	47,756.73	0.00	0.00	0.00
2999 · Miscellaneous Income	2,000.00	100.00	0.00	100.00
Total OPERATING REVENUE	556,295.01	580,725.00	361,225.28	625,400.00
Canton Industrial Building - CIB				
2450 · Rental Income - CIB	17,054.00	0.00	63,385.00	108,660.00
Total Revenue for CIB	17,054.00	0.00	63,385.00	108,660.00
6455408 · Maintenance Expense - CIB	11,933.55	5,000.00	6,913.98	15,000.00
6455411 · Insurance Expense - CIB	4,961.00	5,000.00	0.00	5,125.00
6455416 · Utilities Expense - CIB	1,611.69	2,500.00	3,419.91	2,500.00
6455499 · Miscellaneous Expense - CIB	0.00	100.00	0.00	100.00
6455500 · Interest Expense - CIB	8,090.66	8,150.00	3,886.58	8,000.00
6455510 · Depreciation Expense - CIB	67,207.92	65,000.00	0.00	65,000.00
Total Expenditure for CIB	93,804.82	85,750.00	14,220.47	95,725.00
Total Canton Industrial Building	(76,750.82)	(85,750.00)	49,164.53	12,935.00
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	0.00	500.00	0.00	500.00
6456411 · Insurance Expense - CIP	948.00	950.00	0.00	1,000.00
6456499 · Miscellaneous Expense - CIP	0.00	250.00	0.00	250.00
6456510 · Depreciation Expense - CIP	2,553.57	250.00	0.00	250.00
Total Expenditure for CIP	3,501.57	1,950.00	0.00	2,000.00
Total Canton Industrial Park	(3,501.57)	(1,950.00)	0.00	(2,000.00)
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	2,750.00	2,000.00	1,100.00	4,000.00
6486411 · Insurance Expense - GIP	44.00	50.00	0.00	55.00
6486499 · Miscellaneous Expense - GIP	0.00	250.00	0.00	250.00
Total Expenditure for GIP	2,794.00	2,300.00	1,100.00	4,305.00
Total Gouverneur Industrial Park	(2,794.00)	(2,300.00)	(1,100.00)	(4,305.00)

	2020 Actual	2021 Budget	YTD 7/31/2021	2022 Budget
Miscellaneous Projects				
2413 · Project Fees	182,000.00	10,000.00	52,800.00	10,000.00
2406A · RBEG Revenue-LC Drives	15,067.32	15,068.00	0.00	15,068.00
2406B · RBEG Revenue-CDL	19,000.00	0.00	0.00	0.00
2407 · NBRC NAFG Revenue	0.00	0.00	64,205.50	0.00
2420 · PILOT Payments Received	0.00	0.00	119,774.01	0.00
2421 · COVID 19 Grant-United Helpers	(10,000.00)	0.00	0.00	0.00
2424 · NF Rail NBRC Revenue	108,160.05	234,155.00	0.00	234,155.00
2455 · NF Rail Rehab Revenue	0.00	0.00	289,038.25	0.00
2456 · J&L Project Revenue	16,799.26	0.00	0.00	0.00
2504 · CDC Project Revenue	13,625.38	100.00	64,837.50	100.00
2515 · Newell Project Revenue	0.00	0.00	0.00	5,000.00
6499 · Miscellaneous Income	0.00	500.00	0.00	500.00
Total Revenue for Miscellaneous Projects	344,652.01	259,823.00	590,655.26	264,823.00
6420617 · NF Rail Rehab Expense	107,010.05	0.00	43,059.45	1,000.00
6420618 · NF Rail NBRC Expense	0.00	234,155.00	40,363.95	193,791.00
6420620B · J&L Project Expense II	14,204.85	0.00	0.00	0.00
6420621 · Newell Project Expense	334,493.55	0.00	(0.21)	0.00
6420622 · RDBG Adult Ed CDL Expense	19,000.00	0.00	32,000.00	0.00
6490616 · PILOT Payments out	0.00	0.00	119,774.01	0.00
Total Expenditure for Miscellaneous Projects	474,708.45	234,155.00	235,197.20	194,791.00
Total Miscellaneous Projects	(130,056.44)	25,668.00	355,458.06	70,032.00

	2020 Actual	2021 Budget	YTD 7/31/2021	2022 Budget
IDA General Operating Expenditures				
6460408 · Maintenance Expense	1,995.00	1,500.00	393.15	1,500.00
6460411 · Insurance Expense	6,802.38	10,000.00	13.00	7,500.00
6460416 · Utilities Expense	3,737.11	5,000.00	1,803.28	5,000.00
6460418 · Underwriting/Credit Report Exp	0.00	100.00	0.00	100.00
6460420 · Office Supplies Expense	3,710.82	2,500.00	1,676.82	2,500.00
6460421 · Office Equipment Expense	8,699.09	2,500.00	1,936.68	7,500.00
6460422 · Equipment Repair Expense	0.00	250.00	0.00	250.00
6460423 · Telephone Expense	9,366.68	6,000.00	3,711.42	7,500.00
6460424 · Postage Expense	508.61	750.00	178.30	500.00
6460425 · Printing Expense	974.46	750.00	1,115.21	2,000.00
6460426 · IT Expense	2,501.62	1,000.00	2,022.18	3,000.00
6460427 · Professional Associations Expense	1,350.00	2,500.00	500.00	1,500.00
6460432 · Other Legal Expense	7,571.83	5,000.00	1,845.37	5,000.00
6460433 · Legal Expense - Retainer	7,777.00	5,500.00	3,850.00	5,500.00
6460434 · Accounting Expense	7,725.00	7,875.00	7,875.00	8,125.00
6460436 · Promotion/Marketing Expense	15,929.69	25,000.00	26,840.62	25,000.00
6460440 · Auto Expense	567.49	2,000.00	145.44	2,000.00
6460441 · Subscriptions & Periodicals	665.60	500.00	45.15	500.00
6460442 · Meeting Expense	247.93	1,000.00	23.74	1,000.00
6460443 · Mileage Expense	685.29	1,000.00	272.55	1,000.00
6460444 · Education Workshops Expense	775.00	10,000.00	4,782.70	10,000.00
6460445 · Travel Expense	531.74	2,500.00	0.00	2,500.00
6460499 · Miscellaneous Expense	1,963.10	500.00	1,168.44	500.00
6460502 · Outside Contracted Expense	0.00	100.00	0.00	100.00
6460503 · Payroll Expenses				
503A · Salaries & Wages	369,322.10	423,500.00	245,720.04	448,500.00
503B · Employee Benefits	193,624.60	156,000.00	64,360.07	157,000.00
503C · Post-Employment Benefits Expense	102,803.24	190,000.00	0.00	150,000.00
503D · Payroll Tax Expense	26,988.30	32,000.00	17,977.64	32,500.00
503E · Payroll Processing Fees	2,783.11	1,980.00	1,604.15	2,000.00
6460599 · Depreciation Expense	4,790.88	3,700.00	0.00	3,700.00
Total IDA General Operating Expenditures	784,397.67	901,005.00	389,860.95	893,775.00
Total Revenue	918,001.02	840,548.00	1,015,265.54	998,883.00
Total Expenditures	1,359,206.51	1,225,160.00	640,378.62	1,190,596.00
Net Income	(441,205.49)	(384,612.00)	374,886.92	(191,713.00)
Total Depreciation Costs	67,207.92	65,000.00	0.00	65,000.00
Net Income without Depreciation	(373,997.57)	(319,612.00)	374,886.92	(126,713.00)

Received Date

Resolution No. IDA-21-10-xx
**Standard Work Day Resolution
for Employees***

Please type or print clearly
in blue or black ink

Employer Location Code

See Instructions for completing form on reverse side

RS 2418

(Rev.12/19)

BE IT RESOLVED, that the St. Lawrence County IDA, Location code , hereby establishes the following as standard work days for its employees and will report days worked to the New York State and Local Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these members to the clerk of this body:

Title	Standard Work Day (Hrs/day)
Chief Executive Officer	7 hours/day
Chief Financial Officer	7 hours/day
Project Manager	7 hours/day
Business Development Specialist I	7 hours/day
Business Development Specialist II	8 hours/day
Administrative Services Coordinator	7 hours/day

On this 1 day of October, 2021

Date enacted: October 1, 2021

(Signature of Clerk)

Lori Sibley

clerk of the governing board of the St. Lawrence County IDA
(Name of Employer)

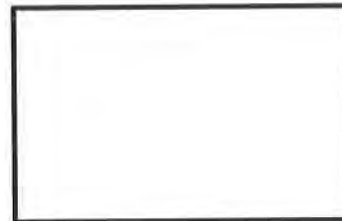
of the State of New York, do hereby certify that I have compared the foregoing with the original resolution passed by such board, at a legally convened meeting held on the 1 day of October, 2021 on file as part of the minutes of such meeting, and that same is a true copy thereof and the whole of such original.

I further certify that the full board, consists of 7 members, and that of such members were present at such meeting and that of such members voted in favor of the above resolution.

IN WITNESS WHEREOF, I hereunto
Set my hand and the seal of the

St. Lawrence County IDA

(Name of Employer)



(seal)

*To be used for all employees. Please list Elected and Appointed Officials on the form Standard Workday and Reporting Resolution for Elected and Appointed Officials (RS2417-A).

For important information and instructions – See Back Page

Instructions for completing the Standard Work Day Resolution

A	B
Title	Standard Work Day (Hrs/day)
Accountant	8.00
Clerk	7.00
Bookkeeper	7.50
Data Collector	6.00
Secretary	7.25
Typist	7.50
Custodian	8.00
Laborers	8.00

Please note: the above table is a **sample**. The titles and values are for illustrative purposes only.

A. Title: You must establish a standard work day for each employee title (e.g. clerks, bus drivers, etc.) even if you do not have any full-time employees in that title. You may establish several standard work days for different positions. For example, all laborers may have an eight hour standard work day, all clerical workers seven and a half hours, and all custodial staff six hours. Employers may also establish several standard work days for the same title, depending if there are significant variances in the job duties.

B. Standard Work Day (Hrs/day): The minimum number of hours that can be established for a standard workday is six, while the maximum is eight. A standard workday is the denominator to be used for the days worked calculation; it is not necessarily always the number of hours an employee works. For example, if a clerk is only required to work three hours a day, the employer must still establish a standard workday between six and eight hours as the denominator for their days worked calculation.

Once the Resolution is passed, it must be kept on file by the employer and made available to the Retirement System upon request.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
GSPP 409 Ferris Road, LLC [*Project Number 4001-21-01*]
Resolution No. IDA-21-10-xx
October 1, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 1, 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 the Chairman, and upon roll being called, the following members of the Agency were:

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

As indicated above, certain of the members of the Agency participated in the meeting remotely pursuant to Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, 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, 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 GSPP 409 Ferris Road, 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 GSPP 409 FERRIS ROAD, LLC, A NEW YORK LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN

**RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING
THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.**

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

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

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

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 33.0 acre portion of an approximately 229.6 acre parcel of land located at 409 Ferris Road in the Town of Lawrence, 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 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 Lawrence (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 February 22, 2021, the School District consented to the Deviation and, by resolution adopted March 10, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the “Hearing”) was held on September 30, 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 Watertown Daily Times on September 19, 2021 and in the North Country This Week on September 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 uniform agency project agreement (the “Uniform Agency Project Agreement”) by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (D) 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) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); and (F) 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 May 21, 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 Board of the Town of Lawrence (the “Town Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Town Board issued a Determination of Non-Significance on October 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 Town 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 Town 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 Town Board of the concurrence by the Agency that the Town Board shall be the “lead agency” with respect to the Project, and to further indicate to the Town Board that the Agency has no information to suggest that the Town 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 Lawrence and the County; and

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

Section 4. 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 5. 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 PILOT Agreement; (D) enter into the Uniform Agency Project Agreement; (E) secure the Loan by entering into the Mortgage; and (F) grant the Financial Assistance with respect to the Project.

Section 6. 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 7. 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 8. (A) The Chairperson, Vice Chairperson 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 Chairperson, Vice Chairperson or Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson 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 9. 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 proposed schedule attached as Exhibit D hereof.

Section 10. The form and substance of the Agency Documents 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. 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 12. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

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

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on October 1, 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 Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021 (the “Chapter 417”), 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 Chapter 417 throughout said meeting.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand of said Agency as of October __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: GSPP 409 Ferris Road, LLC Project [#4001-21-01]	
2.	Project Description: GSPP 409 Ferris Road, 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 229.6 acre parcel of land located at 409 Ferris Road in the Town of Lawrence, 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:	\$8,670,000
5.	Benefited Project Amount:	\$8,670,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	N/A
7.	PILOT Structure, Estimated Real Property Tax Exemption and Estimated PILOT Payments:	20 Year PILOT Real property tax exemption of \$1,349,907* Proposed 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 \$607,434.25.
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.

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

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2021 at 10:00 AM, local time, in connection with a certain project for the benefit of GSPP 409 Ferris Road, LLC (the “Company”) as described herein. The Public Hearing will be held in the Town of Lawrence Municipal Building 11403 US HWY 11 North Lawrence, NY, St. Lawrence County, New York in connection with the following matters:

Join Zoom Meeting

<https://us02web.zoom.us/j/87548045163?pwd=ZnZMT0xuczI1bkJJaTUxYmhQZVVWUT09>

Meeting ID: 875 4804 5163

Passcode: 560149

The Company has 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 an approximately 33.0 acre portion of an approximately 229.6 acre parcel of land located at 409 Ferris Road in the Town of Lawrence, 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 real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

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

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

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

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

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617, or at rwilliams@slcida.com and must be received no later than 10:00 A.M. on day prior to Public Hearing.

Please check the meeting information posted on the Agency website for further instructions to access the meeting (and for confirmation of In-Person or Remote Only), and to find copies of the application and the cost benefit analysis. (www.slcida.com).

Dated: September 14, 2021.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: /s/Patrick J. Kelly

Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

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: GSPP 409 Ferris Road, LLC

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Lawrence (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

\$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
2	2023/2024	2024	\$25,500
3	2024/2025	2025	\$26,010
4	2025/2026	2026	\$26,530
5	2026/2027	2027	\$27,061
6	2027/2028	2028	\$27,602
7	2028/2029	2029	\$28,154
8	2029/2030	2030	\$28,717
9	2030/2031	2031	\$29,291
10	2031/2032	2032	\$29,877
11	2032/2033	2033	\$30,475
12	2033/2034	2034	\$31,084
13	2034/2035	2035	\$31,706
14	2035/2036	2036	\$32,340
15	2036/2037	2037	\$32,987
16	2037/2038	2038	\$33,647
17	2038/2039	2039	\$34,320
18	2039/2040	2040	\$35,006
19	2040/2041	2041	\$35,706
20	2041/2042	2042	\$36,420

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
GSPP 641 Ferris Road East, LLC [*Project Number 4001-21-02*]
Resolution No. IDA-21-10-xx
October 1, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 1, 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 the Chairman, and upon roll being called, the following members of the Agency were:

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

As indicated above, certain of the members of the Agency participated in the meeting remotely pursuant to Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, 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, 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 GSPP 641 Ferris Road East, 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 GSPP 641 FERRIS ROAD EAST, LLC, A NEW YORK LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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

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

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

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 29.5 acre portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road East in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from 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 Lawrence (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 February 22, 2021, the School District consented to the Deviation and, by resolution adopted March 10, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the “Hearing”) was held on September 30, 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 Watertown Daily Times on September 19, 2021 and in the North Country This Week on September 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 uniform agency project agreement (the “Uniform Agency Project Agreement”) by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (D) 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) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); and (F) 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 May 21, 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 Board of the Town of Lawrence (the “Town Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Town Board issued a Determination of Non-Significance on October 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 Town 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 Town 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 Town Board of the concurrence by the Agency that the Town Board shall be the “lead agency” with respect to the Project, and to further indicate to the Town Board that the Agency has no information to suggest that the Town 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 Lawrence and the County; and

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

Section 4. 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 5. 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 PILOT Agreement; (D) enter into the Uniform Agency Project Agreement; (E) secure the Loan by entering into the Mortgage; and (F) grant the Financial Assistance with respect to the Project.

Section 6. 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 7. 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 8. (A) The Chairperson, Vice Chairperson 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 Chairperson, Vice Chairperson or Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson 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 9. 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 proposed schedule attached as Exhibit D hereof.

Section 10. The form and substance of the Agency Documents 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. 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 12. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

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

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on October 1, 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 Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021 (the “Chapter 417”), 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 Chapter 417 throughout said meeting.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand of said Agency as of October __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: GSPP 641 Ferris Road East, LLC Project [#4001-21-02]	
2.	Project Description: GSPP 641 Ferris Road East, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 29.5 acre portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road East in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$7,023,824
5.	Benefited Project Amount:	\$7,023,824
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	N/A
7.	PILOT Structure, Estimated Real Property Tax Exemption and Estimated PILOT Payments:	20 Year PILOT Real property tax exemption of \$1,225,226* Proposed PILOT Payments of \$5,000 per MW would result in payments of \$20,000 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$485,947.40.
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.

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

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2021 at 10:30 A.M., local time in connection with a certain project for the benefit of GSPP 641 Ferris Road East, LLC (the “Company”) as described herein. The Public Hearing will be held in the Town of Lawrence Municipal Building 11403 US HWY 11 North Lawrence, NY, St. Lawrence County, New York in connection with the following matters:

Join Zoom Meeting

<https://us02web.zoom.us/j/88073681456?pwd=SVZBL3Z0YkZ4ZVN6RkJLcXcxU1pkUT09>

Meeting ID: 880 7368 1456

Passcode: 976347

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 an approximately 29.5 acre portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road East in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

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

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

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

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

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617, or at rwilliams@slcida.com and must be received no later than 10:00 A.M. on day prior to Public Hearing.

Please check the meeting information posted on the Agency website for further instructions to access the meeting (and for confirmation of In-Person or Remote Only), and to find copies of the application and the cost benefit analysis. (www.slcida.com).

Dated: September 14, 2021.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: /s/Patrick J. Kelly

Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

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: GSPP 641 Ferris Road East, LLC

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Lawrence (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

\$5,000 per MW for the first year, resulting in \$20,000 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	\$20,000
2	2023/2024	2024	\$20,400
3	2024/2025	2025	\$20,808
4	2025/2026	2026	\$21,224
5	2026/2027	2027	\$21,649
6	2027/2028	2028	\$22,082
7	2028/2029	2029	\$22,523
8	2029/2030	2030	\$22,974
9	2030/2031	2031	\$23,433
10	2031/2032	2032	\$23,902
11	2032/2033	2033	\$24,380
12	2033/2034	2034	\$24,867
13	2034/2035	2035	\$25,365
14	2035/2036	2036	\$25,872
15	2036/2037	2037	\$26,390
16	2037/2038	2038	\$26,917
17	2038/2039	2039	\$27,456
18	2039/2040	2040	\$28,005
19	2040/2041	2041	\$28,565
20	2041/2042	2042	\$29,136

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
GSPP 641 Ferris Road West, LLC [*Project Number 4001-21-03*]
Resolution No. IDA-21-10-xx
October 1, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 1, 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 the Chairman, and upon roll being called, the following members of the Agency were:

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

As indicated above, certain of the members of the Agency participated in the meeting remotely pursuant to Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, 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, 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 GSPP 641 Ferris Road West, 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 GSPP 641 FERRIS ROAD WEST, LLC, A NEW YORK LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN

RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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

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

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

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 28.67 acre portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road West in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 2.5 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 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 Lawrence (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 February 22, 2021, the School District consented to the Deviation and, by resolution adopted March 10, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the “Hearing”) was held on September 30, 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 Watertown Daily Times on September 19, 2021 and in the North Country This Week on September 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 uniform agency project agreement (the “Uniform Agency Project Agreement”) by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (D) 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) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); and (F) 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 May 21, 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 Board of the Town of Lawrence (the “Town Board”) was designated to act as “lead agency” with respect to the Project, and (2) the Town Board issued a Determination of Non-Significance on October 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 Town 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 Town 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 Town Board of the concurrence by the Agency that the Town Board shall be the “lead agency” with respect to the Project, and to further indicate to the Town Board that the Agency has no information to suggest that the Town 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 Lawrence and the County; and

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

Section 4. 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 5. 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 PILOT Agreement; (D) enter into the Uniform Agency Project Agreement; (E) secure the Loan by entering into the Mortgage; and (F) grant the Financial Assistance with respect to the Project.

Section 6. 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 7. 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 8. (A) The Chairperson, Vice Chairperson 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 Chairperson, Vice Chairperson or Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson 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 9. 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 proposed schedule attached as Exhibit D hereof.

Section 10. The form and substance of the Agency Documents 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. 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 12. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

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

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on October 1, 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 Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021 (the “Chapter 417”), 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 Chapter 417 throughout said meeting.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand of said Agency as of October __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: GSPP 641 Ferris Road West, LLC Project [#4001-21-03]	
2.	Project Description: GSPP 641 Ferris Road West, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 28.67 acre portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road West in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 2.5 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:	\$4,797,894
5.	Benefited Project Amount:	\$4,797,894
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	N/A
7.	PILOT Structure, Estimated Real Property Tax Exemption and Estimated PILOT Payments:	20 Year PILOT Real property tax exemption of \$723,954* Proposed PILOT Payments of \$5,000 per MW would result in payments of \$12,500 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$303,717.12.
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.

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

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 30th day of September, 2021 at 11:00 A.M., local time in connection with a certain project for the benefit of GSPP 641 Ferris West, LLC (the “Company”) as described herein. The Public Hearing will be held in the Town of Lawrence Municipal Building 11403 US HWY 11 North Lawrence, NY, St. Lawrence County, New York in connection with the following matters:

<https://us02web.zoom.us/j/89401970166?pwd=d05HdlBhbXAxNWFUL0xoWDNnSFFXQT09>
Meeting ID: 894 0197 0166
Passcode: 431156

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 an approximately 28.67 portion of an approximately 287.4 acre parcel of land located at 641 Ferris Road West in the Town of Lawrence, St. Lawrence County, New York (such portion being referred to hereinafter as the “Land”); (2) the installation on the Land of a 2.50 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

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

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

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

Minutes of the Public Hearing will be transcribed and posted on the Agency’s website (www.slcida.com). Additional information can be obtained from, and written comments may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617, or at rwilliams@slcida.com and must be received no later than 10:00 A.M. on day prior to Public Hearing.

Please check the meeting information posted on the Agency website for further instructions to access the meeting **(and for confirmation of In-Person or Remote Only)**, and to find copies of the application and the cost benefit analysis. (www.slcida.com).

Dated: September 14, 2021.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: /s/Patrick J. Kelly
Patrick J. Kelly
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

See attached.

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: GSPP 641 Ferris Road West, LLC

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Lawrence (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

\$5,000 per MW for the first year, resulting in \$12,500 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2022/2023	2023	\$12,500
2	2023/2024	2024	\$12,750
3	2024/2025	2025	\$13,005
4	2025/2026	2026	\$13,265
5	2026/2027	2027	\$13,530
6	2027/2028	2028	\$13,801
7	2028/2029	2029	\$14,077
8	2029/2030	2030	\$14,359
9	2030/2031	2031	\$14,646
10	2031/2032	2032	\$14,939
11	2032/2033	2033	\$15,237
12	2033/2034	2034	\$15,542
13	2034/2035	2035	\$15,853
14	2035/2036	2036	\$16,170
15	2036/2037	2037	\$16,493
16	2037/2038	2038	\$16,823
17	2038/2039	2039	\$17,160
18	2039/2040	2040	\$17,503
19	2040/2041	2041	\$17,853
20	2041/2042	2042	\$18,210

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Wadhams Solar, LLC [Project Number 4001-21-09]

Resolution No. IDA-21-10-xx

October 1, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on October 1, 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 the Chairman, and upon roll being called, the following members of the Agency were:

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

As indicated above, certain of the members of the Agency participated in the meeting remotely pursuant to Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, 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, 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 Wadhams 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 WADHAMS 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 38 acre portion of an approximately 197 acre parcel of land located at 6866 State Route 37, Town of Oswegatchie, St. Lawrence County, New York (such portion being hereinafter referred to as the “Land”); (2) the installation on the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; 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 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 August 23, 2021, the School District consented to the Deviation and, by resolution adopted August 16, 2021, the Town consented to the Deviation; and

WHEREAS, a public hearing (the “Hearing”) was held on September 23, 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 Watertown Daily Times on September 12, 2021 and in the North Country This Week on September 17, 2021, respectively, and such notices (together with proof of publication) were substantially in the forms annexed hereto as Exhibit B; and

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

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

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Full Environmental Assessment Form dated February 12, 2021 (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 April 26, 2021 (the “Negative Declaration”) determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

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

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

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

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

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

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

Section 3. The Agency hereby finds and determines:

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

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

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

(D) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one third of the total cost of the Project Facility;

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

(F) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

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

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

Section 4. 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 5. 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 PILOT 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 6. 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 7. 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 8. (A) The Chairperson, Vice Chairperson 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 Chairperson, Vice Chairperson or Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson 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 9. 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 proposed schedule attached as Exhibit D hereof.

Section 10. The form and substance of the Agency Documents 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. 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 12. This resolution shall take effect immediately.

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

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

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

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on October 1, 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 Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021 (the “Chapter 417”), 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 Chapter 417 throughout said meeting.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand of said Agency as of October __, 2021.

BY: _____
Lynn Blevins
Secretary

EXHIBIT A

1.	Applicant Name/Project Number: Wadhams Solar, LLC Project [#4001-21-09]	
2.	Project Description: Wadhams Solar, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in an approximately 38.0 acre portion of an approximately 197 acre parcel of land located at 6866 State Route 37 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 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	Type of Financial Assistance Requested:	Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$7,303,914
5.	Benefited Project Amount:	\$7,303,914
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$47,500.00
7.	PILOT Structure, Estimated Real Property Tax Exemption and Estimated PILOT Payments:	30 Year PILOT Real property tax exemption of \$1,093,131* Proposed PILOT Payments of \$5,000 per MW would result in payments of \$23,750 to the Town, School, and County in year 1, with (a) an annual 2% increase for PILOT payments made during years 1 through 20 and (b) an annual 2% decrease for PILOT payments made during years 21 through 30, for an estimated total of \$887,192.23.
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

*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.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
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 the 23rd day of September, 2021 at 1:00 p.m., local time, in the Public Meeting Room of the Town of Oswegatchie Town Hall, located at 51 State St, Heuvelton, New York 13654 (MASKS ARE REQUIRED WHEN ENTERING THE TOWN HALL), in connection with the following matter.

Join Zoom Meeting

<https://us02web.zoom.us/j/82527128815?pwd=NIhsekFYalQrbTFOZkQwYjJlbDVJZz09>

Meeting ID: 825 2712 8815

Passcode: 349902

Wadhams Solar, LLC, a Delaware limited liability company (the “Company”), has 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) the acquisition of an interest in an approximately 38 acre portion of an approximately 197 acre parcel of land located at 6866 State Route 37 in the Town of Oswegatchie, St. Lawrence County, New York (the “Land”); (2) the installation on the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, 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 submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617, or at rwilliams@slcida.com and must be received no later than 10:00 am on day prior to Public Hearing.

Please check the meeting information posted on the Agency website for further instructions to access the meeting (and for confirmation of In-Person or Remote Only), and to find copies of the application and the cost benefit analysis. (www.slcida.com).

Dated: September 8, 2021.

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

EXHIBIT C

REPORT OF PUBLIC HEARING

MINUTES OF PUBLIC HEARING HELD ON SEPTEMBER 23, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Wadhams Solar, LLC (NexAmp Solar)

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 1:00 PM, local time on September 23, 2021, in the Public Meeting Room of the Town of Oswegatchie Town Hall, located at 51 State Street, Heuvelton, New York 13654 and stated that the meeting is also streaming live via Zoom and minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/82527128815?pwd=NIhsekFYalQrbTFOZkQwYjJbDVJZz09>

Meeting ID: 825 2712 8815

Passcode: 349902

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

Mr. Williams Notes:

Wadhams Solar, 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 197 acre parcel of land located at 6866 State Route 37 in the Town of Oswegatchie (2) the installation on approximately 38 acres of the Land of a 4.75 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, which may include (1) an exemption from state and local sales and use tax with respect to the construction and renovation (2) exemption from mortgage recording taxes, 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 made for or against the project.

There being no comments, the Public Hearing was closed at 1:14 PM.

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

EXHIBIT D

Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency would bill the Company the amounts estimated in the table below for the benefit of the taxing jurisdictions listed therein based upon their respective pro rata shares for the current tax year.

Project: Wadhams 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

\$5,000 per MW for the first year, resulting in \$23,750 to the County, the Town and the District, on a pro rata basis.

Payments under the PILOT Agreement would (a) increase annually by 2% during years 1 through 20 and (b) decrease annually by 2% during years 21 through 30.

PILOT Agreement term would be 30 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>ESTIMATED PAYMENT</u>
1	2022/2023	2023	\$23,750.00
2	2023/2024	2024	\$24,225.00
3	2024/2025	2025	\$24,709.50
4	2025/2026	2026	\$25,203.69
5	2026/2027	2027	\$25,707.77
6	2027/2028	2028	\$26,221.93
7	2028/2029	2029	\$26,746.37
8	2029/2030	2030	\$27,281.30
9	2030/2031	2031	\$27,826.93
10	2031/2032	2032	\$28,383.47
11	2032/2033	2033	\$28,951.14
12	2033/2034	2034	\$29,530.17
13	2034/2035	2035	\$30,120.78
14	2035/2036	2036	\$30,723.20
15	2036/2037	2037	\$31,337.67
16	2037/2038	2038	\$31,964.43
17	2038/2039	2039	\$32,603.72
18	2039/2040	2040	\$33,255.80
19	2040/2041	2041	\$33,920.92
20	2041/2042	2042	\$34,599.34
21	2042/2043	2043	\$33,907.36
22	2043/2044	2044	\$33,229.22
23	2044/2045	2045	\$32,564.64

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>ESTIMATED PAYMENT</u>
24	2045/2046	2046	\$31,913.35
25	2046/2047	2047	\$31,275.09
26	2047/2048	2048	\$30,649.59
27	2048/2049	2049	\$30,036.60
28	2049/2050	2050	\$29,435.87
29	2050/2051	2051	\$28,847.16
30	2051/2052	2052	\$28,270.22

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPROVING RESOLUTION

Heuvelton Solar LLC *Project Number 4001-21-08*

Resolution No. IDA-21-10 –xx

October 1, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on October 1, 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, 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 Heuvelton Solar 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 HEUVELTON SOLAR LLC (THE “COMPANY”) A DELAWARE LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT; AND (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT (PILOT AGREEMENT”) IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY

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

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

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

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

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) the acquisition of a sub-leasehold interest in a 38+/- acre parcel of land, being a portion of a 101.5 acre parcel of land, located at 400 Taylor Road, Town of Oswegatchie, St. Lawrence County, New York (the “Land”); (B) the installation on approximately 38+/- acres of 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 (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 Agency’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 August 12, 2021, the School District consented to the Deviation, and, by Resolution adopted August 16, 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 September 11, 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 December 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;

WHEREAS, a public hearing (the “Hearing”) was held on September 23, 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 September 17, 2021 and in the Watertown Daily Times on September 12, 2021 and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit B; and

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

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

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

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

Section 2. The Agency hereby finds and determines:

- a. By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- b. The Facility constitutes a “project”, as such term is defined in the Act; and
- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the “County”), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility to the Company, and by which the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and
- i. The Facility is a 38+/- acre parcel of land, being a portion of a 101.5 acre parcel of land, where the Company will install 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. The Facility, being located in the Town of Oswegatchie.
- j. The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town and the County;

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited

to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$625,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct, improve and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$50,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

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

Section 10. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 11.

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

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. This Resolution shall take effect immediately.

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

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)

COUNTY OF ST. LAWRENCE) ss.:

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

That I have compared the annexed extract of minutes of the meeting of the St. Lawrence County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 1, 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 October 1, 2021.

Mr. Lynn Blevins, Secretary

EXHIBIT A

1.	Applicant Name/ Project Number:	HEUVELTON SOLAR LLC Project #4001-21-08
2.	Project Description:	HEUVELTON SOLAR LLC plans to undertake a project (the “ Project ”) consisting of (A) the acquisition of a sub-leasehold interest in a 38+/- acre parcel of land, being a portion of a 101.5 acre parcel of land, located at 400 Taylor Road, Town of Oswegatchie, St. Lawrence County, New York (the “ Land ”); (B) the installation on approximately 38+/- acres of 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 (the “ Improvements ”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “ Equipment ” and, together with the Land and the Improvements, the “ Facility ”); and (D) the sub sub-lease of the Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.
3.	Type of Financial Assistance Requested:	Exemption from Sales and Use taxes on purchases and rentals of goods and services relating to the undertaking of the “Project” as described above. Partial Real Property Tax Abatement through a PILOT
4.	Total Amount of Project:	\$6,881,200
5.	Benefited Project Amount:	\$6,881,200
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 and Estimated Net Exemption from PILOT	30 Year PILOT Real property tax exemption of \$778,364* Proposed 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 \$933,885.
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:	2053

EXHIBIT B

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY 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 the 23rd day of September, 2021 at 1:30 p.m., local time, in the Public Meeting Room of the Town of Oswegatchie Town Hall, located at 51 State St, Heuvelton, New York 13654 (MASKS ARE REQUIRED WHEN ENTERING THE TOWN HALL), in connection with the following matter:

Join Zoom Meeting

<https://us02web.zoom.us/j/85403255887?pwd=aTJmQWwrMHUrelUvK1FFWXlUcGQ2Zz09>

Meeting ID: 854 0325 5887

Passcode: 266153

Heuvelton Solar LLC, a Delaware limited liability company (the “Company”), has 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”) consisting of: (A) the acquisition of a sub-leasehold interest in a 38+/- acre parcel of land, being a portion of a 101.5 acre parcel of land, located at 400 Taylor Road, Town of Oswegatchie, St. Lawrence County, New York (the “Land”); (B) the installation on approximately 38+/- acres of 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 (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; (ii) an exemption from mortgage recording taxes and (iii) 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 at the above stated place and 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. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Project. 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 rwilliams@slcida.com and must be received no later than 10:00 am on day prior to Public Hearing. A transcript of the public hearing will be made available at a later date.

Please check the meeting information posted on the Agency website for further instructions to access the meeting (and for confirmation of In-Person or Remote Only), and to find copies of the application and the cost benefit analysis. (www.slcida.com).

DATED: September 8, 2021

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT C

**REPORT OF PUBLIC HEARING
MINUTES OF PUBLIC HEARING HELD ON September 23, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: Heuvelton Solar, LLC (EDF Solar)**

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 1:30 PM, local time on September 23, 2021, in the Public Meeting Room of the Town of Oswegatchie Town Hall, located at 51 State Street, Heuvelton, New York 13654 and stated that the meeting is also streaming live via Zoom and minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/85403255887?pwd=aTJmQWwrMHUrelUvK1FFWXlUcGQ2Zz09>

Meeting ID: 854 0325 5887

Passcode: 266153

Public in Attendance: None

Mr. Williams Notes:

This Public Hearing is both in-person and streaming live via zoom.

Heuvelton Solar, 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 101.5 acre parcel of land located at 400 Taylor Road in the Town of Oswegatchie (2) the installation on approximately 38 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, which may include (1) an exemption from state and local sales and use tax with respect to the construction and renovation (2) exemption from mortgage recording taxes, transfer taxes (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 comment made for or against the project.

There being no comments the Public Hearing closes at 1:44 pm.

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 Heuvelton Central School District

Taxable Status Date: March 1, 2022

Tax Year Beginning: School District 2023/2024

Town and County 2023

\$5,000 per MW for Year 1, resulting in \$25,000 to the School District, Town and County, on a pro rata basis.

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	2023/2024	2023	\$25,000.00
2	2024/2025	2024	\$25,500.00
3	2025/2026	2025	\$26,010.00
4	2026/2027	2026	\$26,530.00
5	2027/2028	2027	\$27,061.00
6	2028/2029	2028	\$27,602.00
7	2029/2030	2029	\$28,154.00
8	2030/2031	2030	\$28,717.00
9	2031/2032	2031	\$29,291.00
10	2032/2033	2032	\$29,877.00
11	2033/2034	2033	\$30,475.00
12	2034/2035	2034	\$31,084.00
13	2035/2036	2035	\$31,706.00
14	2036/2037	2036	\$32,340.00
15	2037/2038	2037	\$32,987.00
16	2038/2039	2038	\$33,647.00
17	2039/2040	2039	\$34,320.00
18	2040/2041	2040	\$35,006.00
19	2041/2042	2041	\$35,706.00
20	2042/2043	2042	\$36,420.00
21	2043/2044	2043	\$35,692.00
22	2044/2045	2044	\$34,978.00
23	2045/2046	2045	\$34,278.00
24	2046/2047	2046	\$33,593.00

25	2047/2048	2047	\$32,921.00
26	2048/2049	2048	\$32,263.00
27	2049/2050	2049	\$31,617.00
28	2050/2051	2050	\$30,985.00
29	2051/2052	2051	\$30,365.00
30	2052/2053	2052	\$29,758.00