



Minutes of the
County of Lewis Industrial Development Agency
June 6, 2019
7642 N. State St.
Lowville, New York

Chairman Joe Lawrence called the meeting to order at 8:05am.

Board Members Present: Joseph Lawrence, Jared Thisse, Christina Schneider, Thomas Gillette, Ron Burns (8:27), Gagan Singh

Board Members Excused: Gerald Cayer

Others Present: Brittany Davis, Cheyenne Steria, Eric Virkler, Ryan Piche, Larry Dolhof, Kevin McArdle, Dominic Giordano, Marguerite Wells

Items for Approval

- **The minutes** of the May 2, 2019 meeting were approved upon a motion made by Thomas Gillete and seconded by Jared Thisse. Motion carried with Christina Schneider recusing herself. Finance and Governance committee notes were also reviewed.
- **The Financial Report** (Balance Sheet, Profit & Loss) for the month of May 2019 were approved upon a motion made by Gagan Singh and seconded by Christina Schneider. Motion carried.
- An inducement resolution was passed to officially take action towards issuance of financial assistance to **US Light Energy** for their Denmark solar array project. Motion by Ron Burns and seconded by Thomas Gillete. Motion carried. A roll call vote was held and duly recorded with all present voting in favor.
 - There was discussion surrounding how the Community Fund might apply to this.
 - There was discussion on the difference between Retail and Wholesale energy projects and local Sales Tax Exemption. The Board would like to move forward with policy development to differentiate between retail and wholesale energy and the need for sales tax exemptions.
- The Governance Committee recommended two new policies for approval by the Board. The *Uniform Project Evaluation Policy* and *Project Recapture and Termination Policy*.
 - The *Uniform Project Evaluation Policy* was approved upon a motion made by Christina Schneider and seconded by Jared Thisse.
 - The *Project Recapture and Termination Policy* was approved upon a motion made by Jared Thisse and seconded by Christina Schneider.

Agenda Items for the Month

- Number 3 Wind
 - Attorney Joe Scott from Hodgson Russ participated in this discussion by telephone. Mr. Scott provided guidance regarding timing of the Sales Tax Exemption review process and PILOT review process.

- Marguerite Wells outlined the reason for Invenergy's ask to pursue the Sales Tax Exemption approval before the PILOT approval.
 - The Wyoming County model of Community Agreements versus PILOT Agreements was discussed.
 - A resolution was passed to allow scheduling of a Public Hearing regarding Sales Tax Exemption for the Number 3 Wind Project by Invenergy. Motion by Thomas Gillette, seconded by Ron Burns. Discussion followed. Motion carried. A roll call vote was held and duly recorded with all present voting in favor.
 - BOL Chairman Larry Dolhof noted that the Community Fund concept discussion started during the Deer River Wind.
 - A Community Fund Committee will be formed to work on format and form of the Community Fund. The Finance Committee will work on negotiations on the financial incentive package for Number 3 Wind.
- Duke Energy application and next steps
 - Director Eric Virkler noted a project application has been received from Duke Energy for a project in the Town of Leyden. Mr. Virkler asked if the Board would like to follow the same process for negotiations for incentives as we are doing with Number Three wind, with the IDA leading the negotiations. The Board does wish to follow the same method.
- Center for Business Updates
 - Cheyenne Steria gave an update.
- Harrisville property
 - Mr. Lapinski has signed the sale agreements and Company, McArdle and Randall are holding those documents pending signature by other parties.
 - The lead and asbestos survey identified some minor issues to the tune of \$10,000+/- . Other quotes are being sought. How/who funds that is to be determined.

Committee Meetings

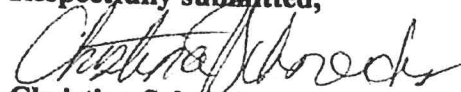
- Governance – TBD
- Finance – June 25, 2019 – 8 AM

Regular Board Meeting

- June 27, 2019 – 8 AM

A motion to adjourn was made at 10:00 by Jared Thisse, seconded by Thomas Gillette and approved.

Respectfully submitted,


 Christina Schneider
 Secretary/Treasurer

MINUTES OF MEETING AND RESOLUTION (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on June 6, 2019 at 8:00 AM local time.

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

Present: Joseph Lawrence, Jared Thisse, Christina Schneider, Gagan Singh, Ron Burns, Thomas Gillette

Absent: Jerry Cayer

In the course of the meeting the Board discussed the status of the Solitude Solar LLC (DBA U.S. Light Energy) project, including (a) the status of negotiations involving the County of Lewis, the Town of Denmark, the Carthage Central School District, relative to potential real property tax, sales tax and mortgage tax exemptions, and (b) previous Town of Denmark environmental review and findings with regard to the project.

Subsequently, on motion duly made and seconded during the course of the meeting the following resolution was placed before the members of the County of Lewis Industrial Development Agency:

RESOLUTION TAKING OFFICIAL ACTION TOWARDS THE ISSUANCE OF FINANCIAL ASSISTANCE TO SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY FOR THE PURPOSE OF THE DEVELOPMENT IN THE TOWN OF DENMARK, LEWIS COUNTY, NEW YORK OF A SOLAR ENERGY FACILITY, INCLUDING SOLAR PANEL ARRAYS AND RELATED INFRASTRUCTURE; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING PUBLIC HEARINGS WITH RESPECT TO SUCH FINANCING.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended and codified as Section 903 of the General Municipal Law (the "Act"), the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY (the "Agency") was created with the authority and power to own, lease and sell property and to issue its bonds as authorized by the Act; and

WHEREAS, SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY (the "Company") has 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 (the "Project") consisting of: (A) the acquisition, construction and operation of a 7.4 MW DC/5 MW AC photovoltaic community solar project (the "Project") on lands owned by Steven J. Gallagher and Sue Ann Gallagher located at 11057 NYS Route 26 in the Town of Denmark, Lewis County, N.Y. (the "Land") with the electrical interconnect from the PV solar array via an overhead line connecting

to existing lines along NYS Route 26 for the purpose of operating a solar energy facility on land in the Town of Denmark, Lewis County, New York and (B) the acquisition and installation of machinery, equipment and other tangible personal property in, upon and around the Improvements and the Land (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A and B above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (1) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Improvements or constituting Equipment, (2) the retention of title to or a leasehold interest in the Facility by the Agency for a period of time so as to enable the Company to (a) enter into an agreement regarding payments in lieu of real property taxes (a "PILOT Agreement") with the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Project and the Facility, and (b) securing exemption from the payment of mortgage tax with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Agency) to secure bonds or notes executed by the Company for purpose of obtaining financing for some or all of the costs of the Project; and

WHEREAS, the Town of Denmark, as lead agency, (1) on May 7, 2019 accepted an environmental impact statement prepared with respect to the Project as the final environmental impact statement with respect thereto, pursuant to New York's State Environmental Quality Review Act and regulations promulgated pursuant thereto ("SEQRA"), and (2) on May 7, 2019 adopted a statement of findings and decision relative to the environmental impact statement as the lead agency written findings statement relative to the Project, as required by SEQRA;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby adopts the SEQRA findings statement of the Town of Denmark as the Agency's written findings statement relative to the Project; and

Section 2. Based upon the representations made by the Company to the Agency in the Company's application, and otherwise, and based also on a review of the Project concept and plans by the members of the Agency, the Agency hereby finds and determines that:

- (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) It is desirable and in the public interest for the Agency to (i) acquire title to or a leasehold interest in the Improvements, the Land and the Equipment, (ii) sell or sublease the Agency's interest in the Improvements, the Land and the Equipment to the Company pursuant to an agreement or agreements to be negotiated, and (iii) make available to the Company the other elements of the Financial Assistance; and

- (C) The Agency has the authority to take the actions contemplated herein under the Act; and
- (D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Lewis County, generating municipal revenues, and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

Section 3. The immediate granting of Financial Assistance for the Project up to, but not in excess of, \$99,999 without prior public hearing is within the prerogative of the Agency under the Act, is warranted to enable the Company to proceed expeditiously with the Project, and is hereby authorized in the form of exemption from state and local sales and use taxes up to, but not in excess of, \$99,999; and

Section 4. The granting of other contemplated Financial Assistance for the Project shall be subject to:

- (A) The conducting of all necessary public hearings relating to the Project, the Facility, and the proposed Financial Assistance which are required by the Act;
- (B) Agreement by the Agency and the Company, with input from the affected taxing jurisdictions, on mutually acceptable terms for the PILOT Agreement.

Section 5. From and after the adoption of this Resolution, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for or contemplated herein on the part of the Agency, and the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution, such documents to be in form and substance acceptable to them and to Kevin M. McArdle, Agency counsel; and

Section 6. The chairman of the Agency is hereby empowered on its behalf to schedule such public hearings of the Agency with regard to the Project, including any associated with the Agency's entry into the PILOT Agreement, as are required by the Act.

Section 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

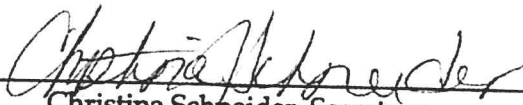
Section 8. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote of the

members on roll call, and the result was as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Joseph Lawrence	[x]	[]	[]	[]
Ron Burns	[x]	[]	[]	[]
Christina Schneider	[x]	[]	[]	[]
Jared Thisse	[x]	[]	[]	[]
Gagan Singh	[x]	[]	[]	[]
Jerry Cayer	[]	[]	[]	[]
Thomas Gillette	[x]	[]	[]	[x]

The Resolution was thereupon duly adopted.



Christina Schneider, Secretary

**PUBLIC HEARING RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Center for Business, 7840 State Route 26, Lowville, NY on June 6, 2019 at 8:05 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Jared Thisse	Vice Chairman
Christina Schneider	Secretary
Gagan Singh	Member
Ron Burns	Member
Thomas Gillette	Member

ABSENT:

Jerry Cayer	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Erik Virkler	Director of Economic Development
Cheyenne Steria	Finance Technical Specialist
Brittany Davis	Marketing Specialist
Tim Petersen	Business Development Specialist

The following resolution was offered by Thomas Gillette, seconded by Ron Burns, to wit:

Resolution No. 19-09

RESOLUTION AUTHORIZING THE DIRECTOR OF ECONOMIC DEVELOPMENT OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NUMBER THREE WIND LLC.

WHEREAS, County of Lewis Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 62 of the 1973 Laws of New York, as amended, constituting Section 902-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities,

health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Number Three Wind 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) (1) the acquisition of an interest or interests in approximately various parcels of land generally located in the Towns of Lowville and Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: wind turbine generators, improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Director of Economic Development of the Agency, after consultation with the members of the Agency, Agency Counsel and Agency Special Counsel, (A) to establish the time, date and place for a public hearing, or public hearings, of the Agency to hear all persons interested in the Project (for convenience, hereinafter referred to as the "Public Hearing"); (B) to cause the Public Hearing to be held in a town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented

at such Public Hearing (the "Report") to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Director of Economic Development of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Director of Economic Development of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

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

Joe Lawrence	VOTING	YEA
Jared Thisse	VOTING	YEA
Christina Schneider	VOTING	YEA
Gagan Singh	VOTING	YEA
Ron Burns	VOTING	YEA
Thomas Gillette	VOTING	YEA

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 6, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates 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"), 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 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of June, 2019.


Secretary/Treasurer

(SEAL)