

CLOSING ITEM NO.: B-1

GENERAL CERTIFICATE
OF
COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

This certificate is made in connection with the execution by County of Lewis Industrial Development Agency (the “Agency”) of a lease agreement dated as of October 1, 2022 (the “Lease Agreement”) by and between Martinsburg CSG LLC (the “Company”) and the Agency, the Memorandum of Lease Agreement, the Underlying Lease, the Memorandum of Underlying Lease, the Payment in Lieu of Tax Agreement, the Uniform Agency Project Agreement, the Section 875 GML Recapture Agreement, (as each of said documents is defined in the Lease Agreement) and any other document to be executed by the Agency (all of the preceding documents being collectively referred to as the “Agency Documents”) in connection with the undertaking by the Agency of a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 65.30 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.210) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3.02 MWdc community solar photovoltaic facility, including 5,512 solar panels, inter-row spacing and equipment space, screw driven racking posts, 18 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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 sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement.

Capitalized terms used herein which are not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement except that, for purposes of this certificate, (A) all definitions with respect to any document shall be deemed to refer to such document only as it exists as of the date of this certificate and not as of any future date, and (B) all definitions with respect to any Person shall be deemed to refer to such Person only as it exists as of the date of this certificate and not as of any future date or to any successor or assign.

THE UNDERSIGNED OFFICER OF THE AGENCY HEREBY CERTIFIES THAT:

1. I am an officer of the Agency and am duly authorized to execute and deliver this certificate in the name of and on behalf of the Agency.

2. The Agency is a corporate governmental agency constituting a public benefit corporation of the State of New York (the “State”) duly established under 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 Laws of 1973 of the State, as amended, constituting Section 902 of said General Municipal

Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act"). A copy of Chapter 62 of the Laws of 1973 of the State is attached hereto as Exhibit A.

3. The Agency (A) has full legal power and authority to own its Properties, conduct its business, execute, deliver and perform its obligations under each of the Agency Documents and (B) has taken all actions and obtained all approvals required in connection therewith by the Act and any other applicable laws and regulations.

4. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing and research facilities, including commercial facilities, and the Agency has the power to acquire, construct, reconstruct, lease, sell, improve, maintain, equip or furnish certain properties, including commercial facilities.

5. Pursuant to the Act, the governing body of County of Lewis, New York, for whose benefit the Agency was established filed or caused to be filed within six (6) months after the effective date of such Chapter 62 of the Laws of 1973 of the State, in the office of the New York State Department of State, Miscellaneous Records Unit, the Certificate of Establishment of the Agency pursuant to Section 856(1)(a) of the New York General Municipal Law. The Certificate of Establishment of the Agency described in the preceding sentence also named the members and officers of the Agency as appointed by the governing body of County of Lewis, New York. Attached hereto as Exhibit B is a certified copy of said Certificate of Establishment of the Agency and certificates of appointment relating to all of the current members of the Agency.

6. The current members and officers of the Agency are as follows: Joe Lawrence, Chairman; Gagan Singh, Vice Chairman; Ronald Burns, Member; Herb Frost, Member; Tom Gillette, Member; McKenzie Lehman, Member; Darlene Rowsam, Member. The foregoing named individuals constitute all of the members of the Agency; each of such individuals was and is duly appointed, qualified and acting as such member; each of such individuals who is indicated as an officer of the Agency was and is duly elected or appointed, qualified and acting as such officer; and each of such individuals has been a member of the Agency since at least August 5, 2021.

7. Attached hereto as Exhibit C is a true, correct and complete copy of the by-laws of the Agency, together with all amendments thereto or modifications thereof; and said by-laws as so amended and modified are in full force and effect in accordance with their terms as of the date of this certificate.

8. The execution, delivery and performance of all agreements, certificates and documents required to be executed, delivered and performed by the Agency in order to carry out, give effect to and consummate the transactions contemplated by the Agency Documents have been duly authorized by all necessary action of the Agency. The Agency Documents are in full force and effect on and as of the date hereof, and no authority for the execution, delivery or performance of the Agency Documents has been repealed, revoked or rescinded.

9. The execution, delivery and performance of the Agency Documents, the consummation of the transactions therein contemplated and compliance with the provisions of each by the Agency do not and will not (A) violate the Act or the by-laws of the Agency, (B) require consent under (which has not heretofore been received) or result in a breach of or default under any credit agreement, purchase agreement, indenture, mortgage, deed of trust, commitment, guaranty, lease or other agreement or instrument to which the Agency is a party or by which the Agency may be bound or affected, or (C) conflict with or violate any existing law, rule, regulation, judgment, order, writ, injunction or decree of any government, governmental

instrumentality or court, domestic or foreign, having jurisdiction over the Agency or any of the Property of the Agency.

10. The Agency has duly authorized the taking of and has taken any and all actions necessary to carry out and give effect to the transactions contemplated to be performed on its part by the Agency Documents.

11. Each of the representations and warranties of the Agency contained in each of the Agency Documents is true, accurate and complete on and as of the date of this certificate with the same force and effect as though such representations and warranties were made on and as of the date hereof.

12. There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body pending or, to our knowledge, threatened against or affecting the Agency (nor, to our knowledge, any basis therefor), wherein an unfavorable decision, ruling or finding would adversely affect (A) the transactions contemplated by the Approving Resolution (as hereinafter defined), (B) the validity or the enforceability of the Approving Resolution or the Agency Documents or the transactions contemplated therein, or (C) the existence or organization of the Agency.

13. The Agency Documents have been each duly executed, acknowledged, where appropriate, and delivered on behalf of the Agency by the Chairman or Vice Chairman of the Agency; the signature of said officer thereon is the genuine signature of such officer; and said executed Agency Documents are in substantially the same form as the forms thereof presented to the members of the Agency and approved by the Approving Resolution.

14. Pursuant to the authorization contained in a resolution adopted by the members of the Agency on June 3, 2021 (the "Public Hearing Resolution"), the Agency authorized the Executive Director to conduct a public hearing with respect to the Project. Attached hereto as Exhibit D is a certified copy of the Public Hearing Resolution.

15. Pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), by resolution adopted by the members of the Agency on August 5, 2021 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on February 3, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project. Attached hereto as Exhibit E is a certified copy of the SEQR Resolution.

16. Attached hereto as Exhibit F is proof of mailing of notice of the public hearing, held with respect to the Project (the "Public Hearing"), to the chief executive officers of the "affected tax jurisdictions" with respect to the Project (as such quoted term is defined in Section 854(16) of the Act).

17. Attached hereto as Exhibit G are proofs of posting of the notice of Public Hearing.

18. Attached hereto as Exhibit H is an affidavit of publication of notice of the Public Hearing.

19. Attached hereto as Exhibit I is the report of the Public Hearing (the "Report").

20. Attached hereto as Exhibit J is a true, correct and complete copy of the resolution of the members of the Agency adopted on August 5, 2021 (the “Approving Resolution”) approving and authorizing execution by the Agency of the Agency Documents. Such Approving Resolution was duly adopted by the members of the Agency, has not been amended or modified since its adoption and is in full force and effect as of the date of this certificate in accordance with its terms.

21. Attached hereto as Exhibit K is a true, correct and complete copy of the resolution of the members of the Agency adopted on June 2, 2022 (the “Resolution Authorizing Change in Project Beneficiary and Increase Benefits”), the Agency agreed, among other changes, to the designation of Martinsburg CSG LLC (the “Company”) as the Company to undertake the completion of the Project.

22. The Agency is not contemplating instituting bankruptcy, insolvency or similar proceedings against itself.

23. The Agency has complied with all of the agreements and satisfied all of the conditions on its part to be performed and satisfied by the terms of the Agency Documents on or prior to the Closing Date.

11th IN WITNESS WHEREOF, I have hereunto set my signature as (Vice) Chairman the Agency this day of October, 2022.

COUNTY OF LEWIS INDUSTRIAL
DEVELOPMENT AGENCY

BY: 
(Vice) Chairman

The undersigned, Kevin McArdle, counsel for the Agency, hereby certifies that the signature of the officer of the Agency subscribed to and contained in the foregoing General Certificate of the Agency is true and genuine.


Kevin McArdle

EXHIBIT A

CHAPTER 62 OF THE LAWS OF 1973

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 18, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

LAWS OF NEW YORK.—By Authority

CHAPTER 62

LAWS OF NEW YORK.—By Authority

CHAPTER 62

AN ACT to amend the general municipal law, in relation to creating and establishing the county of Lewis industrial development agency, and providing for its functions, powers and duties

Became a law March 13, 1973, with the approval of the Governor. Passed on Home Rule request pursuant to Article IX, section 2(b)(2) of the Constitution, by a majority vote, three-fifths being present

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The general municipal law is hereby amended by inserting in title two of article eighteen-A, a new section, to be section nine hundred two-a, to read as follows:

§ 902-a. *County of Lewis industrial development agency.*

For the benefit of the county of Lewis and the inhabitants thereof, an industrial development agency, to be known as the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies and provided that the exercise of the powers by such agency with respect to the acquisition of real property whether by purchase, condemnation or otherwise, shall be limited to the corporate limits of the county of Lewis and such agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. Its members shall be appointed by the governing body of the county of Lewis. The agency, its members, officers and employees and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.

§ 2. This act shall take effect immediately.

EXPLANATION — Matter in *italics* is new; matter in brackets [] is old law to be omitted.

STATE OF NEW YORK } ss:
Department of State }

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

JOHN P. LOMENZO
Secretary of State

EXHIBIT B

CERTIFICATE OF ESTABLISHMENT OF THE AGENCY AND
CERTIFICATES OF APPOINTMENT OF CURRENT MEMBERS

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 18, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
ESTABLISHMENT
OF
LEWIS COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

THIS IS TO CERTIFY that the Lewis County Industrial Development Agency has been established by special act of the New York State Legislature, and the following is set forth pursuant to Section 856 of the New York State Industrial Development Agency Act:

(1) The special act establishing the Agency was passed March 13th, 1973 by Chapter 62 of the Laws of 1973, which became effective March 13th, 1973.

(2) The name of the agency is: Lewis County Industrial Development Agency.

(3) The names of the members of the Agency, their chairman, and their terms of office are as follows:

<u>Name</u>	<u>Term of Office</u>
Everett P. Ingalls, Chairman	To serve at the pleasure of Lewis County Board of Legislators
Paul C. Merz, Member	To serve at the pleasure of Lewis County Board of Legislators
Samuel R. Phillips, Member	To serve at the pleasure of Lewis County Board of Legislators
Donald Hunt, Member	To serve at the pleasure of Lewis County Board of Legislators
Paul Forte, Member	To serve at the pleasure of Lewis County Board of Legislators

(4) The facts establishing the need for such Agency in the municipality are as follows: It is in the best interests of the County of Lewis and the residents thereof to have an industrial

development agency created in and for our County. The economy of Lewis County is strongly based on agricultural pursuits and industries that are wood and forestry related. It is important to said economy of this County than such an agency be created, not only to aid said agricultural pursuits and wood and forestry related industries, but also to generally promote, develop, encourage and assist in the acquiring, reconstructing, constructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial and research facilities including industrial pollution control facilities, thereby advancing the job opportunities, health, general prosperity and economic welfare of the people of the County of Lewis and improving their standard of living.

THE BOARD OF LEGISLATORS OF THE
COUNTY OF LEWIS

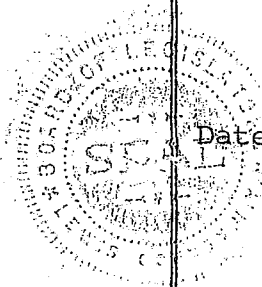
BY:

Harold E. Kotel
CLERK

Dated: June 8th, 1973

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 13 1973

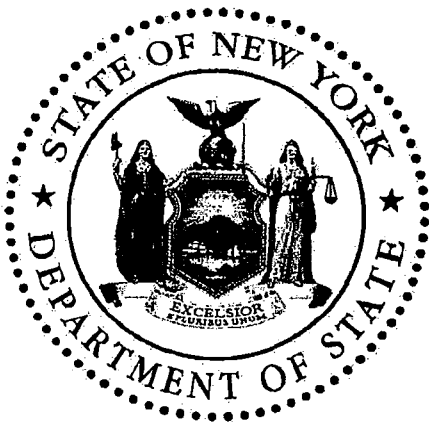
James P. ...
Secretary of State



STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE

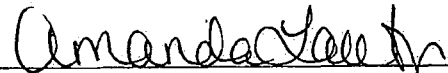
THIS is to certify that

JOSEPH LAWRENCE

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
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DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

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STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE


THIS is to certify that

GAGAN SINGH

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

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WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
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COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
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MAR 03 2022

DEPARTMENT OF STATE

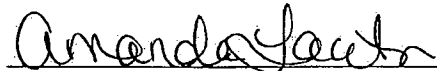
THIS is to certify that

RONALD BURNS

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

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WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

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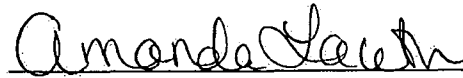
THIS is to certify that

HERB FROST

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.



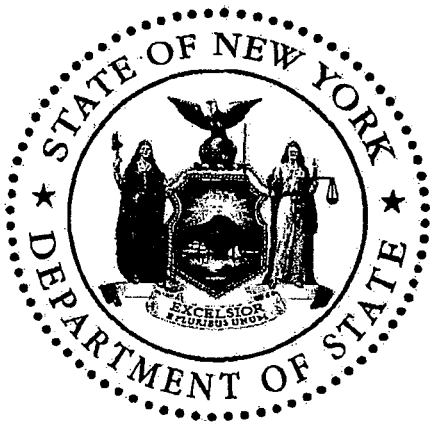
Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
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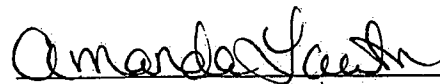
THIS is to certify that

THOMAS GILLETTE

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
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MAR 03 2022

DEPARTMENT OF STATE

THIS is to certify that

MCKENZIE LEHMAN

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.

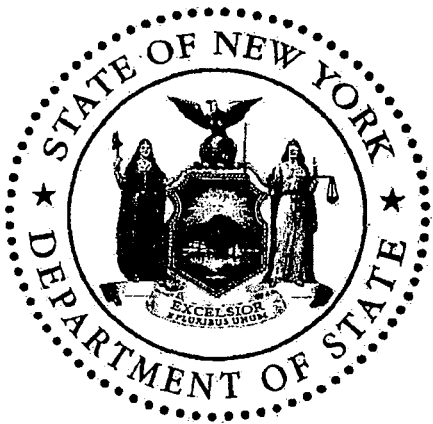


Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
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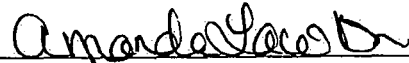
THIS is to certify that

DARLENE ROWSAM

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

EXHIBIT C
BY-LAWS OF THE AGENCY



Board Approval 06-03-21	Subject: BYLAWS Date: 10/18/84 Revised: 04/01/21 Previous Revisions: 10/16/90, 11/10/11, 12/1/11, 04/04/17, 05/07/20
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ARTICLE I - THE AGENCY

Section 1. NAME. The name of the Agency shall be “County of Lewis Industrial Development Agency” (LCIDA) as established by General Municipal Law Section 902-a.

Section 2. OFFICE OF THE AGENCY. The office of the Agency shall be at 7840 NYS Route 26, Lowville, New York 13367, but the Agency may change such office or have such other offices at such other places as the Agency may from time to time designate by resolution.

Section 3. FISCAL YEAR. The fiscal year of the Agency shall commence on the first day of June each year and end on the last day of May.

ARTICLE II – THE BOARD

Section 1. POWER OF THE BOARD AND QUALIFICATIONS OF MEMBERS. This Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. The Board and its Members shall have all the powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, N.Y. General Municipal Law Article 18A (the “IDA Act”), N.Y. General Municipal Law Section 925, the Public Authorities Accountability Act of 2005 (the “PAAA”), the Public Authorities Reform Act of 2009 (“PARA”), the N.Y. General Municipal Law (the “N.Y. GML”), New York Public Officers Law (the “N.Y. POL”), and other New York State Laws that are applicable to the Agency (collectively, with the IDA Act, N.Y. GML Section 925, the PAAA, PARA, the NY GML and the NY POL (“Applicable Law”).

Section 2. NUMBER OF BOARD MEMBERS AND TERM OF OFFICE.

- (A) The Board shall consist of not less than three (3) nor more than seven (7) Members, appointed by the County Legislature (the “Appointing Authority”). Each Member shall serve at the pleasure of the Appointing Authority and continue to hold office until his or her successor is appointed and has been qualified. Members must be residents of Lewis County. As used in this Article, “entire Board” means the total number of Members who have been appointed by the Appointing Authority and entitled to vote which the Agency would have if there were no vacancies.
- (B) No Member of the Board, including the Chair, shall serve as the Agency’s Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, or hold any other equivalent executive position or office while also serving as a Member of the Board.
- (C) In compliance with New York Public Officers Law Section 2825, the majority of the Members of the Board shall be Independent Members as such term is defined in Public Officers Law Section 2825.

ARTICLE III – BOARD OFFICERS

Section 1. OFFICERS. The officers of the Agency shall be a Chairperson, Vice Chairperson, Secretary/Treasurer.

Section 2. CHAIRPERSON. The Chairperson shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairperson shall sign all agreements, contracts, deeds and any other instruments of the Agency. At each meeting the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Agency.

Section 3. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Agency shall appoint a new Chairperson.

Section 4. SECRETARY. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

Section 5. TREASURER. The Treasurer shall oversee the care and custody of all funds of the Agency. The Treasurer, or board approved designee, shall sign all instruments of indebtedness, all orders, and all checks for the direction of the Agency. As designated by agency policy, all disbursements over \$5,000 shall be counter-signed by a second authorized individual. The Treasurer shall oversee, with the agencies accountant, the regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of transactions and of the financial condition of the Agency.

Section 6. ADDITIONAL DUTIES. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the bylaws of the Agency, or by the rules and regulations of the Agency.

Section 7. APPOINTMENT OF OFFICERS. All officers of the Agency, except the first Chairperson, shall be appointed at the annual meeting of the Agency from among the members of the Agency and shall hold office for one year or until the successors are appointed. The first appointments of Vice-Chairperson, Secretary and Treasurer may be made, by the Agency, at any special or regular meeting of such Agency, and shall hold office until the first annual meeting, or until successors are appointed. Only the Chairperson and the Vice-Chairperson of the Agency must be members thereof.

Section 8. VACANCIES. Should any office become vacant, the Agency shall appoint a successor at the next regular or special meeting and such appointment shall be for the unexpired term of said office.

Section 9. EXECUTIVE DIRECTOR. An Executive Director may be appointed by the Agency and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. He/she shall be charged with the management of all projects of the Agency.

Section 10. ADDITIONAL PERSONNEL. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, including the Executive Director shall be determined by the Agency, subject to the laws of the State of New York.

Section 11. INSURANCE. Officers' and Directors' liability insurance shall be provided through the Agency as authorized and approved by the Board. To the extent permitted by law, such insurance may insure the Agency for any obligation it incurs or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Agency for liabilities against which they are not entitled to indemnification as well as for liabilities against which they are entitled or permitted to be indemnified by the Agency.

Section 12. TRAINING. All Directors shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. All Directors of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Agency and adhere to the highest standards of responsible governance.

ARTICLE III - MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Agency shall be held at the first meeting of the fiscal year.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors will be held on a monthly basis at a date, time and place determined by the Board of Directors.

Section 3. SPECIAL MEETINGS. The Chairperson of the Agency may, when he/she deems necessary, call a special meeting of the Agency for the purpose of transacting any business required. The call for a special meeting may be delivered to each member of the Agency or may be mailed, or emailed, to each member of the Agency at least two days prior to the date of the special meeting. An agenda and actions at a special meeting will be conducted the same as any regular meeting of the Agency.

Section 4. QUORUM. At all meetings of the Agency a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. ORDER OF BUSINESS. The order of business at all regular and special meetings shall be determined by the Chairperson.

Section 6. MANNER OF VOTING. At all meetings of the Agency, members shall be physically present for a valid vote. An action may be taken only by means of an affirmative vote of the majority of the total membership of the Agency, notwithstanding absences or vacancies.

ARTICLE IV - AGENCY COMMITTEES

Section 1. GOVERNANCE COMMITTEE. The Governance Committee shall be appointed by the Chairperson and approved by the Board of Directors. The Governance Committee shall keep the Agency informed of current best governance practices, review corporate governance trends, update the Agency's corporate governance principles, examine ethical and conflicts of interest issues, perform full Board self-evaluations, review by-laws and make recommendations, and advise the Appointing Authority on the skills and experience required of potential members.

Section 2. AUDIT COMMITTEE. The Audit Committee shall be appointed by the Chairperson and approved by the Board of Directors. The purpose of the committee is to (a) assure that the authority's board fulfills its responsibilities for the authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (b) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors. The Audit Committee shall be comprised of at least 3 members.

Section 3. FINANCE COMMITTEE. The Finance Committee shall be appointed by the Chairperson and approved by the Board of Directors. It will review the Agency's

budgets, proposals, contracts and LCIDA assisted transactions, such as PILOT agreements, sales tax exemptions and mortgage tax exemptions. The Committee shall be composed of no less than three and no more than five members.

Section 4. PROJECTS COMMITTEE. The Projects Committee shall be appointed by the Chairperson and approved by the Board of Directors. The purpose of the projects committee is to review economic development projects, such as property redevelopments, workforce development initiatives, and community development projects where the LCIDA involvement is necessary. At least one board member shall be assigned to the Projects Committee as committee chair, with other internal members serving at their will.

Section 5. LOAN REVIEW COMMITTEE. The Loan Review Committee shall be appointed by the Chairperson and approved by the Board of Directors. The purpose of the Loan Review Committee is to review applications and business plans to make recommendations to the Board of Directors for loans. . Members of the Committee can consist of internal and external members.

Section 6. AD HOC COMMITTEES. The Chairperson, or by vote of a majority of members, may appoint such additional committees as the Chairperson of members shall deem appropriate. Members can consist of internal and external members.

Section 7. COMMITTEE PROCEDURES.

- (A) Meetings of committees, shall be held at such time and place as shall be fixed by the chair of such committee.
- (B) A quorum of any committee shall consist of a majority of members of that committee.
- (C) The Executive Director shall attend all committee meetings, if required, and make such reports and recommendations as the Executive Director or the committee deem necessary or advisable.

ARTICLE V – ANNUAL INDEPENDENT AUDIT

Section 1. ANNUAL INDEPENDENT AUDIT. The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the IDA Act, the PAAA, the N.Y. GML and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee.

ARTICLE VI – COMPENSATION

Section 1. COMPENSATION. The Directors shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out of pocket expenses, which they incur to fulfill their duties as Directors.

ARTICLE VII - AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS. The bylaws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all member of the Agency.

CERTIFICATE
AS TO BY-LAWS OF AGENCY

I, _____, Secretary of the County of Lewis Industrial Development Agency, DO HEREBY CERTIFY that I am the Secretary of the County of Lewis Industrial Development Agency (the "Agency") and custodian of the records of such Agency. I do further certify that a true and correct copy of the By-Laws of the Agency, which have been in effect from prior to June 4, 1984 through the date of this certificate, is attached hereto.

Given under my hand of the Agency, this _____.

COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY

Secretary

EXHIBIT D
PUBLIC HEARING RESOLUTION

**PUBLIC HEARING RESOLUTION
NY SOLAR ONE, LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the “Agency”) was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ronald Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Gagan Singh, seconded by Darlene Rowsam, to wit:

Resolution No. 0621-01

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 NY SOLAR ONE, 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, NY Solar One, LLC, a New York State 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 in a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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, 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 Executive Director of Economic Development of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) that due to the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo, during the novel Coronavirus (COVID-19) pandemic, to establish the time, date and electronic method of either conference call or webinar of conducting a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); provided,

however, when the ban is lifted or the Executive Orders are rescinded, the Chief Executive Officer shall establish the time, date and place for the Public Hearing, which Public Hearing will be held in a city, town or village where the Project Facility is or is to be located, (B) 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 city, 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 Executive 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 Executive 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	YES
Gagan Singh	VOTING	YES
Ronald Burns	VOTING	ABSENT
Jerry Cayer	VOTING	ABSENT
Tom Gillette	VOTING	RECUSE
McKenzie Lehman	VOTING	YES
Darlene Rowsam	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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

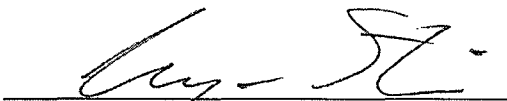
I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on June 3, 2021 with 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") except as modified by Executive Order 202.1, as supplemented, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 17 day of June, 2021.


KRISTEN F. AUCTER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



(Assistant) Secretary

(SEAL)

EXHIBIT E
SEQR RESOLUTION

**SEQR RESOLUTION
NY SOLAR ONE, LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on August 5, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

ABSENT:

Jerry Cayer	Member
Ronald Burns	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Darlene Rowsam, seconded by Gagan Singh, to wit:

Resolution No. 0821- 01

RESOLUTION ACCEPTING THE DETERMINATION BY THE TOWN OF MARTINSBURG PLANNING BOARD TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE NY SOLAR ONE, LLC PROJECT AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO.

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, in May, 2021, NY Solar One, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to 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 a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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, by resolution adopted by the members of the Agency on June 3, 2021 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of Economic Development of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 21, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on June 22, 2021 on a bulletin board located at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and on the Agency’s website; (C) caused notice of the Public Hearing to be published on June 24, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of the Town of Martinsburg, Lewis County, New York; (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on July 6, 2021 at 3:00 o’clock p.m., local time via electronically and in-person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road located in the Town of Martinsburg, Lewis County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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 (A) Town of Martinsburg Planning Board (the "Planning Board") was designated to act as the "lead agency" with respect to the Project and (B) on February 3, 2021 the Planning Board determined that that the Project is a "Type I action" which will not have a "significant effect on the environment" and, therefore, that an "environmental impact statement" is not required to be prepared with respect to the Project and issued a negative declaration with respect thereto (the "Negative Declaration"); and

WHEREAS, at the time that the Planning Board determined itself to be the "lead agency" with respect to the Project, it was not known that the Agency was an "involved agency" with respect to the Project, and, now that the Agency has become an "involved agency" with respect to the Project, the Agency desires to concur in the designation of the Planning Board as "lead agency" with respect to the Project, to acknowledge receipt of a copy of the Negative Declaration and to indicate that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a "significant effect on the environment" pursuant to SEQRA;

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

Section 1. (A) The Agency has received copies of, and has reviewed, the Application, an environmental assessment form prepared by the Company and the Negative Declaration (collectively, the "Reviewed Documents") and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, the Agency hereby ratifies and concurs in the designation of the Planning Board as "lead agency" with respect to the Project (as such quoted term is defined in SEQRA).

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will not have a "significant effect on the environment" pursuant to SEQRA (as such quoted phrase is used in SEQRA).

Section 2. 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	YES
Gagan Singh	VOTING	YES
Ronald Burns	VOTING	ABSENT
Jerry Cayer	VOTING	ABSENT
Tom Gillette	VOTING	RECUSED
McKenzie Lehman	VOTING	YES
Darlene Rowsam	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

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

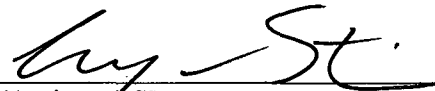
I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 5, 2021 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 30th day of August, 2021.

(SEAL)



(Assistant) Secretary

EXHIBIT F

PROOF OF MAILING OF NOTICE OF PUBLIC HEARING

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

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

The undersigned, being duly sworn, hereby states:

1. That on June 21, 2021, I mailed to the following individuals a copy of a notice of public hearing entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (the "Notice of Hearing") relating to the proposed NY Solar One, LLC Project to be undertaken by County of Lewis Industrial Development Agency for the benefit of NY Solar One, LLC (the "Company"):

Lawrence Dolhof, Chairman
Lewis County Legislature
7660 N State Street
Lowville, New York 13367

Rebecca Dunckel-King, Superintendent of Schools
Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367

7021 0350 0001 4426 9442

7021 0350 0001 4426 9459

Terrence Thisse, Supervisor
Town of Martinsburg
5405 Cemetery Road, PO Box 8
Martinsburg, New York 13404

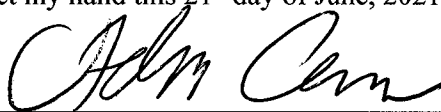
Thomas Schneeberger, Board President
Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367

7021 0350 0001 4426 9466

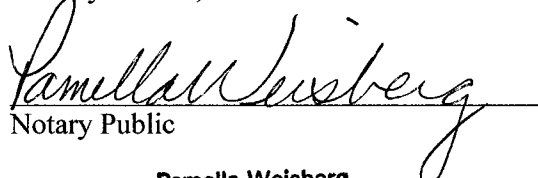
7021 0350 0001 4426 9473

2. That the notice of hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2021.



Sworn to before me this
21st day of June, 2021.



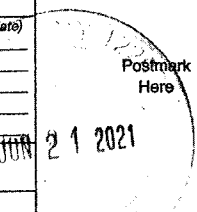
Notary Public

Pamella Weisberg
Notary Public, State of New York
Qualified in Rensselaer County
No. 01WE4943734
Commission Expires October 31, 2022

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<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
Postage	\$.51	
Total Postage and Fees	\$ 6.96	

093011.000061

Send to: Lawrence Dolhof, Chairman
 Lewis County Legislature
 7660 N. State Street
 Lowville, New York 13367

City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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<input checked="" type="checkbox"/> Return Receipt (hardcopy)	\$	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
Postage	\$.51	
Total Postage and Fees	\$ 6.96	

093011.000061

Send to: Rebecca Dunckel-King,
 Superintendent of Schools
 Lowville Academy and Central School
 7668 N. State Street
 Lowville, New York 13367

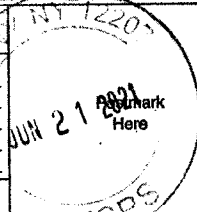
City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
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OFFICIAL USE

Certified Mail Fee	\$ 3.60	 <p>Postmark Here</p>
Extra Services & Fees (check box, add fees as appropriate)	\$ 2.85	
<input checked="" type="checkbox"/> Return Receipt (hardcopy)	\$	
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
Postage	\$.51	
Total Postage and Fees	\$ 6.96	

093011.000061

Send to: Lawrence Thisse, Supervisor
 Town of Martinsburg
 5405 Cemetery Road, PO Box 8
 Martinsburg, New York 13404

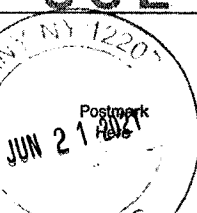
City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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<input type="checkbox"/> Certified Mail Restricted Delivery	\$	
Postage	\$.51	
Total Postage and Fees	\$ 6.96	


093011.000061


Send to: Thomas Schneeberger, Board President
 Lowville Academy and Central School
 7668 N. State Street
 Lowville, New York 13367

City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY																
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> <i>Pete Wargase</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>																
<p>1. Article Addressed to: Lawrence Dolhof, Chairman Lewis County Legislature 7660 N State Street Lowville, New York 13367</p>	<p>B. Received by (Printed Name) <i>PETE WARGASE</i></p> <p>C. Date of Delivery</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>																
 9590 9402 6602 1028 9653 97	<p>3. Service Type</p> <table border="0"> <tr> <td><input type="checkbox"/> Adult Signature</td> <td><input type="checkbox"/> Priority Mail Express®</td> </tr> <tr> <td><input type="checkbox"/> Adult Signature Restricted Delivery</td> <td><input type="checkbox"/> Registered Mail™</td> </tr> <tr> <td><input checked="" type="checkbox"/> Certified Mail®</td> <td><input type="checkbox"/> Registered Mail Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Certified Mail Restricted Delivery</td> <td><input type="checkbox"/> Signature Confirmation™</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery</td> <td><input type="checkbox"/> Signature Confirmation Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery Restricted Delivery</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</td> <td></td> </tr> </table>	<input type="checkbox"/> Adult Signature	<input type="checkbox"/> Priority Mail Express®	<input type="checkbox"/> Adult Signature Restricted Delivery	<input type="checkbox"/> Registered Mail™	<input checked="" type="checkbox"/> Certified Mail®	<input type="checkbox"/> Registered Mail Restricted Delivery	<input type="checkbox"/> Certified Mail Restricted Delivery	<input type="checkbox"/> Signature Confirmation™	<input type="checkbox"/> Collect on Delivery	<input type="checkbox"/> Signature Confirmation Restricted Delivery	<input type="checkbox"/> Collect on Delivery Restricted Delivery		<input type="checkbox"/> Insured Mail		<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)	
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<p>2. Article Number (Transfer from service label) 7021 0350 0001 4426 9442</p>																	
PS Form 3811, July 2020 PSN 7530-02-000-9053	Domestic Return Receipt																

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY																
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> <i>Anna H. Austin</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>																
<p>1. Article Addressed to: Rebecca Dunckel-King Superintendent of Schools Lowville Academy and Central School 7668 N State Street Lowville, New York 13367</p>	<p>B. Received by (Printed Name) <i>Anna H. Austin</i></p> <p>C. Date of Delivery <i>6/23</i></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>																
 9590 9402 6057 0125 7026 89	<p>3. Service Type</p> <table border="0"> <tr> <td><input type="checkbox"/> Adult Signature</td> <td><input type="checkbox"/> Priority Mail Express®</td> </tr> <tr> <td><input type="checkbox"/> Adult Signature Restricted Delivery</td> <td><input type="checkbox"/> Registered Mail™</td> </tr> <tr> <td><input checked="" type="checkbox"/> Certified Mail®</td> <td><input type="checkbox"/> Registered Mail Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Certified Mail Restricted Delivery</td> <td><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery</td> <td><input type="checkbox"/> Signature Confirmation™</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery Restricted Delivery</td> <td><input type="checkbox"/> Signature Confirmation Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</td> <td></td> </tr> </table>	<input type="checkbox"/> Adult Signature	<input type="checkbox"/> Priority Mail Express®	<input type="checkbox"/> Adult Signature Restricted Delivery	<input type="checkbox"/> Registered Mail™	<input checked="" type="checkbox"/> Certified Mail®	<input type="checkbox"/> Registered Mail Restricted Delivery	<input type="checkbox"/> Certified Mail Restricted Delivery	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Collect on Delivery	<input type="checkbox"/> Signature Confirmation™	<input type="checkbox"/> Collect on Delivery Restricted Delivery	<input type="checkbox"/> Signature Confirmation Restricted Delivery	<input type="checkbox"/> Insured Mail		<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)	
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<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)																	
<p>2. Article Number (Transfer from service label) 7021 0350 0001 4426 9459</p>																	
PS Form 3811, July 2015 PSN 7530-02-000-9053	Domestic Return Receipt																

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY																
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> <i>Mary Kelley</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>																
<p>1. Article Addressed to: Terrence Thisse, Supervisor Town of Martinsburg 5405 Cemetery Road, PO Box 8 Martinsburg, New York 13404</p>	<p>B. Received by (Printed Name) <i>Mary Kelley</i></p> <p>C. Date of Delivery <i>6/24/21</i></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>																
 9590 9402 6057 0125 7026 96	<p>3. Service Type</p> <table border="0"> <tr> <td><input type="checkbox"/> Adult Signature</td> <td><input type="checkbox"/> Priority Mail Express®</td> </tr> <tr> <td><input type="checkbox"/> Adult Signature Restricted Delivery</td> <td><input type="checkbox"/> Registered Mail™</td> </tr> <tr> <td><input checked="" type="checkbox"/> Certified Mail®</td> <td><input type="checkbox"/> Registered Mail Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Certified Mail Restricted Delivery</td> <td><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery</td> <td><input type="checkbox"/> Signature Confirmation™</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery Restricted Delivery</td> <td><input type="checkbox"/> Signature Confirmation Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</td> <td></td> </tr> </table>	<input type="checkbox"/> Adult Signature	<input type="checkbox"/> Priority Mail Express®	<input type="checkbox"/> Adult Signature Restricted Delivery	<input type="checkbox"/> Registered Mail™	<input checked="" type="checkbox"/> Certified Mail®	<input type="checkbox"/> Registered Mail Restricted Delivery	<input type="checkbox"/> Certified Mail Restricted Delivery	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Collect on Delivery	<input type="checkbox"/> Signature Confirmation™	<input type="checkbox"/> Collect on Delivery Restricted Delivery	<input type="checkbox"/> Signature Confirmation Restricted Delivery	<input type="checkbox"/> Insured Mail		<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)	
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<p>2. Article Number (Transfer from service label) 7021 0350 0001 4426 9466</p>																	
PS Form 3811, July 2015 PSN 7530-02-000-9053	Domestic Return Receipt																

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Thomas Schmeberg, Board President
Loyale Academy and Central School
7668 State Street
Lowville, New York 13367



9590 9402 6057 0125 7027 02

2. Article Number (Transfer from service label)

70260350 000144269473

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
- Addressee

B. Received by (Printed Name)

Andrew Kline

C. Date of Delivery

6/25/21

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below. No

3. Service Type

- Adult Signature
- Adult Signature Restricted Delivery
- Certified Mail®
- Certified Mail Restricted Delivery
- Collect on Delivery
- Collect on Delivery Restricted Delivery
- Insured Mail
- Insured Mail Restricted Delivery (over \$500)
- Priority Mail Express®
- Registered Mail™
- Registered Mail Restricted Delivery
- Return Receipt for Merchandise
- Signature Confirmation™
- Signature Confirmation Restricted Delivery

PS Form 3811, July 2015 PSN 7530-02-000-9053

Domestic Return Receipt

EXHIBIT A

COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

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

Notice is hereby given that a 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 County of Lewis Industrial Development Agency (the "Agency") on the 6th day of July, 2021 at 3:00 o'clock p.m., local time, in connection the with the NY Solar One, LLC Project, as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via video conference call and in person. Members of the public may attend the Public Hearing by viewing or attending in person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and comment on the Project and the benefits to be granted to NY Solar One, LLC, a New York State limited liability company (the "Company") by the Agency during the Public Hearing by joining the Zoom meeting or calling in:

Join Zoom Meeting

<https://us02web.zoom.us/j/81117511612?pwd=cTlYVjhmVkhVTVMrbmFNSVRhcjRDZz09>

Meeting ID: 811 1751 1612

Passcode: 436383

One tap mobile

+19294362866,,81117511612#,,,,*436383# US (New York)

+13017158592,,81117511612#,,,,*436383# US (Washington DC)

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 a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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

093011.00006 Business 21173231v1

of the County Clerk of Lewis 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.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Minutes of the Public Hearing will transcribed and posted on the Agency's website (www.naturallylewis.com). Additional information can be obtained from, and written comments may be addressed to: Brittany Davis, Executive Director of Economic Development, County of Lewis Industrial Development Agency, 7551 South State Street, Lowville, New York 13367; Telephone: (315) 376-3014. and electronically at brittany@naturallylewis.com.

Dated: June 17, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: 
Brittany Davis
Executive Director of Economic Development

- 2 -

093011.00006 Business 21173231v1

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
7551 South State Street
Lowville, New York 13367
TEL: (315) 376-3014

June 21, 2021

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Lawrence Dolhof, Chairman
Lewis County Legislature
7660 N State Street
Lowville, New York 13367

Rebecca Dunckel-King, Superintendent of Schools
Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367

Terrence Thisse, Supervisor
Town of Martinsburg
5405 Cemetery Road, PO Box 8
Martinsburg, New York 13404

Thomas Schneeberger, Board President
Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367

RE: Notice of Public Hearing
County of Lewis Industrial Development Agency
Proposed NY Solar One, LLC Project

Ladies and Gentlemen:

Pursuant to Section 859-a(3) of the New York General Municipal Law (the Act”), County of Lewis Industrial Development Agency (the “Agency”) hereby informs you that the Agency has received an application (the “Application”) from NY Solar One, LLC, a New York State limited liability company (the “Company”), for financial assistance in connection with a project (the “Project”) proposed to be undertaken by the Agency for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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.

Lawrence Dolhof, Chairman
Terrence Thisse, Supervisor
Rebecca Dunckel-King, Superintendent of Schools
Thomas Schneeberger, Board President
June 21, 2021
Page 2

Enclosed is a notice of a public hearing to be held by the Agency pursuant to Section 859-a(3) of the Act relating to the proposed Project (the "Notice of Hearing"). The financial assistance being contemplated by the Agency in connection with the Project is described in said Notice of Hearing.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY



By: _____
Brittany Davis
Executive Director of Economic Development

Enclosures

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

Notice is hereby given that a 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 County of Lewis Industrial Development Agency (the "Agency") on the 6th day of July, 2021 at 3:00 o'clock p.m., local time, in connection the with the NY Solar One, LLC Project, as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via video conference call and in person. Members of the public may attend the Public Hearing by viewing or attending in person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and comment on the Project and the benefits to be granted to NY Solar One, LLC, a New York State limited liability company (the "Company") by the Agency during the Public Hearing by joining the Zoom meeting or calling in:

Join Zoom Meeting

<https://us02web.zoom.us/j/81117511612?pwd=cTlYVjhmVkhVTVMrbmFNSVRhczRDZz09>

Meeting ID: 811 1751 1612

Passcode: 436383

One tap mobile

+19294362866,,81117511612#,,,,*436383# US (New York)

+13017158592,,81117511612#,,,,*436383# US (Washington DC)

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 a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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 Lewis 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.

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Minutes of the Public Hearing will transcribed and posted on the Agency's website (www.naturallylewis.com). Additional information can be obtained from, and written comments may be addressed to: Brittany Davis, Executive Director of Economic Development, County of Lewis Industrial Development Agency, 7551 South State Street, Lowville, New York 13367; Telephone: (315) 376-3014. and electronically at brittany@naturallylewis.com.

Dated: June 17, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: 
Brittany Davis
Executive Director of Economic Development

EXHIBIT G

PROOFS OF POSTING OF NOTICE
OF THE PUBLIC HEARING

BULLETIN BOARD
AFFIDAVIT OF POSTING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

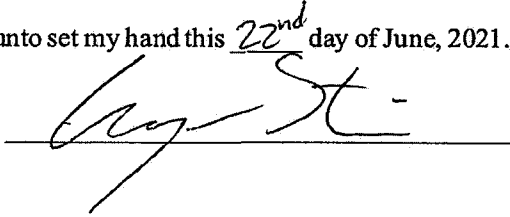
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

The undersigned, being duly sworn, hereby states:

1. That on June 22, 2021, I posted a copy of a notice of public hearing entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (the "Notice of Hearing") relating to the proposed NY Solar One, LLC Project to be undertaken by County of Lewis Industrial Development Agency (the "Agency") for the benefit of NY Solar One, LLC on a public bulletin board located at Cemetery Rd in the Town of Martinsburg, Lewis County, New York.
5405

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such bulletin board.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of June, 2021.



Sworn to before me this
22nd day of June, 2021.

Mary Kelley
Notary Public

MARY KELLEY
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 4989819
Qualified in Lewis County
Commission Expires December 16, 2021

EXHIBIT A
COPY OF THE NOTICE OF HEARING
- SEE ATTACHED -

2025

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

Notice is hereby given that a 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 County of Lewis Industrial Development Agency (the "Agency") on the 6th day of July, 2021 at 3:00 o'clock p.m., local time, in connection with the NY Solar One, LLC Project, as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via video conference call and in person. Members of the public may attend the Public Hearing by viewing or attending in person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and comment on the Project and the benefits to be granted to NY Solar One, LLC, a New York State limited liability company (the "Company") by the Agency during the Public Hearing by joining the Zoom meeting or calling in:

Join Zoom Meeting

<https://us02web.zoom.us/j/81117511612?pwd=cTlYVjhmVkhVTVMrbmFNSVRhcjRDZz09>

Meeting ID: 811 1751 1612

Passcode: 436383

One tap mobile

+19294362866,,81117511612#,,,,*436383# US (New York)

+13017158592,,81117511612#,,,,*436383# US (Washington DC)

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 a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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 Lewis 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.

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Minutes of the Public Hearing will transcribed and posted on the Agency's website (www.naturallylewis.com). Additional information can be obtained from, and written comments may be addressed to: Brittany Davis, Executive Director of Economic Development, County of Lewis Industrial Development Agency, 7551 South State Street, Lowville, New York 13367; Telephone: (315) 376-3014. and electronically at brittany@naturallylewis.com.

Dated: June 17, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: 
Brittany Davis
Executive Director of Economic Development

Instructions for Participating in the Remote Public Hearing with Zoom

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For members of the public who wish to speak at the Public Hearing, the Agency recommends pre-registering by 5:00PM on August 11, 2020 at:

<https://tinycloud.com/1211western>

Members of the public who pre-register will be called on to speak in the order of their registration. Following the testimony of all participating pre-registered speakers, members of the public who wish to speak but did not pre-register, will have the opportunity to speak. Further instructions will be provided at the hearing for members of the public who wish to speak but did not pre-register.

For members of the public who wish to participate in the Public Hearing via telephone, they should use the dial instructions below:

Phone Number: (646) 876-9923
Meeting ID: 858 8346 7794

Dated: July 28, 2020.

CITY OF ALBANY INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Sarah Reginelli
Chief Executive Officer

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

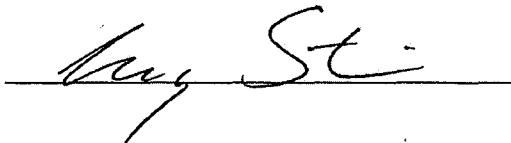
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2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such website.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of June, 2021.



Sworn to before me this
22 day of June, 2021.


Notary Public

KRISTEN F. AUCTER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified In Lewis County
Commission Expires 12/17/2022

EXHIBIT A
COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

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

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+13017158592,,81117511612#,,,,*436383# US (Washington DC)

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Dated: June 17, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: 
Brittany Davis
Executive Director of Economic Development

- 2 -

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Phone Number: (646) 876-9923
Meeting ID: 858 8346 7794

Dated: July 28, 2020.

CITY OF ALBANY INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Sarah Reginelli
Chief Executive Officer

EXHIBIT H

PROOF OF PUBLICATION OF NOTICE
OF THE PUBLIC HEARING

fe1269ba-a192-4065-b1d9-7cf5820ccf40

mmalark@hodgsonruss.com

AFFIDAVIT OF PUBLICATION
Watertown Daily Times

State of New York,

County of Lewis,

The undersigned is the authorized designee of **Alec Johnson**, the publisher of **Watertown Daily Times**, a **Daily** Newspaper published in **Lewis** County, New York. I certify that the public notice, a printed copy of which is attached hereto, was printed and published in this newspaper on the following dates:

June 24, 2021

This newspaper has been designated by the County Clerk of **Lewis** County, as a newspaper of record in this county, and as such, is eligible to publish such notices.



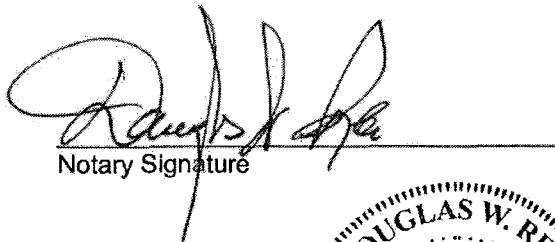
Signature

Eliot T. Putnam

Printed Name

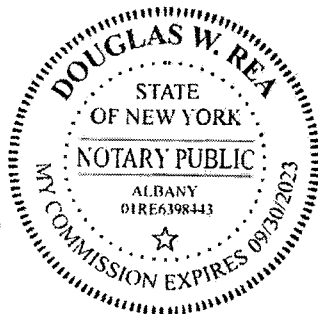
Subscribed and sworn to before me,

This 30 day of June 2021



Notary Signature

Notary Public Stamp



AFFIDAVIT OF PUBLICATION
Watertown Daily Times

NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO Notice is hereby given that a 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 County of Lewis Industrial Development Agency (the "Agency") on the 6th day of July, 2021 at 3:00 o'clock p.m., local time, in connection with the NY Solar One, LLC Project, as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via video conference call and in person. Members of the public may attend the Public Hearing by viewing or attending in person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and comment on the Project and the benefits to be granted to NY Solar One, LLC, a New York State limited liability company (the "Company") by the Agency during the Public Hearing by joining the Zoom meeting or calling in: Join Zoom Meeting <https://us02web.zoom.us/j/81117511612?pwd=cTIYVjhmVkhVTVMrbmFNSVRhcZRDZz09> Meeting ID: 811 1751 1612 Passcode: 436383 One tap mobile+19294362866,,81117511612#,,,,*436383# US (New York)+13017158592,,81117511612#,,,,*436383# US (Washington DC) 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 a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158 MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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 Lewis 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

AFFIDAVIT OF PUBLICATION
Watertown Daily Times

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LEWIS INDUSTRIAL DEVELOPMENT AGENCY
BY: _____
Executive Director of Economic Development

COUNTY OF _____
Brittany Davis

EXHIBIT I
REPORT OF PUBLIC HEARING

Lewis County Industrial Development Agency
Public Hearing for NY Solar One Martinsburg
Town of Martinsburg Municipal Offices | July 6, 2021 | 3:00pm

A public hearing pursuant to Article 18-A of the New York General Municipal Law was held by the Lewis County Industrial Development Agency on Tuesday, July 6, 2021, at 1:00pm.

Present In-Person: Cheyenne Steria (LCIDA)

Present via Zoom: none

Cheyenne Steria opened the public hearing at 3:01pm.

Cheyenne noted for the record that no one was in attendance virtually, via Zoom, or in person and referenced the Notice of Public Hearing posted on the IDA website (naturallylewis.com) and on the Town of Martinsburg Municipal Office bulletin board on June 22, 2021 and in printed in the Journal & Republican on June 23, 2021. The Notice of Public Hearing is attached to these minutes.

Cheyenne Steria closed the Public Hearing at 3:21pm.

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

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Dated: June 17, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: 
Brittany Davis
Executive Director of Economic Development

EXHIBIT J
APPROVING RESOLUTION

**APPROVING RESOLUTION
NY SOLAR ONE, LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on August 5, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

ABSENT:

Ronald Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Gagan Singh, seconded by Darlene Rowsam, to wit:

Resolution No. 0821- 02

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NY SOLAR
ONE, LLC (THE "COMPANY").**

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, in May, 2021, NY Solar One, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to 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: (1) the acquisition of an interest in a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other 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, 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, by resolution adopted by the members of the Agency on June 3, 2021 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of Economic Development of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 21, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on June 22, 2021 on a bulletin board located at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and on the Agency’s website; (C) caused notice of the Public Hearing to be published on June 24, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of the Town of Martinsburg, Lewis County, New York; (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on July 6, 2021 at 3:00 o’clock p.m., local time via electronically and in-person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road located in the Town of Martinsburg, Lewis County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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"), by resolution adopted by the members of the Agency on August 5, 2021 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on February 3, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Lewis County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Lewis County, New York by undertaking the Project in Lewis County, New York; 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 "Lease to Agency" or 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) lease agreement (and a memorandum thereof) (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 payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (D) 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; (E) a certain recapture agreement (the "Section 875 GML 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 sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (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 "Loan Documents") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Loan Documents 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 indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the

Contractor, (2) a certain recapture agreement (the “Contractor Section 875 GML Recapture Agreement”) by and between the Agency and the Contractor, (3) a sales tax exemption letter (the “Contractor Sales Tax Exemption Letter”), and (4) 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”); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent of the Agency prior to closing on the Project and the Lease Agreement; agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the “Interim Documents”); and (K) various certificates relating to the Project (the “Closing Documents”);

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

Section 1. All action taken by the Executive Director of Economic Development of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Agency Counsel to the Agency with respect to all matters in connection with the Project. Special Agency 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 Agency 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 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;

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

(C) The Project site is located entirely within the boundaries of Lewis County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$4,245,000;

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

(F) (1) 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, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) 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 Lewis County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and a real property tax abatement based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents, except that for the Interim Documents, the following conditions shall be met prior to the Agency entering into the Interim Documents: (1) the term of the Interim Documents shall not exceed one hundred twenty (120) days, unless future extensions are consented to by the Agency in writing, (2) the Company shall have paid the Agency's administrative fee relating to the Interim Documents, (3) the Company and any contractors shall have delivered evidence of adequate insurance coverage protecting the Agency and (4) execution by the other parties thereto and delivery of same to the Agency of the Interim Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed, and installed; (C) enter into the Payment in Lieu of Tax Agreement; (D) enter into the Section 875 GML Recapture Agreement; (E) enter into the Uniform Agency Project Agreement; (F) secure the Loan by entering into the Mortgage; (G) enter into the Contractor Documents; (H) grant the Financial Assistance with respect to the Project; and (I) enter into the Interim Documents.

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

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

Section 7. The Chairman, Vice Chairman or Executive Director of Economic Development of the Agency, with the assistance of Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman, Vice Chairman or Executive Director of Economic Development of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman or Executive Director of Economic Development shall approve, the execution

thereof by the Chairman, Vice Chairman or Executive Director of Economic Development to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Executive Director of Economic Development 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 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, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing 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 10. 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	YES
Gagan Singh	VOTING	YES
Ronald Burns	VOTING	ABSENT
Jerry Cayer	VOTING	ABSENT
Tom Gillette	VOTING	RECUSED
McKenzie Lehman	VOTING	YES
Darlene Rowsam	VOTING	YES

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 August 5, 2021 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.

30th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of August, 2021.



(Assistant) Secretary

(SEAL)

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Lewis County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is currently farm land.
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Real property tax exemption is estimated at \$2,728,506 and sales tax exemption is estimated at \$120,000.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$3,245,000, the remainder \$330,000 to complete the Project is expected to be from NYSERDA Subsidy.
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The investment by the Company in the Project demonstrates the Company's commitment to continuing operations in the Town of Martinsburg, New York.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project will create electrical cost savings to local residents and businesses, upgrade electrical infrastructure, increase revenue for Landowners, Increase revenue for municipalities and school districts, electrical cost savings to municipalities and other agencies.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company has estimated that 30-40% of the 12-14 construction jobs will be local labor.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A.
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.

EXHIBIT K

RESOLUTION AUTHORIZING CHANGE IN PROJECT BENEFICIARY
AND INCREASE BENEFITS

**AUTHORIZING CHANGE IN PROJECT BENEFICIARY AND INCREASE BENEFITS
MARTINSBURG CSG LLC PROJECT
(FORMERLY NY SOLAR ONE, LLC PROJECT)**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 2, 2022 at 8:00 o'clock a.m., local time.

The meeting was called to order by the (~~Vice~~) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Joe Lawrence	Chairperson
Herb Frost	Member
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting either in person or remotely pursuant to New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022.

ABSENT:

Gagan Singh	Vice Chairperson
Ronald Burns	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Lauraine	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by **Herb Frost**, seconded by **Darlene Rowsam**, to wit:

Resolution No. 0622-01

**RESOLUTION AUTHORIZING THE DESIGNATION OF MARTINSBURG CSG LLC
AS THE PROJECT BENEFICIARY WITH RESPECT TO THE NY SOLAR ONE, LLC
PROJECT.**

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 commercial, manufacturing 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in May, 2021, NY Solar One, LLC (the “Original Company”), a limited liability company duly organized and validly existing under the laws of the State of New York, submitted an application (the “Original Application”) to the Agency, which Original Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Original Company, said Project to include the following: (A) (1) the acquisition of an interest in a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the “Land”), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Original Company (the Land, 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 property 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 Original Company or such other person as may be designated by the Original Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on June 3, 2021 (the “Public Hearing Resolution”), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 21, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on June 22, 2021 on a bulletin board located at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road in the Town of Martinsburg, Lewis County, New York and on the Agency’s website; (C) caused notice of the Public Hearing to be published on June 24, 2021 in the Watertown Daily Times, a newspaper of general circulation available to the residents of the Town of Martinsburg, Lewis County, New York; (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on July 6, 2021 at 3:00 o’clock p.m., local time via electronically and in-person at the Town of Martinsburg Municipal Offices located at 5405 Cemetery Road located in the Town of Martinsburg, Lewis County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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"), by resolution adopted by the members of the Agency on August 5, 2021 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on February 3, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on August 5, 2021 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the "Lease Agreement") between the Agency and the Original Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, subsequent to the adoption of the Approving Resolution, the Agency received an amended application (the "Amended Application" and collectively with the Original Application, the "Application"), which Amended Application reflects the following changes:

- (A) Company: NY Solar One, LLC to Martinsburg CSG LLC;
- (B) Increase in cost of the Project: \$4,245,000 to \$4,963,485;
- (C) Increase in sales tax exemption benefit: \$120,000 to \$139,920; and
- (D) Increase in construction jobs: approximately 12 to approximately 25.

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

Section 1. The Agency hereby agrees to authorize the designation of Martinsburg CSG LLC as the Company and as the Project beneficiary in the Basic Documents.

Section 2. Based upon an examination of the Amended Application, the Agency hereby determines that since compliance by the Agency with the Amended Application does not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Amended Application.

Section 3. The Approving Resolution is hereby amended to include the following as the final recital clause therein:

"WHEREAS, on or about May 3, 2022, the Agency received an amended application (the "Amended Application") with respect to the Project;"

Section 4. Section 3(D) of the Approving Resolution is hereby amended to read as follows:

"(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$4,963,485;"

Section 5. As a result of the information provided in the Amended Application, Exhibit A of the Approving Resolution is hereby amended as reflected in the attached Exhibit A to this resolution.

Section 6. Except as amended by this resolution, the Approving Resolution, as amended, shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 7. 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	AYE
Gagan Singh	VOTING	EXCUSED
Ronald Burns	VOTING	EXCUSED
Herb Frost	VOTING	AYE
Tom Gillette	VOTING	RECUSED
McKenzie Lehman	VOTING	AYE
Darlene Rowsam	VOTING	AYE

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned 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 2, 2022 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"), except as modified by New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022 (the "2022 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, either in-person or by conference call or similar service in accordance with the 2022 Law, 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.

2nd IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of June, 2022.


BY: 
Secretary

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Lewis County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is currently farm land.
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Real property tax exemption is estimated at \$2,728,506 and sales tax exemption is estimated at \$139,920.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Estimate \$4,963,485.
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The investment by the Company in the Project demonstrates the Company's commitment to continuing operations in the Town of Martinsburg, New York.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project will create electrical cost savings to local residents and businesses, upgrade electrical infrastructure, increase revenue for Landowners, Increase revenue for municipalities and school districts, electrical cost savings to municipalities and other agencies.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company has estimated that 30-40% of the approximately 25 construction jobs will be local labor.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A.
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.