Trin/ SUCS East Rd, Turin

### APPLICATION TO

# LEWIS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (LCIDA)

## FOR PROJECT TAX BENEFITS AND/OR SALE-LEASEBACK TRANSACTION



Lewis County Economic Development 7642 N. State Street Lowville, NY 13367

naturallylewis.com / 315.376.3014 info@naturallylewis.com

#### **Tax Exemption Benefits**

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.	
Fee	<ol> <li>Property Tax (If application includes Sales &amp; Mortgage Tax, this fee is all inclusive. See attached fee schedule for full details.)</li> <li>First \$20million of total project cost** – 1%</li> <li>Any project amount over \$20 million – An additional 0.75%</li> <li>Sales Tax – 10% of Abatement</li> <li>Mortgage Tax – 10% of Abatement</li> </ol>	
	** Please see page 8 for definition of total project cost.	
Point of Contact	Eric Virkler ericvirkler@lewiscounty.ny.gov 315-376-3014	

#### <u>Taxable and Tax Exempt Industrial Development Revenue Bonds</u>

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.	
Fee	First \$10 million – 2% of the principal amount of the bond series \$10 million - \$20 million – 1% of the bond series Any amount over \$20 million – 0.5% of the bond series	
	Annual Fee - \$1,500.00	
Point of Contact	Eric Virkler ericvirkler@lewiscounty.ny.gov 315-376-3014	

#### Sale - Leaseback Transaction

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.	
Fee	1% of equipment cost and all legal fees	
Point of Contact  Eric Virkler  ericvirkler@lewiscounty.ny.gov  315-376-3014		

#### INSTRUCTIONS

- The Agency will not approve any applications unless, in the judgment of the Agency, said application contains sufficient information upon which
  to base a decision whether to approve or tentatively approve an action.
- 2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the "Project").
- 3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer, which is estimated.
- 4. If more space is needed to answer any specific question, attach a separate sheet.
- 5. When completed, return this application, along with the application fee, to the Agency at the address shown below.
- 6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form, if applicable, concerning the Project.
- 7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of Public Officers Law.
- 8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein (to the extent such expenses are not paid out of the proceeds of the Agency's bonds issued to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel to the Agency. The costs incurred by the Agency, including the Agency's general counsel and bond counsel, may be considered a part of the project and included as a part of the resultant bond issue. Other costs to be paid by the applicant include legal fees, filing fees, etc.
- 9. The Agency has established an application fee of \$500.00 to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.
- 10. The Agency has established a project fee for each project in which the Agency participates. UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.

This application should be submitted to the County of Lewis Industrial Development Agency, PO Box 106, 7642 N. State Street, Lowville, New York 13367.

## <u>Lewis County Industrial Development Agency Application for Project Tax Benefits and/or Sale</u> <u>Leaseback Transactions</u>

#### 1. Items Needed for this Application:

- a. Business Plan (narrative & purpose of project to include economic impact and justification for receiving public benefits)
- b. 3 Years of business Tax Information (Personal tax information if new business)
- c. Balance Sheet Outstanding Loans/Debts
- d. Financial Projections for Project
- e. Selected items above can be waived if not applicable upon discussion with LCIDA representatives.

#### 2. Applicant Information

Company Name	Solitude Solar LLC	ţ		
Address	830 Loudon Rd. Latham NY 12110			
	830 Loudon Rd. Latham NY 12110			
Contact Person	Person Mark Richardson			
Phone Number	518-965-4148			
Email	mrichardson@solitudesolar.com			
Federal Tax ID	82-1454597			
Date	06/05/2018			

#### 3. Form of Entity

	Corporation		
	Partnership (General or Limited; Number of General Partners and, if applicable, Number of Limited Partners, List Partners in section below		
<b>✓</b>	Limited Liability Company, Number of Members 5		
	Sole Proprietorship		

## 4. Principal Owners/Officers/Directors (list owners with 5% or more in equity holdings with percentage of ownership)

Name	Address	Percentage Ownership/Office
Mark D. Richardson	116 Van Schoick Ave, Albany, NY 12209	19% / President
David P. Ellis	47 Lakewood Dr., Kattskill Bay, NY 12844	25.5% / VP & Treasurer
Timothy M. Higgins	24 5th Ave., Saratoga Springs, NY 12866	25.5% / Secretary
Michael P. Fingar	11 Birchwood Dr. Clifton Park, NY 12065	15% / COO
Toni Popolizio	5 Raleigh Dr. Clifton Park, NY 12065	15% / CFO

5. If a corporat	tion, partnership or limited liability company:	
<b>a.</b> what i	s the date of establishment? 04/21/2017 of Organization Albany, NY	
<b>c.</b> If a for	eign organization, is the Applicant authorized to do business in the State of New York?	
IV/A	(Attached organizational chart or other description if applicant is a subsidiary or vise affiliated with another entity)	
Attach certified fi	nancial statements for the company's last three complete fiscal years.  If the company is Ich the latest Form 10K, as well.	
6. Applicant Co		
N /P:		
Address	Frank Brennan / Nolan & Heller LLP	
Dhone Namb	39 North Pearl St. #3, Albany, NY 12207	
Email	518-449-3300	
Billali	fbrennan@nolanandheller.com	
d. Equipmo e. Tax Exe 8. Project Informa. Please a	ion from Real Property Tax  ent Purchase Leaseback  mpt Financing*  (Typically for not-for-profits & small qualified manufacturers)  mation  ttach a narrative description of the Project.  n of the Project:	
Project Address	5047 East Rd	
Town/Village of:	Turin	
School District	South Lewis Central School	
Tax Map No.	273.00-01-07.000	
d. Present I for this P	ties (water, wastewater, electric, gas, broadband) on Site and acceptable for the project?  No Legal Owner of the site, if other than Applicant, and by what means will the site be acquired roject? James Matula; multi-year land lease  For Project Site:  Proposed: Commercial	
f. Are any zoning approvals need? Identify: Yes. By Special Use Permit		

g.	Local Permitting and Approvals – Does the project require local planning or permitting approvals?  so, please explain:  Yes. Planning board approvals are required			
h. i.	Will a site plan need to be filed? (Yes/No) If so, please include copy if prepared. Yes. See attached Does a State Environmental Quality Review Act ("SEQRA") Environmental Assessment Form need to be filed? (Yes/No) If yes, attach the SEQRA Form. If no, please explain: Yes. See attached.			
j.	If answer to question i. is yes, has a lead agency been designated under the State Environmental Quality Review Act ("SEQRA")? (Yes/No) If no, please explain: Yes.			
k.	Will the project result in the removal of a plant or facility of the Applicant or a proposed Project occupant from one area of the State of New York to another area of the State of New York? (Yes/No) If yes, please explain:  No.			
l.	Will the project result in the abandonment of one or more plants or facilities of the Applicant or proposed Project occupant located in the State of New York? (Yes/No) If yes, please explain: No.			
m.	projec	Inswer to either question k or l is Yes, indicate whether any of the following apply to the t:  Is the project reasonably necessary to preserve the competitive position of the Company or such project occupant in its industry? (Yes/No) If yes, please explain:  N/A  Is the project reasonably necessary to discourage the Company or such project occupant from removing such other plant or facility to a location outside of the State of New York? (Yes/No) If yes, please explain:  N/A		
n.		ne project include facilities or property that are primarily used in making retail sales of goods rices to customers who personally visit such facilities? If yes, please explain:		
	i. ii. iii.	If the answer to n. is yes, what percentage of the cost of the project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the project? N/A %  If more than 33.3%, indicate whether any of the following apply to the Project:  Will the project be operated by a not-for-profit corporation? (Yes/No) If yes, please explain: N/A		
	iv.	Is the project likely to attract a significant number of visitors from outside the economic development region in which the project is located? (Yes/No) If yes, please explain: N/A		
	٧.	Please confirm by circling Yes or No, if there is a likelihood that the Project would not be undertaken if Financial Assistance was not provided by the LCIDA? (Yes/No) N/A=		

	vi.		project could be undertaken without financial assistance provided by the LCIDA, then de a statement below indicating why the project should be undertaken by the LCIDA:
	vii.	not, b	predominant purpose of the project to make available goods or services which would ut for the project, be reasonably accessible to the residents of the City, Town or Village which the project will be located because of a lack of reasonably accessible retail facilities offering such goods or services? (Yes/No) If yes, please explain:
0.	numbe povert receivi	er area o y rate o ng pub	ct be located in a census tract or block numbering area (or census tract or block contiguous thereto) which, according to the most recent census data, has either a of at least 20% for the year which the data relates, or at least 20% of households lic assistance, or an unemployment rate of at least 1.25 times the statewide at rate for the year which the data resides? (Yes/No) If yes, please explain:
p.		? (Yes/ No.	pany intent to lease or sublease more than 10% (by area of fair market value) of the 'No) If yes, please complete the following for EACH existing or proposed tenant or sub
		1. 2.	Sub lessee Name: N/A Present Address: N/A
		3	Employer ID No.: N/A
		4.	, in the second
			Proprietorship)
		5.	Relationship to the Company: N/A
			Percentage of Project to be leased or subleased: N/A
		7.	Use of project intended by sub lessee: N/A
			Date and Term of Lease or Sublease to Sub Lessee: N/A
			ny portion of the space leased by this sub lessee be primarily used in making retail
			of goods or services to customers who personally visit the project? (Yes/No) If yes,
			provide on a separate attachment: a. details and b. the answers to questions 1-5 with
		respec	et to such sub lessee. <u>No.</u>

#### 9. Total Project Costs (Estimates)

By Lewis County IDA policy, our project fee to be paid by the developer is based on the estimate in this application of total project cost (includes all items listed in chart below). This estimate should be supported by detailed information and cost estimates provided by legitimate sources.

Category	Acres/Sq. Ft./Ft. (if applicable)	Cost	
Land-Acquisition	~46 Acres	~\$7k/MW annual lease per project	
Buildings - Construction/Renovation	N/A	N/A	
Utilities, roads or other infrastructure	Electric Service Drop	\$200K est.	
Machinery & Equipment	Not Applicable	\$11.5M est.	
Soft Costs (Architect & Engineering Fees)	Not Applicable	\$142K est.	
Costs of Bond Issue	Not Applicable	N/A	
Construction Loan Fees and Interest	Not Applicable	N/A	
Other (specify)		N/A	
Total Project Costs		\$11.84M est.	

a.	Please describe specifically what the project costs will go towards (provide an attached summary for more		
	information if needed).		
	There are no building, roads, or other infrasrtucture required. The solar electric generating equipment and its installation are the main cost of the project		

Sources of Funding for Project Costs	Amount
Bank Financing	100 1 200 200 200 200 200 200 200 200 20
Equity (Excluding equity that is attributed to grants/tax credits	\$4.84M est.
Tax Exempt Bond Issuance (if applicable)	
Taxable Bond Issuance (if applicable)	
Public Sources (Include sum total of all state and federal grants and tax credits)	\$4.4M est. Federal ITC
Grants (Identify All)	NYSERDA (\$.25/W DC) ~ \$2.6M est.
Personal Financing	
Total Sources of Funds	\$11.84M est.

#### 10. Job Creation

Construction	Jobs created by the project: 35 Anticipated Dates of Construction: 9/2018 - 6/2019
Column A:	
Column A:	Insert the job titles that exist within the company at the time of application, as well as any job titles that will be established as a result of the Project.
Column B:	Indicate the entry level wage for each listed job title either in terms of hourly pay or annual salary.
Column C:	For each listed job title insert the number of positions that exist at the time of application.
Column D:	Insert the number of jobs to be created during year one of the Project for each listed job title.
Column E:	Insert the number of jobs to be created during year two of the Project for each listed job title.
Column F:	Insert the number of jobs to be created during year three of the Project for each listed job title.
Column G:	Indicate the total number of jobs to be created for each listed title as a result of the Project. (Column D + Column
	E + Column F = Column G)

(A)	(B)	(C)	(D)	(E)	(F)	(G)
Job Title	Annual or	Current	Jobs	Jobs	Jobs	Total
	Hourly	Number of	Created:	Created:	Created:	Jobs
	Wages	Positions	Year 1	Year 2	Year 3	Created
Project Manager	\$70,000	1	1			1
Site Supervisor	\$35/hour		3			3
Construction Manager	\$30/hour		6			6
Lead Electrician	\$33.50/hour		3			3
Laborer (electrical and carpentry)	\$24/hour		20	15		35

#### Use of Local Workforce Policy

The use of 'local labor' will be a factor in evaluating this application. Answers to the following questions will assist us in that evaluation:

'Local labor' for the purpose of this application is defined as residents from Lewis, Oneida, Jefferson, St. Lawrence & Oswego Counties. If a 'labor workforce plan' has been designated, please include that plan as an addendum to this application. Questions below are applicable for both a construction project and for operations of a sustaining project.

a.	Please check which best describes your project scope:  ☐ Construction Project ☐ Long Term Operations Project ☐ Both
b.	How will the project developer seek out and use the local workforce? If your workforce is already
	"local" by definition, please explain: We have established communication with the Carpenter's and Electrician's Unions, whom we intend to utilize for labor
	on projects that require prevailing wage labor rates, and on all other projects subject to a qualifying bid.
c.	What is your total expected workforce during the construction phase of the project? ~20-30 people / project site
d.	What percentage of those are expected to be local? 90%
e.	What is the total expected workforce during the operations phase of the project?  2 - 4 jobs per project
f.	What percentage of the operational workforce will be local? 50% - 100%
g.	What specific approaches are to be used in your efforts to identify local workforce candidates if additional project workers are necessary?

- h. If additional contractors or subcontractors are to be hired, will you request use of local labor? If so, please give examples of how that request will be made:
  - Our construction projects will be run by national construction and EPC firms who will then use local labor and subcontractors

or the site preparation, racking construction, module installation, electrical work, and site commissioning

- i. The LCIDA acknowledges that the extensive use of local labor is not always possible. Are there circumstances, such as those used in the examples below, that will affect the percentage of local labor for your project? Please explain:
  - i. Is there a warrantee issue involved?
  - ii. The work is so highly specialized that local labor cannot be found.
  - iii. You identified a significant cost differential when using local labor.
  - iv. No local labor is available.

The highly specialized part of these projects is concentrated in the engineering and design phase.

A significant cost differential could cause outside labor to be used, but is unlikely for this type of construction

It is the intention of the LCIDA to randomly verify the use of the local labor workforce, using whatever method it determines most effective. This verification may occur throughout the term of any incentive programs or loans granted.

#### 11. Positive Impacts

**a.** Please list any other positive impacts that the project may have on Lewis County: Renewable energy, electrical cost savings to local residents and businesses, upgraded electrical infrastructure,

increased revenue for Landowners, Increased revenue for municipalities and school districts,

electrical cost savings to municipalities and other agencies.

#### 12. References

Please list three (3) professional/business references:

1. Name: Candace Randall

Address: 7571 S. State St., Lowville, NY 13367

Relationship: Atty for McCardell & Randall (for several land lease holders)

2. Name: David Roecker

Address: 50 Century Hill Blvd., Latham, NY 12110

Relationship: CEO - CT Male and Associates

3. Name: Kevin Haggerty

Address: 2431 3rd Ave., Watervliet, NY 12189

4. Relationship: Owner - Flex Electrical Constructors

#### 13. Representations by the Applicant

The Applicant understands and agrees with the Agency as follows:

**A.** <u>Job Listings:</u> In accordance with Section 858-b (2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created

as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.

- **B.** First Consideration for Employment: In accordance with Section 858-b (2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- **C.** Annual Sales Tax Filings: In accordance with Section 874 (8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874 (8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.
- **D.** <u>Annual Employment Reports:</u> The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E. <u>Confirmation Documentation</u>: The applicant understands and agrees that if the Project receives assistance from the Agency/Corporation---either tax incentives or loans---the applicant agrees to provide the Agency/Corporation, if requested, with a copy of their 'Annual Report', their 'Annual Audit Report', their corporate or personal tax returns and/or their New York State Form 'NYS-45' (Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return), as appropriate, throughout the period that benefits are provided the company. These reporting requirements---specifically identified in Closing Documents, Loan Documents or other project specific agreements---may be used by the Agency/Corporation to assist us in verifying that commitments made as part of this application--- regarding stated goals for employment or capital investment in the project---are being achieved.

F. <u>Absence of</u>	Conflicts of Interest:	The applicant has	reviewed the Agency's wel	site and identified
the list of the meml	bers, officers, employed	es and Counsel of	the Agency. No member, of	ficer, employee, or
Counsel of the Agen	cy has an interest, who	ether direct or ind	irect, in any transaction co	ntemplated by this
Application,	except	as	hereinafter	described:
	<del></del>	\$		
N/A				

**G.** <u>Claw-back Provision:</u> The applicant is making certain representations in this request for assistance.

Based on these representations, a decision will be rendered as to whether our organization will extend those benefits. If benefits are extended---particularly as regards to property tax benefits, sales tax benefits and/or mortgage recording tax savings---and representations made in this application are not achieved---this organization reserves the right to seek the return of those benefits, in whole or in part, on behalf of the impacted taxing jurisdictions. The decision to seek a return of any provided benefit will follow a process that will include an investigation of the reasons surrounding the failure to achieve the promised benefits. In all cases, whatever decision is made and action taken those actions will remain the sole determination of our organization. If a recall of these benefits is warranted, notice will be made to the applicant, in writing, and the applicant shall have thirty days to bring to this organization all circumstances which may bear on

the recall of these benefits. The recall of benefits (claw-back) will be authorized by formal resolution of our governing Board.

**H.** Property Tax Assessment: The applicant acknowledges it does not have an existing property tax assessment challenge in process on the property under consideration in this application and it does not intend to file a challenge prior to completion of this application and approval of benefits.

## HOLD HARMLESS AGREEMENT and APPLICATION DISCLAIMER AND CERTIFICATION PURSUANT TO NEW YORK STATE FREEDOM OF INFORMATION LAW ("FOIL")

Applicant hereby releases the Lewis County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the 'Agency') from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemption and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suites or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

Through submission of this Application for Financial Assistance (this "Application"), the Company acknowledges that the Agency, as a public benefit corporation, is subject to the New York State Freedom of Information Law ("FOIL") and Open Meetings Law ("OML"), as codified pursuant to the Public Officers Law ("POL") of the State of New York (the "State"). Accordingly, unless portions hereof are otherwise protected in accordance with this Certification, this Application, including all Company-specific information contained herein, is subject to public disclosure in accordance with applicable provisions of the POL, Article 18-A of the General Municipal Law ("GML") and the Public Authorities Accountability Act of 2005, as codified within the Public Authorities Law ("PAL") of the State. Specifically, this Application may be disclosed by the Agency to any member of the public pursuant to a properly submitted request under FOIL and the Agency is further required to affirmatively disclose certain provisions contained herein pursuant to the GML and PAL, including the identification of the Company, general project description, location proposed capital investment and job estimates.

Notwithstanding the foregoing, the Company, pursuant to this Certification, may formally request that the Agency consider certain information contained within this Application and other applicable supporting materials proprietary information and "trade secrets", as defined within POL Section 87(2)(d). To the extent that any such information should qualify as trade secrets, the Company hereby requests that the Agency redact same in the event that formal disclosure is requested by any party pursuant to FOIL. Application Sections or information requested by Company for Redaction\*:

(\* - Please indicate specific sections within Application that the Company seeks to qualify as "trade secrets". Additional correspondence or supporting information may be attached hereto. Please also note that notwithstanding the Company's request, the Agency shall make an independent determination of the extent to which any information contained herein may be considered as such). Please also make specific reference to any data or information, which if disclosed, would cause substantial injury to the competitive position of your business enterprise.

In the event that the Agency is served with or receives any subpoena, request for production, discovery request, or information request in any forum that calls for the disclosure of the Application, in entirety, specifically including but not limited to any demand or request for production or review of Company-designated trade secrets, the Agency agrees to notify the Company as promptly as is reasonably possible, and to utilize its best efforts to: oppose or decline any such request; preserve the confidentiality and non-disclosure of such requested confidential material; and maintain such information and prevent inadvertent disclosure in responding to any such discovery or information request. The Company understands and agrees that all reasonable costs, including attorney's fees, associated with any such formal undertaking by the Agency to protect the trade secrets from disclosure shall be reimbursed by the Company to the Agency.

- (a) The sum of \$500 as a non-refundable processing fee.
- (b) An amount equal to 2% of the total project costs for projects with bond financing, and an amount equal to 1% of the total project costs for all other projects for which the Agency provides financial assistance, to be paid at transaction closing (see page 2 of this application and the attached fee schedule for more specifics regarding these fees);
- (c) An amount equal to \$\_\_\_\_\_ payable to the Agency's bond/transaction counsel for the preparation and review of the inducement resolution, the environmental compliance resolution, TEFRA hearing proceedings and the tax questionnaire assuming no further activity occurs after the completion of the inducement proceedings, to be paid within ten (10) business days of the receipt of bond/transaction counsel's invoice;
- (d) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel or bond/transaction counsel, and (2) other consultants retained by the Agency in connection with the proposed project; with all such charges to be paid by the applicant at the closing or, if the closing does not occur, within ten (10) business days of receipt of the Agency's invoices therefore please note that the applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel;
- (e) The cost incurred by the Agency and paid by the applicant, including bond/transaction counsel and the Agency's general counsel's fees and the processing fees, may be considered as a cost of the project and included in the financing of costs of the proposed project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.

The applicant further covenants and agrees that the applicant is liable for payment to the Agency of all charges referred to above, as well as all other actual costs and expenses incurred by the Agency in handling the application and pursuing the proposed project notwithstanding the occurrence of any of the following:

- (a) The applicant's withdrawal, abandonment, cancellation or failure to pursue the Application;
- (b) The inability of the Agency or the applicant to procure the services of one or more financial institutions to provide financing for the proposed project;
- (c) The applicant's failure, for whatever reason, to undertake and/or successfully complete the proposed project; or
- (d) The Agency's failure, for whatever reason, to issue tax-exempt revenue bonds in lieu of conventional financing.

The applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Company Acknowledgment and Certification:

STATE OF NEW YORK )

COUNTY OF LEWIS ) ss.:

Mark Richardson, being first duly sworn, deposes and says:

1. That I am the CEO (Corporate Office) of Solitude Color LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.

2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury

this 7 day of Junz

**Notary Public** 

DAVID A. KLINE
Notary Public, State of New York
License # 01KL6149895
Qualified in Rensselaer County
Commission Expires July 17, 20 22

#### \*\*This section to be completed by LCIDA\*\*

A	Estimated Project Costs Eligible for LCIDA Financing	
1.	Sales & Tax Use	
	a. Amount of Project Cost Subject to Sales & Use Tax	\$ 11,700,000
	Sales & Use Tax Rate	8.0%
	b. Estimated Sales Tax (a. X .08):	\$ 936,000
2.	Mortgage Recording Tax Exemption	r/a
	a. Projected Amount of Mortgage	\$ 0
	Mortgage Recording Tax Rate	0.75%
	b. Estimated Mortgage Recording Tax (a. X .0075)	\$ O
3	Real Property Tax Exemption	
	a. Projected Increase in Assessed Property Value due to Project	\$ 9,600,000
	b. Total Applicable Tax Rates per \$1000	\$ 28.015082
	c. Estimated Annual Taxes without PILOT (a X b)/1,000	\$ 268,944.79
4	Interest Exemption (Bond Transactions Only)	
	a. Total Estimated Interest Expense Assuming Taxable Interest	\$ n/a
	b. Total Estimated Interest Expense Assuming Tax-exempt Interest	\$ ~
В	Estimated Benefits of LCIDA Financial Assistance	l v
1	Current Company Employment in Lewis County	0
2	Current Company Payroll in Lewis County	\$ 0
3	Project Jobs to be Created over 3 Years	1/2
		1 500

Task	Date	Staff Initials
OSC Project Number Assigned 23011962A	10/1/19	CLS
Retail Determination (Y/10) Retail Exception Used:	nla	mps/a
Date Application Assigned to Agency Counsel	છી 18	EV
UTEP Deviation (Y)N)	1/22/20 notice	ces
IRB – Volume Cao Needed (Y/🕦	n/a	cis
IRB/501c3 – FEFRA Required (Y/M)	nla	CLS
Date of Agency adoption of Initial Resolution	5/2/19	EV
Date set for Public Hearing	5/2/19	EV
Public Hearing Notice - Publication Date/ATJ Mailings	5/8/19	EV
Date of Agency adoption of Closing Resolution	2/6/20	cus
Date of final approval of application	2/6/20	us

#### County of Lewis Industrial Development Agency Schedule of Agency Fees

FINAL - June 2017



#### Purpose:

- 1. This document defines the fees charged by the LCIDA to applicants seeking benefits from tax exemption to be provided by the LCIDA as authorized by General Municipal Law. Benefits are outlined in the LCIDA's Uniform Tax Exemption Policy.
- 2. The fees defined here are the standard fees. Deviations from these fees are determined solely by the Board of Directors of the LCIDA and are made on a case by case basis.

#### Fee Schedule:

1. Application Fee:

\$500 Nonrefundable

- 2. PILOT Fees (if application also includes Sales Tax and Mortgage tax, this fee is all inclusive)
  - a. 1% of the first \$20,000,000 project cost
  - b. Additional 0.75% of total project cost over \$20,000,000
  - c. For example:
    - i. A project cost of \$10,000,000 would pay  $(1\% \times $10,000,000) = \text{total fee of } $100,000.00$
    - ii. A project cost of \$60,000,000 would pay  $(1\% \times \$20,000,000) + (0.75\% \times \$40,000,000) =$ total fee of \$500,000.00
- 3. Sales Tax only (project is not requesting property tax benefit)
  - a. 10% of Abatement amount
- 4. Mortgage tax only (project is not requesting property tax benefit)
  - a. 10% of Abatement amount
- 5. Equipment Purchase Leaseback
  - a. 1% of Equipment Cost and Legal Fees
- 6. Legal Fees of LCIDA paid by Applicant for an approved project for direct time incurred (includes Board meetings for review and approval of application, preparation of agreements, closing, etc)

#### Other:

- The LCIDA Board will consider other fee arrangements that could be utilized by the organization to provide alternative programs for economic development purposes in Lewis County.
- 2. The fee is to be paid at the time of closing of the PILOT or exemption agreement unless otherwise negotiated.

#### SOLITUDE SOLAR

June 7, 2018

Eric Virkler
County of Lewis Industrial Development Agency
P.O. Box 106
7642 N. State Street
Lowville, NY 13367

#### OVERVIEW AND NARRATIVE DESCRIPTION OF PROJECT

Solitude Solar is seeking to develop and construct an 8.0 MW AC (10.76MW DC) community solar photovoltaic facility Solar Facilities, to be known as the 20160015 East Rd. Turin Solar Farm. The project site is an approximately ±148.43-acre parcel located at 5047 East Rd. in the Town of Turin, Lewis County, NY. The parcel is identified on the Town of Turin Tax Map as 273.00-01-07.000. The facility will interconnect with the local electrical grid owned by National Grid. The energy generated from the proposed facility will be exported to the National Grid distribution network for daily electrical consumption by their customers and will directly benefit customers enrolled in the Community Solar Program. The project will consist of the installation of a solar cell array, protective fencing, vegetative screening, and electrical equipment.

#### COMMUNITY SOLAR

The project in the Town of Turin is proposed as a Community Distributed Generation facility. The Community Distributed Generation regulation enacted in 2015 by the PSC allows a solar facility at one remote location to provide renewable power in the form of renewable energy bill credits to subscribing members within the same utility territory and NY-ISO Control Load Zone. New York residents that (a) prefer not to install solar on their own property or roof, (b) do not own suitable property, or (c) cannot afford to purchase solar panels can subscribe to a local community solar array. Community Distributed Generation provides a source of emissions-free electricity at very competitive rates, indeed, usually below the existing retail electricity rate. The proposed solar arrays will also expand local employment both directly and indirectly, with new and incremental jobs such as: construction labor workforce, landscaping contractors, local material purchases, and new purchases of goods and services such as: gas, tools, food, & associated productivity.

#### PROPOSED DEVELOPMENT:

Solitude Solar is proposing a total of at least five solar arrays in Lewis County at the following locations (parcel, area description or address):

- 129.00-01-14.200, 9493 State Rt. 126, Town of New Bremen
- 112.00-01-26.000, 9831 East Road, Town of Denmark
- 273.00-01-07.000, 5047 East Rd., Town of Turin
- 130.00-03-10.200, 6985 Belfort Rd., Town of New Bremen
- 083.00-01-23.000 11057 NY-26, Town of Denmark

#### ASSISTANCE SOUGHT

Solitude Solar is requesting the Lewis County IDA Board's assistance for the following:

- Exemption from Real Property Tax
- Payment in Lieu of Taxes (PILOT) agreement for:
  - o Lewis County
  - o Town of Turin
  - South Lewis Central School

#### SOLITUDE SOLAR

#### **ENGINEERING AND APPROVALS**

Solitude Solar has retained C.T. Male Associates. ("C.T. Male") for engineering services required in connection with the approvals sought. C.T. Male has gathered topographical data, performed customary analyses of public databases for environmental considerations, and created civil layout drawings and a Storm Water Pollution Prevention Plan ("SWPPP"). A conditional site plan approval has been issued by the town pending a PILOT agreement which Solitude is working on with submittal of this application. Solitude Solar will now complete other site-level investigations necessary to move to complete detail construction drawings. The projects will be constructed in compliance with the Town's regulations, NY State building and electrical codes, NEC 2014, NYSEG's regulations and the New York Standard Interconnection Requirements.

#### INTERCONNECTION

Solitude Solar has applied to National Grid to interconnect these facilities to the local grid. Per the New Your Standard Interconnection Requirements (NYSIR) process, National Grid will complete the Coordinated Electrical System Impact Review (CESIR) to confirm that the connection of the proposed project to the Substation and local area circuits is feasible. Solitude Solar will place a down payment of \$192K (est.) to National Grid to advance the work, and Solitude Solar expects to pay a total of \$768K (est.) to National Grid to upgrade and protect the distribution circuits as part of project costs. Per NYSIR, the cost of the upgrades will be paid by the Project, and these upgrade cost will benefit, but not be borne by the rate payers.

#### **CONSTRUCTION & SCHEDULE**

Prior to commencing construction, Solitude Solar will designate the contractor-of-record and apply for construction permits. Solitude Solar intends to seek construction permits in August 2018 and commence construction in September 2018.

#### END OF LIFE AND DECOMMISSIONING

Solitude Solar has entered into agreements with landowners to host these arrays. At the end of the lease agreements, Solitude Solar must either (1) enter into mutual agreements to extend the lease, (2) remove the equipment at Solitude Solar's expense, or (3) sell the facility to the landowner at a price determined in the future. As needed, the site can be decommissioned by trained contractors who can remove and repurpose wiring material, steel framing with shallow embedment, solar panels with a useful life expectancy of more than 25-years, and ancillary equipment in the array. The project proposes only one small concrete pad for utility equipment and does not foresee complications in removal of any equipment, ultimately returning the land to its original service capability. If Solitude Solar were to cease to exist as a company, the individual project owners and investors in Solitude Solar's facilities would step in to take over responsibility for the project.

#### **PROJECT OWNERS**

For these projects, Solitude Solar is working with, and on behalf of, Standard Solar, Inc., a Rockville, MD based Solar developer, constructor, and owner whose parent company is Energir, a natural gas company based in Montreal, Canada who also owns Green Mountain Power, the electric utility in Vermont. For the purposes of long term financial planning, the projects will be owned and operated by Standard Solar, Inc. and therefore, we have provided financial statements from Standard Solar, Inc. we will be happy to provide any additional information if it is needed.

#### SOLITUDE SOLAR

Provided below are the documents that we attached with this application. In accordance with Article 6 of Public Officers Law, we request that the documents marked as CONFIDENTIAL to be kept for private use only.

- Financial Projections for the Project (CONFIDENTIAL)
- Standard Solar Financials (CONFIDENTIAL)
- Site Plan
- EAF
- Property Tax Information
- · Copy of payment for IDA application

PROJECT PROPOSAL 20160015\_5047 East Rd\_Turin STATE
NY
ADDRESS

	0.0000
Costwatt DC	\$1.45
Estimated # of Panels	11800
DC Watt/panel	340
Estimated Annual kWh per kW	1.36
Degradation Rate	0.50%
Installation Time (in Months)	18
SYSTEM DETAILS	
Cost of PV System	\$5,817,400
Cost of Land	80
Est. KWh/year Production	5,451,937
Sales Tax %	%0
Sales Taxes Paid on System Sale	80
Total Cast	GE 047 400

70 000%]TC Eligible 84.12% 81,6	TAX DETAILS		SYSTEM
30.00%] TC Eligible 2.2 2.4 2.4 3.4 3.4 3.4 3.4 3.4 3.4 3.4 3.4 3.4 3			Credit
30.00%] TC Eligible 64.12% \$1.64   MAC	Taxpayer's Federal Marginal Tax Rate		21%
30.00% TC Eligible 51,8 MA	Taxpayer's State Marginal Tax Rate		6.50%
MAN		94.12%	\$1,642,673
MA			26.14%
	Bonus, MACRS		MACRS
	Property Taxes (PILOT), annually		\$15,000

	FINANCING INFORMATION	SYSTEM
own Payment		\$5,817,400
oan Amount		80
oan Rate		2.0%
oan Length (Years)		_
onthly Payment Amount		80

Energy Sales Price Assumption Yr 1 (\$/kWhr) - Residential	100%	\$0.0950
Energy Sales Price Assumption Yr 1 (\$/kWhr) - Commercial	%0	\$0.000
Energy Sales Price Escalator		1.00%
Vacancy %		%00.0
NYSERDA PBI \$	S	1,003,112
Incentive Term (yrs) payable 50-25-25		
Propery Lease Annual		\$29,689
Property Lease Escalator		2.00%
Customer Maintenance	\$0.0150	\$60,180
Annual Operations & Maintenance Costs	\$0.0150	\$60,180
Insurance Expense Per Year	\$0.0035	\$14,042
O&M Escalator		2.00%
Insurance Escalator		0.00%

SOLITUDE SOLAR

	Pre-Tax Benefits	Post-Tax Benefits
At 20 years	0.0955	0.070
At 25 years	0.0874	0.0668
At 40 years	0.0771	0.063

	0	100%	101%	102%	103%	104%	105%	106%	107%	108%	109%	110%	112%	113%	114%	115%	116%	117%	118%	120%	121%
Energy Production		5,451,937	5,424,677	5,397,554	5,370,566	5	5,316,995	5,290,410	5,263,958	5,237,638	5,211,450	5,185,393	5,159,466	+	5,108,000	5,082,460 5	5,057,048	5,031,762	5,006,604	4,981,571	4,956,663
Energy Sales Price-Residential		\$0.0950	\$0.0960	\$0.0969	\$0.0979		\$0.0998		\$0.1019	\$0.1029	\$0.1039	\$0.1049	\$0.1060	щ	Ш	\$0.1092	\$0.1103	\$0.1114	\$0.1125	\$0.1136	\$0.1148
Operations																					
Gross PPA Revenue - Residential		\$517,934	\$520.498	\$523.074	\$525,663	\$528,266	\$530,880	\$533,508	\$536.149	\$538.803	\$541,470	\$544,150	\$546,844	\$549,551	\$552,271	\$555,005	\$557,752	\$560,513	\$563,288	\$566,076	\$568,878
Gross PPA Revenue - Commercial		\$0	\$0	\$0	\$0	0\$	\$0	\$0	\$0	\$0	\$0	80	\$0	80		Ц	\$0	\$0	\$0	\$0	\$0
Vacancy Net PPA Revenue		\$517,934	\$520,498	\$523,074	\$525,663	\$528,266	\$530,880	\$533,508	\$536,149	\$538,803	\$541,470	\$544,150	\$546,844	\$549,551	\$552,271	\$555,005	\$557,752	\$560,513	\$563,288	\$566,076	\$568,878
NYSERDA Grant	\$ 501,556	\$ 250,778	\$ 250,778											Ц	Ц	Ц					
DOER SREC II		00	00	00	00	00	0 0	00	00	00	00	0	0	0	0	0	1	1	T		
VDER Credit/Energy Savings						+-				\$	5		5	S	S	5			- 8		
Total Revenues	\$501,556	\$768,712	\$771,276	\$523,074	\$525,663	\$528,286	\$530,880	\$533,508	\$536,149	\$538,803	\$541,470	\$544,150	\$546,844	\$549,551	\$552,271	\$555,005	\$557,752	\$560,513	\$563,288	\$566,076	\$568,878
Expenses															1						
Insurance		(\$14,042)	(\$14,042)	(\$14,042)	П	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)	(\$14,042)
Customer Maintenance		(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)			(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)	(\$60,180)
Inverter Repair/Replacement Lease Expense		(\$29.689)	(\$30.283)	(\$30.888)		(\$32 136)	(832 779)			(\$34.785)	(\$35,481)	(\$36 190)	(\$36,914)	(\$37,653)		- 1		(\$40.756)	(1541 571)	(\$42 403)	(\$43.251)
Operations & Maintenance		(\$60,180)	(\$61,384)	(\$62,611)	(\$63,863)	(\$65,141)	(\$66,444)	(\$67,772)	L	(\$70,510)	(\$71,921)	(\$73,359)	(\$74,826)	$\perp$				(\$82,614)	(\$84,267)	(\$85,952)	(\$87,671)
Property Tax		(\$15,000)	(\$15,000)	(\$15,000)		(\$15,000)	(\$15,000)			(\$15,000)	(\$15,000)	(\$15,000)	L	ш	(\$15,000)	(\$15,000)	(\$15,000)	(\$15,000)	(\$15,000)	(\$15,000)	(\$15,000)
Total Expenses	0\$	(\$179,091)	(\$180,888)	(\$182,721)		(\$186,499)	(\$188,444)		(\$192,453)	(\$194,518)	(\$346,624)				П	11	Ш	(\$212,593)	(\$215,060)	(\$217,577)	(\$220,144)
Total Operations	\$501,556	\$589,621	\$590,388	\$340,353	\$341,072	\$341,767	\$342,436	\$343,079	\$343,696	\$344,285	\$194,847	\$345,379	\$345,881	\$346,353	\$346,794	\$347,203	\$347,579	\$347,920	\$348,228	\$348,499	\$348,734
Debt Service Coverage Ratio (DSCR)															•	Ш					
Investment															-	+					
Initial Cash Investment	(\$5,817,400)										+	1	1								
Total Investment	(\$5,817,400)	\$0	\$0	\$0	\$0	80	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$	0\$
American Property of the Control of																					
Annual Cash Before Financing & Lax Benefits	(\$5,315,844)	\$589,621	\$590,388	\$340,353	\$341,072	\$341,767	\$342,436	\$343,079	\$343,696	\$344,285	\$194,847	\$345,379	\$345,881	\$346,353	\$348,784	\$347,203	\$347,579	\$347,920	\$348,228	\$348,499	\$348,734
Financing																+					
Principal											•										
Total Financing	0\$	. 0\$	. 0\$	. 0\$	. 0\$	. 0\$	. 0\$	208	\$ 08	\$ 08	\$0	80	0\$	05	05	\$0	0\$	OS	05	9	OS
Americal Control Button Town Demotition	100 340 044	200000	000	450 0700	400 11 44									Ц	Ц	Ц					
Federal Tax Credit (ITC Sec. 48)	(\$0,310,044)	_	\$080,368	\$340,353	\$341,072	9341,/6/	\$342,430	\$343,079	\$343,696	\$344,285	\$194,847	\$345,379	\$345,881	\$346,353	\$348,784	\$347,203 \$	\$347,579	\$347,920	\$348,228	\$348,499	\$348,734
Annual Cash Flow & ITC	(\$5,315,844)		\$590,388	\$340,353	\$341,072	\$341,767	\$342,436	\$343,079	\$343,696	\$344,285	\$194,847	\$345,379	\$345,881	\$346,353	\$346,794	\$347,203 \$	\$347,579	\$347,920	\$348,228	\$348,499	\$348,734
Other Tax Benefits																					
Tax Liabilities on Revenues	(\$131,082)	(\$154,098)	(\$154,298)	(\$88,951)	(\$89,139)	(\$89,321)	(\$89,496)	(\$89,664)	(\$89,825)	(\$89,979)	(\$50,923)	(\$90,265)	(\$90,396)	(\$90,519)	(\$90,635)	(\$90,741)	(\$90.840)	(\$90.929)	(\$91,009)	(\$91,080)	(\$91.142)
Bonus Depreciation		\$1,216,386													Ш	Ц					
Federal Depr. Tax Benefit (MACRS) State Depr. Tax Benefit (SL)		\$4.467	\$4 467	\$4 467	\$4 467	\$4 467	\$4 467	\$4.467	\$4 AB7	CA A67	\$4.467	£4.487	CA AR7	64 487	64.467	£4 467	24.407	64 407	64 407	107 702	101 101
Residual Value			\$0	80	\$0	80	80	80	80	80	80	\$0	\$0	\$4,40	\$2,40	\$4,407	34,407	34,40	34,407	34,407	80
Total Tax Benefits	(\$131,082)	\$1,066,755	(\$149,831)	(\$84,484)	(\$84,672)	(\$84,854)	(\$82,029)	(\$85,197)	(\$85,358)	(\$85,512)	(\$48,458)	(\$85,798)	(\$85,929)	(\$86,053)	(\$86,168)	(\$88,275)	(\$86,373)	(\$88,462)	(\$86,543)	(\$86,613)	(\$86,675)
et Cash & Tax Benefits	(\$5,446,926)	\$3,299,050	\$440.557	\$255.868	\$256.400	\$256.913	\$257.407	\$257.882	\$258.338	\$258.773	\$148.390	\$259.581	\$259.952	\$280.301	\$280 R2R	\$280 928 ¢	\$281 20R	£284 4KB	4284 RRK	4284 88B	£282 080
Accumulated Cash Flow	(\$5,446,928)	(\$2,147,876)	-	(\$1,451,451)	(\$1,195,052)	(\$938,139)	(\$680,732)	(\$422,849)	(\$164,511)	\$94,262	\$242,852	\$502,233		*	,283,112 \$1		Н		Н	\$2,590,276	\$2,852,334

η [ α	12 14 16	54,000,000 \$2,000,000	(\$2,000,000) 0 2 4 6 8 10 (\$4,000,000)	(56,000,000) Years
			12	

1.1	[8]	ī
1	14 16 18 20	
1	16	
	1	
	2	
	8	Years
	9	

Price to Owner	\$5,817,400
Less: Grants at COD	(\$501,556)
Federal Tax Credit (ITC)	(\$1,642,673)
NPV of RECs or Grants	(\$447.204)
NPV of Bonus Depreciation Benefits	(\$1,126,283)
NPV of Federal Depreciation Benefits	80
NPV of State Depreciation Benefits	(\$43,855)
Net System Price	\$2,055,829

IRR Target		8.00%
IRR Cash		4.71%
IRR Cash & ITC		8.72%
IRR Cash, ITC & all other tax benefits		8.87%
NPV of Future Cash Flows (YR 1 to 25)	\$5,538,585	
Cost of Project (YR 0)	(\$5,315,844)	
NPV Profit (Loss)		\$222 741

20160015\_5047 East Rd\_Turin NY

CONFIDENTIAL

PROJECT PROPOSAL STATE ADDRESS

SYSTEM DETAILS	THE RESERVE TO SERVE THE PARTY OF THE PARTY
Cost of PV System	\$9.788.022
Cost of Land	0
Est. KWh/year Production	8 818 118
Sales Tax %	380
Sales Taxes Paid on System Sale	80
Total Cost	SQ 788 022

axpayer's Federal Marginal Tax Rate axpayer's State Marginal Tax Rate	
Fed Tax Credit	30.00% ITC Eligible
Blended Tax Rate	
Bonus, MACRS	
operty Taxes (PILOT), annually	

21% 82,808,420 26.14% MACRS \$25,000

FINANCING INFORMATION	SYSTEM
wn Payment	59 788 022
Loan Amount	0
Loan Rate	
.oan Length (Years)	25.5
nthly Payment Amount	2.0

Energy Sales Price Assumption Yr 1 (\$/KWhr) - Residential	100%	\$0.0950
Energy Sales Price Assumption Yr 1 (\$/kWhr) - Commercial	%0	\$0,000
Energy Sales Price Escalator		1 00%
Vacancy %		%000
NYSERDA PBI \$	•	1 687 778
Incentive Term (yrs) payable 50-25-25	•	
Propery Lease Annual		640 053
Property Lease Escalator		2000
Customer Maintenance	\$0.0150	\$101.255
Annual Operations & Maintenance Costs	\$0.0150	\$101.255
Insurance Expense Per Year	\$0.0035	\$23.626
O&M Escalator		20020
Insurance Escalator		2.00%

THE RESERVE TO SERVE THE PARTY OF THE PARTY	LEGE (Levelzed Cost Of Energy) S/kWh	
	Pre-Tax Benefits	Post-Tax Benefits
At 20 years	0.0993	0.072
At 25 years	6060:0	0.0692
At 40 years	0.0801	0 0661

8,774,027 8,730,157 \$0.0960 \$0.0969 \$0.0000 \$0.0000
Se41,666   Se46,035   Se50,223   Se54,432   Se50,223   Se54,432   Se50,223   Se50,223   Se50,432   Se50,223   Se50,432   Se50,233   Se50,432   Se50,233   Se50,432
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
(\$23,626) (\$23,626) (\$101,255) (\$ (\$101,255) (\$ (\$53,010) (\$53,010)
(\$105,346) (\$25,000) (\$307,199)
\$538,837 \$539,876 \$540,8
08 08 08 08 08 08 08 08 08 08 08 08 08 0
\$ . \$
\$959,699 \$538,837 \$539,878 \$540,878 \$541,834 \$958,699 \$538,837 \$539,878 \$540,878 \$541,834
(\$250,817)         (\$140,825)         (\$141,909)         (\$141,909)         (\$141,909)           \$0         \$0         \$0         \$0         \$0
\$5,575 \$5,575 \$5,57 \$0 \$0 (\$135,250) (\$135,522) (\$135,7
\$7.848,569) (\$2,444,982) (\$2,040,626) (\$1,635,532) (\$

		\$4,000,000	\$4,000,000 \$2,000,000 \$0 \$2,000,000 \$4,000,000
--	--	-------------	---

NET PRICE OF SYSTEM	
Price to Owner	\$9,788,022
Less: Grants at COD	(\$843 889)
Federal Tax Credit (ITC)	(\$2.808.420)
NPV of RECs or Grants	(\$752,439)
NPV of Bonus Depreciation Benefits	(\$1 925 566)
NPV of Federal Depreciation Benefits	800
NPV of State Depreciation Benefits	(\$54.735)
Net System Price	\$3 402 973

CASH FLOW & ITC PAYBACK R	SULTS (25 YEARS)	STATE
IRR Target		8 00%
IRR Cash		4 09%
IRR Cash & ITC		8 09%
IRR Cash, ITC & all other tax benefits		8 34%
NPV of Future Cash Flows (YR 1 to 25)	\$8,989,148	
Cost of Project (YR 0)	(\$8,944,133)	
NPV Profit (Loss)		\$45 015



#### STANDARD SOLAR, INC.

Consolidated Financial Statements

September 30, 2017

(With Independent Auditors' Report Thereon)

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

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Consolidated Statement of Income	4
Consolidated Statement of Changes in Stockholder's Equity	5
Consolidated Statement of Cash Flow	6
Notes to Consolidated Financial Statements	7



KPMG LLP Two Financial Center 60 South Street Boston, MA 02111

#### **Independent Auditors' Report**

The Board of Directors and Stockholder Standard Solar, Inc.:

We have audited the accompanying consolidated financial statements of Standard Solar, Inc. and subsidiaries (the Company), which comprise the consolidated balance sheet as of September 30, 2017, and the related consolidated statements of income changes, in stockholder's equity, and cash flows for the period from April 26, 2017 through September 30, 2017, and the related notes to the consolidated financial statements.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Standard Solar Inc. and subsidiaries as of September 30, 2017, and the results of their operations and their cash flows for the period from April 26, 2017 through September 30, 2017, in accordance with U.S. generally accepted accounting principles.

KPMG LIP

Colchester, Vermont November 17, 2017

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

Consolidated Balance Sheet

September 30, 2017

(Amounts in thousands)

#### **Assets**

Current assets: Cash and cash equivalents Trade accounts receivable, net Inventories Prepaid expenses and other current assets	\$ 5,992 554 215 1,133
Total current assets	7,894
Other assets: Property, plant, and equipment, net (note 6): Property and equipment Accumulated depreciation	 <b>297</b> (27)
Property and equipment, net	270
Construction in progress	9,135
Total property, plant, and equipment, net	9,405
Goodwill Long-term restricted cash	 17,576 35
Total other assets	 27,016
Total assets	\$ 34,910

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

**Consolidated Balance Sheet** 

September 30, 2017

(Amounts in thousands)

#### **Capitalization and Liabilities**

Current liabilities:		
Accounts payable, trade, and accrued expenses	\$	1,598
Due to associated companies		1 .
Accrued liabilities		1,885
Deferred revenue	-	172
Total current liabilities	***************************************	3,656
Other liabilities and deferred credits:		
Long-term deferred revenue		9
Warranty liability (note 5)		284
Total other liabilities and deferred credits		293
Capitalization:		
Common stock, \$0 par value. 7,500 shares authorized, 5,502 shares outstanding		
Additional paid-in capital		33,624
Accumulated deficit	***************************************	(2,663)
Total stockholder's equity		30,961
Commitments and contingencies (note 9)	**********	
Total capitalization and liabilities	\$	34,910

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

#### Consolidated Statement of Income

Period from April 26, 2017 to September 30, 2017

(Amounts in thousands)

	-	2017
Net sales (note 3)	\$	2,363
Operating expenses:		
Operations and maintenance		2,326
Selling, administrative, and marketing		2,661
Depreciation and amortization		27
Taxes other than income		2
Income tax expense (note 8)		10
Total operating expenses		5,026
Net loss	\$	(2,663)

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

Consolidated Statement of Changes in Stockholder's Equity Period from April 28, 2017 to September 30, 2017 (Amounts in thousands)

	Com	noi	n stock	Additional paid-in	Accumulated	Total stockholder's
	Shares		Amount	 capital	deficit	equity
Balance at April 26, 2017 (pre-acquisition)	5,502	\$		\$ 13,900	(15,306)	(1,406)
Application of pushdown accounting			_	2,270	15,306	17,576
Capital contribution			-	17,454	_	17,454
Net loss		-		 	(2,663)	(2,663)
Balance at September 30, 2017	5,502	_\$		\$ 33,624	(2,663)	30,961

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

#### Consolidated Statement of Cash Flows

#### Period from April 26, 2017 to September 30, 2017

#### (Amounts in thousands)

		2017
Cash flows from operating activities:  Net loss	\$	(2.663)
Adjustments to reconcile net income to net cash used in operating activities:	Ψ	(2,663)
Depreciation and amortization		27
Loss on disposals		2
Changes in:		
Trade accounts receivable, net		3,497
Prepaid expenses and other current assets		(812)
Accounts payable, accrued expenses, and other current liabilities  Deferred revenue		(2,624)
Accrued liabilities		(502)
Accided liabilities		(2,027)
Net cash used in operating activities		(5,102)
Cash flows from investing activities:		
Solar projects expenditures		(7,565)
Decrease in restricted cash		300
Net cash used in investing activities		(7,265)
Cash flows from financing activities:		
Capital contributed		17,454
Net cash provided by financing activities		17,454
Net increase in cash and cash equivalents		5,087
Cash and cash equivalents at beginning of period		905
Cash and cash equivalents at end of year	\$	5,992
See note 11 for supplemental cash flow information.		

Notes to Consolidated Financial Statements
September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (1) Nature of Operations

Standard Solar, Inc. and Subsidiaries (the Company or SSI) was incorporated in December 2004 in the state of Delaware. The Company is engaged in the engineering, design, and installation of solar power systems to commercial customers, including federal government entities. In conjunction with the acquisition of the Company in 2017 (see below), the Company will own and operate solar installations.

The Company was acquired by Northern New England Energy Corporation (NNEEC or Parent) during April 2017 and became a wholly owned subsidiary of NNEEC at that time. See note 3 for details. The accompanying consolidated financial statements are as of September 30, 2017 for the period from April 26, 2017 (date of acquisition by NNEEC) through September 30, 2017.

#### (2) Liquidity

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. However, as shown in the accompanying financial statements, the Company has incurred losses from operations since the acquisition by NNEEC. The Company has received a guarantee of financial support by its parent company through November 17, 2018. The conditions of such support stipulate that NNEEC, has the ability to provide the necessary financial support to the Company.

#### (3) Summary of Significant Accounting Policies

#### (a) Principles of Consolidation and Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). All intercompany transactions with consolidated subsidiaries have been eliminated upon consolidation.

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company believes it has taken reasonable positions where assumptions and estimates are used. In management's opinion, the areas of the Company where the most significant judgment is exercised is in the costs to complete contracts and progress toward completion, which are used to determine revenue recognition under the percentage-of-completion method, estimates of the allowance for doubtful accounts receivable and warranty provision, useful lives of depreciable assets, and the tax valuation allowances. Actual results could differ from those estimates.

The Company considers events or transactions that occur after the balance sheet date, but before the consolidated financial statements are available to be issued, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. These consolidated financial statements were available to be issued on November 17, 2017 and subsequent events have been evaluated through that date (note 10).

Notes to Consolidated Financial Statements September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (b) Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

#### (c) Long-term Restricted Cash

As of September 30, 2017, long-term restricted cash in the amount of \$35 was used as collateral for the operating lease of the Company's headquarters office space in Rockville, Maryland.

#### (d) Revenue Recognition and Accounts Receivable

SSI operating revenues consist principally of solar energy system installation contract fees. The Company recognizes revenue from fixed price contracts using either the completed contract or percentage-of-completion method. Revenue from installation of a solar system is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collection of the related receivable is reasonably assured.

The Company utilizes the percentage-of-completion method to recognize revenue on commercial installations, using a cost-to-cost basis to measure progress toward completion. Project material costs are included in incurred costs when the project materials have been installed by being permanently attached or fitted to the solar power system.

In 2017, the Company modified its business model, shifting from system installation and servicing to solar assets ownership and operation and will recognize revenue from these projects based on the terms of the related power purchase agreement (PPA). There were no operating facilities or PPA's in place during 2017.

Receivables include amounts billed and currently due from customers (including contract retentions) and unbilled costs and accrued profits related to revenues on long-term contracts that have been recognized for accounting purposes but not yet billed to customers. Unbilled revenue was \$35 at September 30, 2017, and is included in trade accounts receivable in the consolidated balance sheet. Contract retentions are governed by contract provisions (generally 5% to 10%) and are not due until the contract is completed or until specified contract provisions are met.

The Company provides an allowance for doubtful accounts based on experience and the evaluation of the likelihood of success in collecting specific customer receivables. The Company writes off accounts receivable when it becomes apparent, based upon age or customer circumstances, that such amounts will not be collected. The Company recorded an allowance for doubtful accounts of \$35 at September 30, 2017.

#### (e) Inventories

Inventories consist of purchased system components, mainly solar panels and inverters. Inventories are stated at the lower of cost or market determined by the first-in, first-out method. Inventories are adjusted for estimated obsolescence and written down to net realizable value based upon estimates for future demand, technology developments, and market conditions.

Notes to Consolidated Financial Statements

September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (f) Property, plant, and equipment

Property, plant, and equipment, including capitalized software, are recorded at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets as follows:

> Solar installation equipment Vehicles and installation equipment Computer hardware and software

5 to 10 years 3 to 5 years

15 years

Office furniture and equipment

7 years

Leasehold improvements

The shorter of the estimated useful life or remaining lease term

Depreciation expense is recognized on a straight-line basis. The Company amortizes nearly all of its intangible using the straight-line method.

#### (g) Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is reviewed for impairment at least annually.

The Company has the option to perform a qualitative assessment to determine whether it is more likely than not that a reporting unit's fair value is less than its carrying amount prior to performing the two-step goodwill impairment test. If this is the case, the two-step goodwill impairment test is required. If it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, the two-step impairment test is not required.

If the two-step goodwill impairment test is required, first, the fair value of the reporting unit is compared with its carrying amount (including goodwill). If the fair value of the reporting unit is less than its carrying amount, an indication of goodwill impairment exists for the reporting unit, and the Company must perform step two of the goodwill impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the Company in a manner similar to a purchase price allocation and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit is determined using a discounted cash flow analysis. If the fair value of the reporting unit exceeds its carrying amount, step two does not need to be performed.

At September 30, 2017, based upon management's analysis of the environment within which SSI operates, the Company has concluded that no impairment loss for goodwill should be recorded.

Notes to Consolidated Financial Statements

September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (h) Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever changes in circumstances indicate the carrying value of an asset may not be recoverable. When long-lived assets are reviewed for impairment, if the undiscounted cash flows estimated to be generated by the property are less than its carrying amount, management compares the carrying amount of the property to its fair value in order to determine whether an impairment loss has occurred. Any expense for impairment losses is recorded in impairment of long-lived assets on the consolidated statement of income. There were no impairments of long-lived assets during the period ended September 30, 2017.

#### (i) Taxes Other than Income

Taxes other than income consists primarily of various property taxes, state gross receipts taxes, and certain employer payroll taxes. The Company recognizes these taxes in the period incurred.

#### (j) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes the effect of uncertain income tax positions only if it is more likely than not that those positions would be upheld. When recognized, income tax positions are measured and recorded at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest expense related to unrecognized tax benefits in interest expense and penalties in other income, net, in the consolidated statement of income.

#### (k) Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Notes to Consolidated Financial Statements
September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (I) Fair Value Measurements

The Company applies the fair value method under ASC 820, Fair Value Measurements and Disclosures. ASC 820 defines fair value, establishes a fair value hierarchy for assets and liabilities measured at fair value, and requires expanded disclosures about fair value measurements. ASC 820 did not have any impact on the Company's financial position or results of operations. The ASC 820 hierarchy ranks the quality and reliability of inputs, or assumptions, used in the determination of fair value and requires assets and liabilities carried at fair value to be classified and disclosed in one of the following categories based on the lowest level input used that is significant to a particular fair value measurement:

- Level 1 Fair value is determined by using unadjusted quoted prices that are available in active markets for identical assets and liabilities.
- Level 2 Fair value is determined by using inputs other than Level 1 quoted prices that are directly
  or indirectly observable. Inputs can include quoted prices for similar assets and liabilities in active
  markets or quoted prices for identical assets and liabilities in inactive markets. Related inputs can
  also include those used in valuation or other pricing models such as interest rates and yield curves
  that can be corroborated by observable market data.
- Level 3 Fair value is determined by inputs that are unobservable and not corroborated by market data. Use of these inputs involves significant and subjective judgments to be made by a reporting entity – e.g., determining an appropriate adjustment to a discount factor for illiquidity associated with a given security.

The Company evaluates financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level at which to classify them each reporting period. This determination requires the Company to make subjective judgments as to the significance of inputs used in determining fair value and where such inputs lie within the ASC 820 hierarchy.

The fair values of cash and cash equivalents, prepaid expenses, accounts payable, and accrued liabilities approximated their book value as they are short term in nature.

#### (m) Recent Accounting Pronouncements

In January 2017, FASB issued ASU 2017-04, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The changes aim to simplify the goodwill impairment test by eliminating the second step of the test. This new guidance will apply prospectively to the financial statements starting with the fiscal year beginning October 1, 2021. Early adoption is permitted. The Company does not expect the adoption of these new guidelines to have a significant impact on its consolidated financial statements.

11

## Notes to Consolidated Financial Statements September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (4) Push Down Accounting

On April 26, 2017, NNEEC acquired 100% of Standard Solar, Inc. The acquisition was accounted for using the purchase method, as per the guidance in ASC 805, *Business Combinations*, with identifiable assets acquired and liabilities assumed provisionally recorded at their estimated fair values on the acquisition date. The initial accounting for the business combination is not complete because the evaluation necessary to assess the fair values of certain net assets acquired is still in process. The provisional amounts are subject to revision until the evaluations are completed to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date. Fair value adjustments of \$16,170 in Goodwill, have been pushed down to the Company, resulting in the Company's assets and liabilities being recorded at fair value on April 26, 2017.

The provisional allocation of assets and liabilities is as follows (in thousands):

Assets:		
Current assets	\$	5,792
Property, plant, and equipment		1,503
Noncurrent assets	-	35
Total assets	\$	7,330
Liabilities:		
Current liabilities	\$	8,736
Total liabilities		8,736
Total value of identifiable net assets		(1,406)
Goodwill	*****	17,576
Total value of net assets	\$	16,170

#### (5) Manufacturer and installation warranty

The Company provides for the estimated cost of materials and installation warranties at the time revenue is recognized. The Company warrants the installation of solar systems against defects in materials or workmanship for a period of one to ten years. The Company's materials warranty is backed by a five to twenty-five year manufacturer warranty on inverters and solar panels. The warranty reserve is calculated using 0.5% of all solar revenue for 2017. Since the Company has a limited operating history, adjustments in future periods may be required as its installations mature. The short-term product warranty reserve of \$235 is included in accrued liabilities in the Company's consolidated balance sheet as of September 30, 2017. The long-term product warranty reserve of \$284 is included in other long-term liabilities on the Company's consolidated balance sheet as of September 30, 2017, while the related expense is included in cost of revenue within the consolidated statement of income.

#### STANDARD SOLAR, INC. AND SUBSIDIARIES

#### Notes to Consolidated Financial Statements

September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

#### (6) Property, plant, and equipment

The major classes are as follows at September 30, 2017:

	Depreciable		
	life in years		2017
Solar installations:			
Construction in progress	N/A	\$_	9,135
		_	9,135
Property and equipment:			
Vehicles and installation equipment	5-10		48
Computer hardware and software	3-5		235
Office furniture and equipment	7		13
Leasehold improvements	Lease term	_	1
		_	297
Total property, plant, and equipment			9,432
Accumulated depreciation and amortization		_	(27)
Net property, plant, and equipment		\$ _	9,405

Depreciation and amortization expense amounted to \$27 for the period ended September 30, 2017.

#### (7) Operating leases

The Company leases office and warehouse space and some office machinery under noncancelable operating leases. Lease terms range from three to seven years and include renewable options. The total rental expenses under operating leases were \$388 for the period ended September 30, 2017, which are included in the accompanying consolidated statement of income as selling, general, and administrative expenses. The Company is committed for the payment of minimum rentals under operating lease agreements in the following amounts:

Year ending September 30,	
2018	\$ 435
2019	446
2020	457
2021	469
2022 and thereafter	 277
Total	\$ 2,084

### STANDARD SOLAR, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

### (8) Income Taxes

The provision for income taxes for the period ended September 30, 2017 is summarized as follows:

	2017
<sup>≉</sup> Current: Federal	\$ _
State	10_
Total current income taxes	10_
Deferred: Federal State	
Total deferred income taxes	_
Investment tax credits, net	
Income tax expense	\$ 10
Effective combined federal and state income tax rate	(0.38)%

The significant items that reconcile between income taxes computed by applying the U.S. federal statutory rate of 35% and the reported income tax expense for the reporting period include state income taxes, meals, and penalties.

### STANDARD SOLAR, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

September 30, 2017

(Amounts in thousands, except share, customer and volumetric data)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at September 30, 2017 are presented below:

	2017
Deferred tax assets:	
Allowance for bad debt	\$ 14
Accrued warranties	212
Deferred rent	188
Accrued commissions and compensation	53
Net operating loss and other carryforwards	5,982
Other	10
Total deferred tax assets	6,459
Less valuation allowance	(6,456)
Total deferred tax assets	3
Deferred tax liabilities:	
Utility plant in service	3
Total gross deferred tax liabilities	3
Net deferred tax liabilities	\$ ******

At September 30, 2017, the Company recorded \$5.9 million of deferred tax assets related to net operating loss (NOL) carryforwards and tax credit carryforwards. Federal NOLs will expire if unused starting in 2027 and ending in 2037. State NOLs will expire if unused starting in 2028.

Management has determined that it is not more likely than not that the Company will realize its deferred tax assets based upon the expected future reversals of taxable temporary differences and the generation of future taxable income. Therefore, the Company has recorded a full valuation allowance against its net deferred tax assets.

The Company does not expect that it is reasonably possible that there would be any material changes in its reserve for unrecognized tax benefits within the following twelve months. While the Company believes it has adequately provided for all tax positions, amounts asserted by taxing authorities could be greater than the Company's accrued position. Accordingly, additional provisions for federal and state tax-related matters could be recorded in the future as revised estimates are made or the underlying matters are settled or otherwise resolved.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in nonoperating expenses. During the period ended September 30, 2017, the Company recorded no interest or penalties relating to unrecognized tax benefits.

### STANDARD SOLAR, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

**September 30, 2017** 

(Amounts in thousands, except share, customer and volumetric data)

The Company files income tax returns in the U.S. and in various state jurisdictions. At September 30, 2017, open tax years for Standard Solar and its subsidiaries' federal and state tax returns are 2014 and forward. There were no federal tax audits during 2017.

### (9) Commitments and Contingencies

The Company's operations are subject to certain risks and uncertainties associated with young growth companies including, among others, competitive, financial, operational, and regulatory risks associated with renewable energy companies; and uncertainty of future probability and possible fluctuations in financial results.

Liabilities for loss contingencies arising from items such as claims, assessments, litigation, fines and penalties are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

### (10) Subsequent Event

The Company formed Solar I Partnership on September 19, 2017 to construct, operate, and maintain, through wholly owned limited liability companies (each, a Project Company, together, the Project Companies), 15 solar-generating facilities located throughout the United States. SSI expects the total cost to develop, engineer, procure, and construct the solar-generating facilities to be \$51,200. On October 20, 2017, SSI executed an Equity Capital Contribution Agreement with a tax equity partner (the Tax Equity Partner) to invest \$20,500 in Solar I Partnership to fund the cost to construct the 15 facilities. SSI will invest approximately \$30,700 and the Tax Equity Partner will invest approximately \$20,500.

#### (11) Supplemental Cash Flow Information

Supplemental cash flow information for the period ended September 30, 2017 are as follows:

*	******	2017
Cash paid during the period for:		
Income taxes paid	\$	10
Supplemental disclosures of noncash information:		
Property, plant, and equipment in accounts payable		1,242

# Standard Solar, Inc Balance Sheet December 31, 2016 and 2015 (In Thousands, Except Share Amounts)

	2016	 2015
<u>Assets</u>		
Current assets Cash and cash equivalents Short-term restricted cash Accounts receivable, net Deferred costs on uncompleted contracts Inventory, net Prepaid expenses and other current assets Current assets of discontinued operations	\$ 530 806 4,954 694 249 179	\$ 470 806 7,592 2,959 252 416 24
Total current assets	7,412	12,519
Long-term assets Long-term restricted cash Deferred tax assets Property and equipment, net  Total long-term assets	 35 - 101 136	 35 - 198 233
Total assets	\$ 7,548	\$ 12,752
Liabilities and Stockholders' Equity (Deficit)	ž	
Current liabilities Accounts payable Accrued liabilities Deferred tax liabilities Deferred revenue Current portion of notes payable and capital leases Current liabilities of discontinued operations  Total current liabilities	\$ 2,011 1,496 - 3,093 - - - 6,600	\$ 6,543 2,346 - 3,885 2 53
Long-term liabilities Long-term deferred revenue Deferred tax liabilities Other long-term liabilities  Total long-term liabilities  Total liabilities	12 - 713 725	24 - 822 846
Stockholders' equity	 7,325	13,675
Common stock, no par value, 7,500 shares authorized, 5,478 shares issued and outstanding in 2016 and 2015 Accumulated deficit Treasury stock	 12,950 (12,677) (50)	 12,890 (13,763) (50)
Total stockholders' equity (deficit)	 223	(923)
Total liabilities and stockholders' equity (deficit)	\$ 7,548	\$ 12,752

## Standard Solar, Inc Statements of Operations Years Ended December 31, 2016 and 2015 (In Thousands)

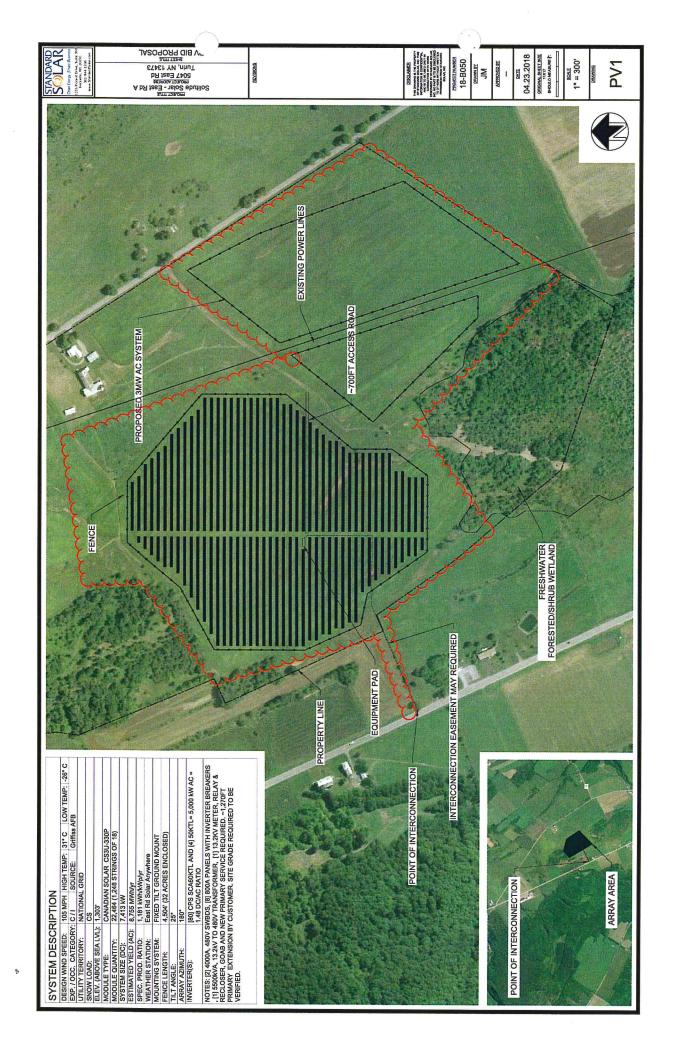
	201	16	20	015
Revenue Cost of revenue		35,423 30,247	\$	28,430 23,959
Gross profit		5,176		4,471
Selling, general, and administrative expenses Depreciation		3,949 110		5,408 128
Loss from continuing operations		1,117		(1,065)
Discountinued operations, net				132
Loss after discontinued operations		1,117		(933)
Other (expense) income, net		(31)		(8)
Loss before provision for income taxes		1,086		(941)
Income tax provision				
Loss after provision for income taxes	y	1,086		(941)
Net loss from unconsolidated investee				_
Net gain (loss)	\$	1,086	\$	(941)

### Standard Solar, Inc Statements of Changes in Stockholders'Equity (Deficit) December 31, 2016 and 2015 (In Thousands, Except Shares)

	Commo	n Sto	ck	Treasu	ry Stoo	k	Ac	cumulated		
	Shares		Amount	Shares		Amount		Deficit	)}	Total
Balance, December 31, 2014 Stock-based compensation	5,475		12,701 183	14 -		(50) -		(12,822)		(171) 183
Common Stock Net loss	3			-		:-		(941)		6 (941)
Balance, December 31, 2015 Stock-based compensation	5,478 -	\$	12,890 60	14 -	\$	(50) -	\$	(13,763) -	\$	(923) 60
Common Stock Net gain	-	-		-				- 1,086		1,086
Balance, December 31, 2016	5,478	\$	12,950	14	\$	(50)	\$	(12,677)	\$	223

## Standard Solar, Inc Statements of Cash Flows December 31, 2016 and 2015 (In Thousands)

	2	016		2015
Cash flows from operating activities  Net loss  Adjustments to reconcile net loss to net cash (used in)  provided by operating activities	\$	1,086	\$	(941)
Depreciation  Loss on discontinued operations, net asset transferred  Stock-based compensation  Bad debt expense		110 - 60 -		128 235 183 83
Change in assets and liabilities exclusive of discontinued oper Accounts receivable, net Deferred contract costs Inventory, net Prepaid and other current assets Other long-term assets Accounts payable	erations	2,638 2,265 3 237 24 (4,532)		(5,299) 263 7 (26) 31 (443)
Deferred revenue Warranty Liability Accrued liabilities  Net cash (used in) provided by operating activities		(804) (109) (903)		3,052 70 1,197 (1,460)
Cash flows from investing activities Withdrawal from (deposit to) restricted cash Investment in unconsolidated investee Acquisition of property and equipment		- - (13)		58 (525) (29)
Net cash provided by (used in) investing activities		(13)		(496)
Cash flows from financing activities Proceeds from common stock Payment on notes payable and capital leases		- (2)		6 (33)
Net cash used in financing activities		(2)		(33)
Net (decrease) increase in cash and cash equivalents		60		(1,983)
Cash and cash equivalents at beginning of year		470	į <del></del>	2,453
Cash and cash equivalents at end of period	\$	530	\$	470
Supplemental disclosure of cash flow information Cash payments for interest	\$		\$	
Supplemental disclosure of non-cash investing activities Disposal of fixed assets and accumulated depreciation	\$		\$	<u> </u>



# Short Environmental Assessment Form Part 1 - Project Information

## **Instructions for Completing**

Part 1 - Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

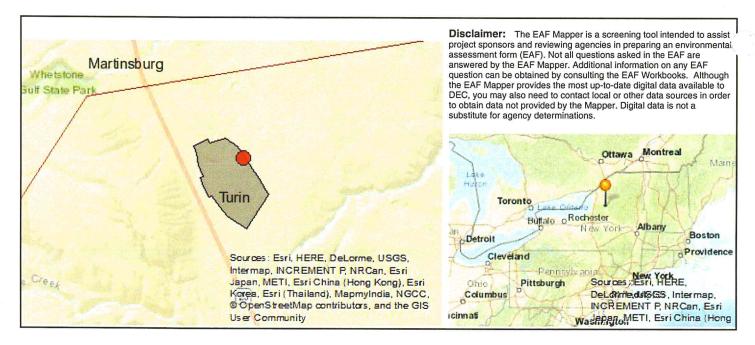
Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 - Project and Sponsor Information					
Solitude Solar, LLC - East Rd Turin Solar Farm					
Name of Action or Project:					
East Rd Turin Solar Farm					
Project Location (describe, and attach a location map):					
5047 East Rd, Turin, NY					
Brief Description of Proposed Action:					
The Applicant, Solitude Solar, LLC, proposes construction of a solar energy farm (or "ar defined as the approximately ±46 acre area. The project will include less than 1 acre of projects.	ray") The site distu	e site is an approximately irbance which will be typid	"projocal of	ect area' construc	'is tion
Name of Applicant or Sponsor:	Telep	hone: <sub>518-288-7800</sub>			
Michael Fingar, COO , Solitude Solar, LLC	E-Mai	il: Mfingar@solitudesolar	r.com		
Address:					
830 New Loudon Rd					
City/PO:		State:	1 1	Code:	
Latham		NY	1211	10	
1. Does the proposed action only involve the legislative adoption of a plan, le	ocal law	, ordinance,		NO	YES
administrative rule, or regulation?  If Yes, attach a narrative description of the intent of the proposed action and	the env	ironmental resources t	hat		
may be affected in the municipality and proceed to Part 2. If no, continue to	questio	n 2.	inat	$\checkmark$	ш
2. Does the proposed action require a permit, approval or funding from any	other go	overnmental Agency?		NO	YES
If Yes, list agency(s) name and permit or approval: Town					$\checkmark$
3.a. Total acreage of the site of the proposed action?	4	46 acres			
b. Total acreage to be physically disturbed?		1 acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? ~80	n. Longo	nd acres			
or controlled by the applicant or project sponsor:	0+ Lease	eu_acres			
4. Check all land uses that occur on, adjoining and near the proposed action.					
		Residential (suburb	oan)		
□Forest ☑Agriculture □Aquatic □Other (	specify)	):			
Parkland					

5. Is the proposed action, a. A permitted use under the zoning regulations?	NO	YES	N/A
		V	
b. Consistent with the adopted comprehensive plan?	Ш	NO	VEC
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?		NO	YES
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area	a?	NO	YES
If Yes, identify:		<b>/</b>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels?		NO	YES
		<b>√</b>	
b. Are public transportation service(s) available at or near the site of the proposed action?		<b>√</b>	
c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action		$\checkmark$	
9. Does the proposed action meet or exceed the state energy code requirements?  If the proposed action will exceed requirements, describe design features and technologies:	-	NO	YES
Solar Generating Facility			$\checkmark$
10. Will the proposed action connect to an existing public/private water supply?	_	NO	YES
If No, describe method for providing potable water:	8		
11 No, describe memod for providing potable water.		$\checkmark$	
11. Will the proposed action connect to existing wastewater utilities?		NO	YES
If No, describe method for providing wastewater treatment:		<b>√</b>	
12. a. Does the site contain a structure that is listed on either the State or National Register of Historic		NO	YES
Places?	1		IES
b. Is the proposed action located in an archeological sensitive area?	-	<b> </b>	H
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain		NO	YES
wetlands or other waterbodies regulated by a federal, state or local agency?			<b>✓</b>
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?  If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres:		<b>√</b>	
	_		-
14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all  ☐ Shoreline ☐ Forest ☐ Agricultural/grasslands ☐ Early mid-succession ☐ Wetland ☐ Urban ☐ Suburban		pply:	
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed		NO	YES
by the State or Federal government as threatened or endangered?		<u></u>	
16. Is the project site located in the 100 year flood plain?	$\dashv$	NO	YES
		<b>V</b>	
17. Will the proposed action create storm water discharge, either from point or non-point sources?  If Yes,		NO	YES
a. Will storm water discharges flow to adjacent properties?		$\checkmark$	
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains) If Yes, briefly describe:	)?	- n v <sup>ji</sup>	(A)
	_	2 " 3 (	ħ.

18. Does the proposed action include construction or other activities that result in the impoundment of	NO	YES
water or other liquids (e.g. retention pond, waste lagoon, dam)?	7	
If Yes, explain purpose and size:		
	$    \checkmark  $	
		—
19. Has the site of the proposed action or an adjoining property been the location of an active or closed	NO	YES
solid waste management facility?		
If Yes, describe:		
		ш
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or	NO	YES
completed) for hazardous waste?		
If Yes, describe:		
	V	ш
· · · · · · · · · · · · · · · · · · ·		
I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE	BEST O	FMY
KNOWLEDGE	DEST O	
Applicant/sponsor name: Michael Fingar Date: 6/7/2018		
Signature: Mechal frigan		

# **EAF Mapper Summary Report**



Part 1 / Question 7 [Critical Environmental Area]	No
Part 1 / Question 12a [National Register of Historic Places]	No
Part 1 / Question 12b [Archeological Sites]	No
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal]	No
Part 1 / Question 16 [100 Year Flood Plain]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
Part 1 / Question 20 [Remediation Site]	No





Navigation GIS Map | DTF Links Assessment Info

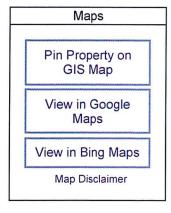
Help Log In

F	Residential
Р	roperty Info
0	wner/Sales
	Inventory
lm	provements
0.0	Report
C	omparables

Tax Map ID / Property Data		Mu	nicipali	ity	0	f To	wn	of T	urin	
Status:	SWIS:	235	5089 Tax I		D: 2		273	273.00-01-07.000		
Site   Property   Class:   Site   Property   Class:   Class:   Property   Class:   Class:		Ta	х Мар ї	ID	/	Pro	per	ty D	ata	
Property Class:         241 - Rural res&ag         Site Property Class:         241 - Rural res&ag           Ownership Code:         Res 1         In Ag. District:         No (6)           Zoning Code:         04 -         Bldg. Style:         Old style           Neighborhood:         03200 - Town Outside         School District:         South Lewis           Total Acreage/Size:         148.20         Equalization Rate:            Land Assessment:         \$145,800         Assessment:         \$234,800           Full Market Value:         \$234,800         Second Page:         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description Units Percent Type Value           FP501-Turin fire prot         0         0%         0           Land Types           Type Size           Primary         1.00 acres	Status:		Active Roll Section: Taxable					le		
Class:         res&ag         Class:         res&ag           Ownership Code:         Site:         Res 1         In Ag. District:         No (6)           Zoning Code:         04 -         Bldg. Style:         Old style           Neighborhood:         03200 - Town Outside         School District:         South Lewis           Total Acreage/Size:         148.20         Equalization Rate:            Land Acreage/Size:         145,800         Assessment:         \$234,800           Full Market Value:         \$2017 - \$234,800         \$234,800         \$234,800           Deed Book:         493         Deed Page:         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0    Land Types  Type  Size  Primary  1.00 acres	Address:		5047 East Rd							
Code:         Res 1         In Ag. District:         No (6)           Zoning Code:         04 -         Bldg. Style:         Old style           Neighborhood:         03200 - Town Outside         School District:         South Lewis           Total Acreage/Size:         148.20         Equalization Rate:            Land Acreage/Size:         145,800         Assessment:         \$2017 - \$234,800           Full Market Value:         \$234,800         Special Districts         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0           Land Types           Type         Size           Primary         1.00 acres										
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Neighborhood:         03200 - Town Outside         School District:         South Lewis           Total Acreage/Size:         148.20         Equalization Rate:            Land Assessment:         \$145,800         Assessment:         \$234,800           Full Market Value:         \$234,800         Deed Page:         150           Deed Book:         493         Deed Page:         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0           Land Types           Type         Size           Primary         1.00 acres	Site:		Res 1			In Ag. District:			No (6)	
Total	Zoning Code:		04 -			Bldg	. Styl	e:	Old style	
Acreage/Size:	Neighborhood:		Contract Con		'n	School District:		South Lewis		
Assessment:         \$145,800         Assessment:         \$234,800           Full Market Value:         \$234,800         Deed Page:         150           Deed Book:         493         Deed Page:         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0           Land Types           Type         Size           Primary         1.00 acres			148.20			and the same of th				
Value:         \$234,800         Deed Page:         150           Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0           Land Types           Type         Size           Primary         1.00 acres	7				()	207				
Grid East:         1121419         Grid North:         1346949           Special Districts for 2017           Description         Units         Percent         Type         Value           FP501-Turin fire prot         0         0%         0           Land Types           Type         Size           Primary         1.00 acres		et		)						
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Land Types  Type Size  Primary 1.00 acres				00		10.10.00.00.00.00		Туре		
Type Size Primary 1.00 acres	FP501-Turin fire prot			0		0%			0	
Primary 1.00 acres			La	an	d'	Тур	es			
Residual 4.00 acres					_					
	Residual								4.00 a	cres

Photographs	
No Photo Available	

Documents	
No documents found for this parcel	



## Property Details - Image Mate Online

Tillable	50.00 acres
Tillable	50.20 acres
Pasture	35.00 acres
Wasteland	8.00 acres

PERING OR COPYING

**MANUFACTURERS & TRADERS TR CO** 595 New Loudon Road Latham, NY 12110 10-4/220

105

4/3/2018

830 Loudon Road Latham, NY 12110

Solitude Solar, LLC

PAY TO THE ORDER OF Lewis County Industrial Development Agency

\$ \*\*500.00

Five Hundred and 00/100\*\*\*\*\*\*\*\*\*\*

A PROTECTED AGAINST FRAUD A

Lewis County Industrial DevelopmentAgency 7642 N. State Street Lowville, NY 13367

DOLLARS

MEMO

"000105" ::022000046:

9870598365

Solitude Solar, LLC	105
	105
Lewis County Industrial Development Agenc 4/3/2018	
Non Refundable IDA Fees - Lewis County (20160008	100.00
Non Refundable IDA Fees - Lewis County (20160011	100.00
Non Refundable IDA Fees - Lewis County (20170127	100.00
Non Refundable IDA Fees - Lewis County (20170146	100.00
Non Refundable IDA Fees - Lewis County (20170130	100.00

Operating Account-Ch

500.00

Solitude Solar, LLC

105

Lewis County Industrial Development Agenc 4/3/201	8
Non Refundable IDA Fees - Lewis County (2016000	8 100.00
Non Refundable IDA Fees - Lewis County (2016001	1 100.00
Non Refundable IDA Fees - Lewis County (2017012	7 100.00
Non Refundable IDA Fees - Lewis County (2017014)	6 100.00

100.00

Non Refundable IDA Fees - Lewis County (20170130 PAYOR

Operating Account-Ch

500.00





