



MINUTES

November 30, 2021

STAFF

JOHN J. PISECK, JR.
Executive Director

STACEY J. HOLLERAN
Office Manager

VICTORIA L. ADAMS
Administration & Grant
Coordinator

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

DAVID M. CHLUS
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

CORY ALBRECHT
Director

CATHERINE RICCI
Director

ANN GAWORECKI
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Herkimer County Industrial Development Agency Regular Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday, November 30, 2021 at 8:00 AM. The meeting was held electronically via zoom conference as well as a public meeting open for the public to attend in person. Members of the public were invited to join the meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 894 9157 9384 and passcode: 138856. Members of the public were invited to attend the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

After the Pledge of Allegiance, Chairman Vincent (Jim) Bono called the meeting to order at 8:00 AM.

The following members were present in person and answered the roll call: Vincent (Jim) Bono, Cory Albrecht, Ann Gaworecki, Catherine (Cate) Ricci. **Quorum Present.**

Members Absent: David Chlus, John Scarano, Michael Werenczak

Staff Present: John Piseck, Stacey Holleran, Victoria Adams

Also Present in Person: Herkimer County Legislator Bob Hollum

Also Present Virtually: Herkimer County Legislators: Bill Weakley, Mark Gaworecki; Susan Jaquish (on behalf of Assemblyman Brian Miller); Michele Roberts; Bill McDonald

Mr. Piseck stated that board member Michael Werenczak was absent due to the passing of his father. He offered his condolences to Mr. Werenczak and his family.

Mission Statement: Mr. Piseck read the Agency's Mission Statement

Minutes:

October 26, 2021 Board Meeting: The minutes of the October 26, 2021 regular meeting were offered for review. **Cory Albrecht moved, seconded by Cate Ricci, to approve the minutes as presented. Motion carried with 4 ayes and 0 nays.**

November 17, 2021 Special Meeting: The minutes of the November 17, 2021 special meeting were offered for review. **Cate Ricci moved, seconded by Ann Gaworecki, to approve the minutes as presented. Motion carried with 4 ayes and 0 nays.**

420 E. German Street, Box 1 Suite 101A, Herkimer, NY 13350 315-866-3000

"This institution is an equal opportunity provider, employer and lender."

Financial Reports: The following financial reports were offered for review and approval: October 2021 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that all outstanding loans are being paid accordingly and the Agency is in good financial position. The Agency is looking forward to attending more events in the coming year, including a site selectors event with Mohawk Valley EDGE. **Cory Albrecht moved, seconded by Ann Gaworecki to approve all financial reports as presented. Motion carried with 4 ayes and 0 nays.**

Microenterprise Update: Victoria Adams provided a brief update on the status of the Microenterprise Grant. All documentation required to submit a final draw request has been received and the request will be submitted accordingly. A final update will be provided at the December meeting.

Seward 2/2/2 Update: Victoria Adams provided a brief update on the status of the Seward 2/2/2 loan/grant program. The Agency does not have any outstanding applications for the program, and applications are always welcome.

Schuyler Business Park:

Lan-co Companies: The Agency received a bid from Lan-co Companies for the final construction of Kenneth Dodge Drive at Schuyler Business Park. After discussion, **Cate Ricci moved, seconded by Ann Gaworecki to approve the Agency to enter into contract with Lan-co Companies for the final construction of Kenneth Dodge Drive at Schuyler Business Park. The authorized amount includes the original bid as well as a change order presented to the board prior to the meeting. The total cost shall not exceed \$585,660. Motion carried with 4 ayes and 0 nays.**

Delta Engineering – Roadway B: The Agency received a proposal from Delta Engineering to provide professional engineering services for “Roadway B” development planning and design at Schuyler Business Park. The additional roadway will be constructed in-between the Pepsi and Fountainhead Group sites. **Cory Albrecht moved, seconded by Ann Gaworecki, to approve the Agency to enter into an agreement with Delta Engineering for professional engineering services related to “Roadway B” development at Schuyler Business Park, at a cost not to exceed \$14,000, plus additional reimbursable expenses estimated at \$300 for mileage.**

Lan-co Companies – Roadway B: A bid has not yet been received from Lan-co Companies for the construction of “Roadway B” at Schuyler Business Park; however, Mr. Piseck wanted to make board members aware of his intention to seek their approval via email once the documentation is received. The official vote will be discussed at the December board meeting.

Clearpath Energy, LLC – Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **Cory Albrecht made the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO

PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the "ECIA"); TO ENTER INTO A DECOMMISSIONING AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Ann Gaworecki, the motion carried with 3 ayes, 0 nays, and 1 abstention (Ricci). The official resolution is attached to the original minutes.

SunEast Grassy Knoll Solar, LLC – Authorizing Resolution: The proposed Authorizing Resolution was presented to board members prior to the meeting. After discussion, **Cory Albrecht made the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the "ECIA"); TO ENTER INTO A DECOMMISSIONING AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Ann Gaworecki, the motion carried with 3 ayes, 0 nays, and 1 abstention (Ricci). The official resolution is attached to the original minutes.

Eastern Mohawk Valley Water Transmission Line – Delta Engineers: The Agency received a proposal from Delta Engineers for professional engineering consulting services related to the Eastern Mohawk Valley Water Regional Water Transmission Line project. The firm will assist in overseeing the planning, design, and construction of the project, currently being completed by Barton & Loguidice. **Cory Albrecht moved, seconded by Ann Gaworecki, to approve the Agency to enter into an agreement with Delta Engineers to assist with the oversight of the Eastern Mohawk Valley Water Transmission Line project, at a cost not to exceed \$35,000. Additional reimbursable expenses will be billed in accordance with the firm's standard rate schedule. Motion carried with 4 ayes and 0 nays.**

Russell Farm – Map, Plan, and Report: Delta Engineers was retained by the Agency to complete a water district expansion map, plan, and report for the Russell Farm site. The report identifies the existing system as well as proposed formation and improvements which will be necessary to provide sufficient water and sewer for the site to be developed. **Cory Albrecht moved, seconded by Ann Gaworecki to**

approve the Higby Road Development Water District Expansion Map, Plan, and Report. Motion carried with 4 ayes and 0 nays.

Cost Benefit Analysis Tool – MRB Group: The Agency regularly receives applications for financial assistance. In its consideration of providing financial assistance, the Agency is required to prepare a cost-benefit analysis for each proposed project. The Agency received a proposal from MRB Group to provide the tool in an Excel spreadsheet format. The tool will be pre-loaded with all of the necessary economic impact multipliers and other factors. The tool will allow the Agency to consistently evaluate each project application. **Ann Gaworecki moved, seconded by Cate Ricci, to approve the purchase of the Cost Benefit Analysis Tool from MRB Group at a cost not to exceed \$2,500. This price will include the spreadsheet as well as training for Agency staff. Motion carried with 4 ayes and 0 nays.**

Corning Place Communications:

Supporting Resolution: The Agency is in support of a meat processing facility to open in the county to fill a vital unmet need for farmers and hunters. The resolution in support of the development of a meat processing facility in the county was presented to board members prior to the meeting. The resolution is in support of a county-wide effort to help diversify the local economy, be a source of good jobs and support local agriculture in an environmentally sound way, and is not site-specific. **Cate Ricci moved, seconded by Cory Albrecht, to approve the resolution in support of a meat processing facility in the county. Motion carried with 4 ayes and 0 nays.**

Think B.I.G: The “Think B.I.G.” concept supports meat processing facility operations in the county. The logo was provided from a public relations firm in regard to the public perception of meat processing within the county.

National Grid: Mr. Piseck informed board members of the Agency’s efforts to work with National Grid on the electric and gas lines at Schuyler Business Park. Mr. Piseck will email board members additional details on the potential for funding as it becomes available.

Mr. Bono welcomed comments from elected officials.

Legislator Holum made mention of Assemblyman Brian Miller’s open house on 11/30 in Utica.

Project Updates/Other Business:

Village of Dolgeville BOA: A steering committee meeting for the Village of Dolgeville Brownfield Opportunity Area Nomination Study is scheduled for Monday, December 6, 2021.

Herkimer County Food Processing Study: The consulting agency has begun to schedule interviews. This will tie into meat processing in the county.

Northern Borders: The Agency received information regarding the requirement for matching funds. Matching funds are no longer required to receive the 1 million dollars in grant funding.

Broadband Study: The broadband study is complete. Mr. Piseck will continue to attend meetings and seek funding to move forward.

New Board Member: Mr. Chlus intends to resign as a board member. Mr. Piseck is seeking board input on a potential replacement.

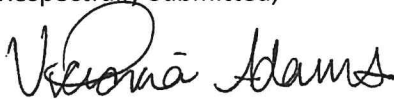
Ann Gaworecki moved, seconded by Cate Ricci to enter into executive session at 8:45 AM to discuss developments of a potential project and the sale of property. Motion carried with 4 ayes and 0 nays. All board members, Bob Hollum, John Piseck, Stacey Holleran, and Victoria Adams were invited to stay.

Cate Ricci moved, seconded by Ann Gaworecki to end executive session at 9:26 AM. Motion carried with 4 ayes and 0 nays.

Manheim Business Park: Ann Gaworecki moved, seconded by Cory Albrecht to authorize the sale of land at Manheim Business Park at \$15,000 per acre. Motion carried with 4 ayes and 0 nays.

Being no other business, Cate Ricci moved, seconded by Ann Gaworecki to adjourn at 9:27 AM. Motion carried with 4 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Victoria Adams". The signature is fluid and cursive, with the first name "Victoria" written in a larger, more prominent script than the last name "Adams".

Victoria Adams
Administration & Grant Coordinator

AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 30th day of November, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Catherine Ricci, Cory Albrecht, Ann Gaworecki

Absent: David Chlus, John Scarano, Michael Werenczak

Also Present: John Piseck, Stacey Holleran, Victoria Adams

After the meeting had been duly called to order, the Chairman announced that the purpose of the meeting was to consider and take action on certain matters pertaining Clearpath Energy LLC (the "Company").

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSTAINED

*ALL

*NONE

*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the "ECIA"); TO ENTER INTO A DECOMMISSIONING AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Clearpath Energy LLC, on behalf of itself and/or the principals of Clearpath Energy LLC, (the “Company”) has applied to the Herkimer County Industrial Development Agency (the “Agency”) to enter into a transaction relating to the acquisition, construction and equipping of a solar array with an estimated capacity of 7.5MW DC/5.0MW AC ± kilowatts in the Town of Manheim on a parcel of land located at 526 State Route 170A, Little Falls, New York 13365, Herkimer County (the “Land”), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a solar energy system that will be interconnected to National Grid and provide energy credits to the community (the Land, Improvements and Equipment) are referred to collectively as the “Facility” and the construction and equipping of the Improvements is referred to as (the “Project”); and

WHEREAS, the Company will sublease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively the “Act”) and the Agency will sublease the Facility back to the Company pursuant to a Subleaseback Agreement (the “Subleaseback Agreement”); and

WHEREAS, the Company will reconstruct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a 7.5MW DC/5.0MW AC ± kilowatt (kw) solar array under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency is authorized under its Uniform Tax Exemption Policy to provide for financial assistance to the Project; and

WHEREAS, representations made by the Company in its Application for Financial Assistance support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

WHEREAS, based upon recommendation made by the Company in its Application, the value of financial assistance is described as follows:

Sales and Use Tax exemptions estimated at \$362,589.00 but shall not exceed \$362,589.00 in aggregate;

Real Property Tax Abatement is estimated at \$_____.

Mortgage Recording Tax savings is estimated at \$67,000.00.

WHEREAS, prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, a public hearing (the “Hearing”) was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing was given prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) was in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the operation of a solar facility and the economic conditions of the area in which the Project is situated; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed sublease-leaseback transaction is either and inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company by virtue of its activities in renovating, reconstructing and equipping the Project shall submit, as a condition to closing, that SEQR review is not required, or in the alternative, the Environmental Assessment Form and related documents (Questionnaire) with respect to the Facility, a copy of which will be placed on file as the office of the Agency; and

WHEREAS, prior to the granting of any tax benefits, the Agency will complete its environmental review (if applicable) and make determinations for purposes of SEQRA.

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a “project,” such as that term is defined in the Act; and
- (c) The acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to invest in community solar and promote renewable energy initiatives in the State of New York; and

- (e) Based upon representations of the Company, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (f) It is desirable and in the public interest for the Agency to acquire a subleasehold interest in the Facility and sublease the Facility back to the Company; and
- (g) The Sublease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and
- (h) The Subleaseback Agreement is an effective instrument whereby the Company leases the Facility from the Agency; and

Section 2. In consequence of the foregoing, and subject to the receipt and approval by the Agency of pre-closing documents deemed reasonably necessary by counsel to the Agency, the Agency hereby determines to acquire a subleasehold interest in the Facility from the Company and to sublease the Facility back to the Company and to execute and deliver the Sublease Agreement, the Subleaseback Agreement and memoranda thereof, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement, the Decommissioning Agreement and all related documents (collectively the Closing Documents).

Section 3. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Executive Director, John J. Piseck, are hereby authorized, on behalf of the Agency, to execute and deliver the Closing Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.
- (b) The Chairman, Vice Chairman, Secretary or member of the Agency and the Executive Director, John J. Piseck, are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Sublease Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

STATE OF NEW YORK)
) ss.:
COUNTY OF HERKIMER)

I, Stacey Holleran, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

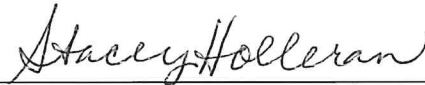
That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 30th day of November, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Closing Documents contained in this transcript of proceedings are each in substantially the substance presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 30th day of November, 2021.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



Stacey Holleran, Secretary

AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 30th day of November, 2021 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Catherine Ricci, Cory Albrecht, Ann Gaworecki

Absent: David Chlus, John Scarano, Michael Werenczak

Also Present: John Piseck, Stacey Holleran, Victoria Adams

After the meeting had been duly called to order, the Chairman announced that the purpose of the meeting was to consider and take action on certain matters pertaining SunEast Grassy Knoll Solar LLC (the "Company").

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSTAINED

*ALL

*NONE

*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the "ECIA"); TO ENTER INTO A DECOMMISSIONING AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, SunEast Grassy Knoll Solar LLC, on behalf of itself and/or the principals of SunEast Grassy Knoll Solar LLC, (the "Company") has applied to the Herkimer County Industrial Development Agency (the "Agency") to enter into a transaction relating to the acquisition, construction and equipping of a solar array with an estimated capacity of 20MWac ± kilowatts in the Town of Manheim on a parcel of land located at the intersection of Burell Road and Sabin Road, Manheim, New York 13365, Herkimer County (the "Land"), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a solar energy system that will be interconnected to National Grid and provide energy credits to the community (the Land, Improvements and Equipment) are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as (the "Project"); and

WHEREAS, the Company will sublease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively the "Act") and the Agency will sublease the Facility back to the Company pursuant to a Subleaseback Agreement (the "Subleaseback Agreement"); and

WHEREAS, the Company will reconstruct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a 20MWac ± kilowatt (kw) DC solar array under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency is authorized under its Uniform Tax Exemption Policy to provide for financial assistance to the Project; and

WHEREAS, representations made by the Company in its Application for Financial Assistance support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

WHEREAS, based upon recommendation made by the Company in its Application, the value of financial assistance is described as follows:

Sales and Use Tax exemptions estimated at \$770,737.50 but shall not exceed \$770,737.50 in aggregate;

Real Property Tax Abatement is estimated at \$ _____.

Mortgage Recording Tax savings is estimated at \$131,000.00.

WHEREAS, prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing was given prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) was in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the operation of a solar facility and the economic conditions of the area in which the Project is situated; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed sublease-leaseback transaction is either and inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company by virtue of its activities in renovating, reconstructing and equipping the Project shall submit, as a condition to closing, that SEQR review is not required, or in the alternative, the Environmental Assessment Form and related documents (Questionnaire) with respect to the Facility, a copy of which will be placed on file as the office of the Agency; and

WHEREAS, prior to the granting of any tax benefits, the Agency will complete its environmental review (if applicable) and make determinations for purposes of SEQRA.

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a “project,” such as that term is defined in the Act; and
- (c) The acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to invest in community solar and promote renewable energy initiatives in the State of New York; and

- (e) Based upon representations of the Company, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (f) It is desirable and in the public interest for the Agency to acquire a subleasehold interest in the Facility and sublease the Facility back to the Company; and
- (g) The Sublease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and
- (h) The Subleaseback Agreement is an effective instrument whereby the Company leases the Facility from the Agency; and

Section 2. In consequence of the foregoing, and subject to the receipt and approval by the Agency of pre-closing documents deemed reasonably necessary by counsel to the Agency, the Agency hereby determines to acquire a subleasehold interest in the Facility from the Company and to sublease the Facility back to the Company and to execute and deliver the Sublease Agreement, the Subleaseback Agreement and memoranda thereof, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement, the Decommissioning Agreement and all related documents (collectively the Closing Documents).

Section 3. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Executive Director, John J. Piseck, are hereby authorized, on behalf of the Agency, to execute and deliver the Closing Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.
- (b) The Chairman, Vice Chairman, Secretary or member of the Agency and the Executive Director, John J. Piseck, are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Sublease Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

STATE OF NEW YORK)
) ss.:
COUNTY OF HERKIMER)

I, Stacey Holleran, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

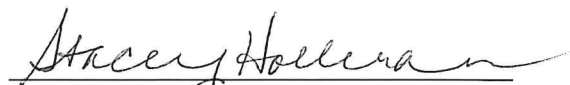
That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 30th day of November, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Closing Documents contained in this transcript of proceedings are each in substantially the substance presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 30th day of November, 2021.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY


Stacey Holleran, Secretary