STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
Marketing & Communications Specialist

ALAINA VALERIANO
Community & Business Development Specialist

BOARD OF DIRECTORS

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Vice Chairman

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Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

MINUTES July 30, 2024

Herkimer County Industrial Development Agency Board of Directors Meeting

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday, July 30, 2024 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: 875-6466-4800 and passcode: 402411. 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: Cory Albrecht, Vincent (Jim) Bono, Tim Day, Ann Gaworecki, and John Scarano. (5) **Quorum present.**

Members Absent: Mike Werenczak

Alana Basloe joined the meeting at 8:02am.

Staff Present: John Piseck, Victoria Adams, Jennifer Young, Erin Spina, and Alaina Valeriano.

Also Present in Person: Herkimer County Legislator, Greg Malta: Anthony Hallak, Felt-Evans, LLP; and Chad Hess, Herkimer Central School District Business Manager.

Also Present Virtually: Assemblyman Robert Smullen; Cindy Zych, Senator Walczyk's Office; Elaine Sperbeck, City of Little Falls Resident; and Shannon Wagner, Hodgson Russ, LLP.

Mission Statement: Alaina Valeriano read the agency's mission statement.

Minutes:

June 12, 2024- Regular Board Meeting: The minutes of the June 12, 2024 regular meeting were offered for review. **Cory Albrecht moved, seconded by Tim Day to approve the minutes as presented. The motion carried with 6 ayes and 0 nayes.**

June 14, 2024 - Public Hearing – Aldrich Trucking: The minutes of the June 14, 2024 public hearing for Aldrich Trucking were offered for review. **John Scarano moved, seconded by Cory Albrecht to approve the minutes as presented. The motion carried with 6 ayes and 0 nayes.**

June 24, 2024 - Public Hearing – Masonic Building: The minutes of the June 24, 2024 public hearing for the Masonic Building were offered for review. **Cory Albrecht moved, seconded by Tim Day to approve the minutes as presented. The motion carried with 6 ayes and 0 nayes.**

Financial Reports:

May Financial Reports: The following financial reports were offered for review and approval: May 2024 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, SBP Mortgage and PILOT Report. Mr. Piseck stated that all payments have been made on time. The Agency continues to move various projects forward and the Agency is in a good financial standing. **Tim Day moved, seconded by John Scarano to approve all financial reports as presented. The motion carried with 6 ayes and 0 nayes.**

June Financial Reports: The following financial reports were offered for review and approval: June 2024 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that all payments have been made on time. The Agency continues to move various projects forward and the Agency is in a good financial standing. **John Scarano moved, seconded by Alana Basloe to approve all financial reports as presented. The motion carried with 6 ayes and 0 nayes.**

Herkimer County Microenterprise Grant:

Update: Jennifer Young provided the board with an update on the current number of applications staff is assisting with the application process. Mrs. Young also noted that there is an application for the board to review today.

Mrs. Shake: The Agency received an application for the Herkimer County Microenterprise Grant from Mrs. Shake located in Mohawk, NY. The application was recommended for approval by the RLF Committee. **Cory Albrecht moved, seconded by John Scarano, to approve the Herkimer County Microenterprise Grant application for Mrs. Shake in the amount of $14,000 for the purchase of an ice-cream machine. The motion carried with 6 ayes and 0 nayes.**
Resolution: 073024-01

Marketing Update:
Erin Spina updated the board on various marketing projects completed in the past month as well as classes and seminars attended by the staff recently. Included in her update were presentations created for a meeting with the Herkimer County Legislature, and a meeting with the Town of Schuyler. Ms. Spina shared photographs taken by James Burns of the Masonic Building as well photographs from the NYSEDC IDA Academy, the NYSEDC Basic Economic Development Course, and the most recent quarterly Newsletter.

Aldrich Trucking & Sawing:

Final Authorizing Resolution: The board was presented with the Final Authorizing Resolution for Aldrich Trucking & Sawing. After further review and discussion, **Cory Albrecht made the following motion:**

> **RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY AND PROVIDING 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 RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.**

Seconded by John Scarano, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-02

Four Corners Business Park:

Price Per Sellable Acre (Ratify): The Agency requested authorization for the price per sellable acre at the Four Corners Business Park property. Following review, **Alana Basloe moved, seconded by Tim Day to authorize the price per sellable acre at $25,000 per acre. The motion carried with 6 ayes and 0 nayes.**
Resolution: 073024-03

Mowing: The Agency presented the board with a quote to mow the field at the Four Corners Business Park not to exceed $5,000. Following discussion, **John Scarano moved, seconded by Cory Albrecht, to authorize mowing the field at Four Corners Business Park in the amount not to exceed $5,000. The motion carried with 6 ayes and 0 nayes.**
Resolution: 073024-04

Masonic Building Project:

SEQR Resolution: The board was presented with a SEQR Resolution for the Masonic Building. Following review, **John Scarano made the following motion:**

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE THE HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

Seconded by Tim Day, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-05

PILOT Deviation Approval Resolution: The board was presented with a PILOT Deviation Approval Resolution for the Masonic Building project. Mr. Chad Hess from the Herkimer Central School District asked a question which was answered by Chairman Bono. Following review and discussion, **John Scarano made the following motion:**

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT.

Seconded by Cory Albrecht, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-06

Approving Resolution: The board was presented with an approving resolution for the authorization of the execution of documents for the Masonic Building Project. Following review, **Alana Basloe made the following motion:**

RESOLUTION AUTHORIZING (A) EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HERKMER LOCAL DEVELOPMENT CORPORATION (THE "COMPANY"); AND (B) THE MAKING OF AN AGENCY INVESTMENT.

Seconded by John Scarano, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-07

Application for Financial Assistance Update: The board was presented with an update to the Agency's current Application for Financial Assistance to add a photo release to the application. Following review, **Alana Basloe moved, seconded by Tim Day to authorize adding a photo release to the Application for Financial Assistance. The motion carried with 6 ayes and 0 nayes.**
Resolution: 073024-08

SunEast Hills Solar – Authorizing Resolution: The board was presented with an Authorizing Resolution for SunEast Hills Solar. Following review and 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 PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by John Scarano, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-09

SunEast Flat Hill Solar – Authorizing Resolution: The board was presented with an Authorizing Resolution for SunEast Flat Hill Solar NY LLC solar project. Following review and discussion, **Alana Basloe 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 PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by John Scarano, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-10

SunEast Grassy Knoll Solar – Authorizing Resolution: The board was presented with an Authorizing Resolution for SunEast Grassy Knoll solar project. Following review and 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 Alana Basloe, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.
Resolution: 073024-11

SunEast Watkins Road Solar – Inducement Resolution: The board was presented with an inducement resolution for SunEast Watkins Road Solar LLC. Following review and discussion, **John Scarano made the following motion:**

> **RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION APPROVING AN UPDATED PROJECT APPLICATION, EXTENDING THE APPOINTMENT OF WATKINS ROAD SOLAR NY LLC AS SUCCESSOR IN INTEREST BY VIRTUE OF A NAME CHANGE TO SUNEAST WATKINS ROAD SOLAR LLC (the "COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A SUBLEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AND PROJECT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.**

Seconded by Cory Albrecht, the motion carried with 6 ayes and 0 nayes. The official resolution is attached to the original minutes.

Resolution: 073024-12

SunEast Watkins Road Solar – Public Hearing: Mr. Piseck requested the board provide authorization to move forward with a public hearing for SunEast Watkins Road Solar LLC.
Alana Basloe moved, seconded by Tim Day to move forward with the scheduling of the public hearing for SunEast Watkins Road Solar LLC. The motion carried with 6 ayes and 0 nayes.
Resolution: 073024-13

Village of Herkimer – Bills School Legal Fee's: Mr. Piseck requested the board to provide authorization to assist the Village of Herkimer with legal fee's associated with Bills School. Following discussion, **John Scarano moved, seconded by Tim Day, to authorize assisting with costs for the legal fee's associated with Bills School not to exceed $10,000.00 The motion carried with 6 ayes and 0 nayes.**
Resolution: 073024-14

Schuyler Business Park – Update: Mr. Piseck provided an update to the board on the Schuyler Business Park. This item was for discussion only.

Manheim Business Park – Update: Mr. Piseck provided an update to the board on the Manheim Business Park water tower. This item was for discussion only.

Russell Farm – Update: Mr. Piseck provided an update to the board on the water/sewer project at Russell Farm. This item was for discussion only.

Mr. Bono welcomed comments from elected officials.

Assemblyman Smullen made comment that if the Agency should need any assistance from him on any projects to please reach out.

Cindy Zych, representing Senator Walczyk's Office, also stated that if the Agency should need any assistance on anything to please reach out.

Herkimer County Legislator; Greg Malta, thanked the Agency for their meeting and presentation with the Herkimer County Legislature on July 22nd.

Project Updates/ Other Business:

- Budget Workshop: August 13th @ 8:00am
- Update to the Frankfort 5s North Business Park Sign to rename after Senator Seward.

Alana Basloe moved, seconded by John Scarano to enter into executive session at 9:21 AM to discuss matters of contracts. The motion carried with 6 ayes and 0 nayes. All board members, John Piseck, Victoria Adams, Jennifer Young, Erin Spina, Alaina Valeriano, Anthony Hallak and Greg Malta were invited to stay.

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John Scarano moved, seconded by Cory Albrecht to end executive session at 9:46 AM. The motion carried with 6 ayes and 0 nayes.

Being no other business, John Scarano moved, seconded by Cory Albrecht to adjourn at 9:47 AM. The motion carried with 6 ayes and 0 nayes.

Respectfully Submitted,

Jennifer Young

Jennifer Young
Administrative Assistant

AUTHORIZING RESOLUTION

Resolution: 073024-02

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 July, 2024 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Timothy Day, Alana Basloe

Absent: Michael Werenczak

Also Present: John Piseck, Victoria Adams, Alaina Valeriano, Jennifer Young, Erin Spina, Anthony Hallak

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 to Ryan Aldrich Trucking & Sawing, Inc. (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, CONSTRUCTION, RENOVATION AND EQUIPPING OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF SCHUYLER, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH LEASE AGREEMENT, LEASING SAID FACILITY BACK TO THE COMPANY AND PROVIDING 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 RECAPTURE AGREEMENT; TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Ryan Aldrich Trucking & Sawing, Inc., on behalf of itself and/or the principals of Ryan Aldrich Trucking & Sawing, Inc. (the "Company") has applied to the Herkimer County Industrial Development Agency (the "Agency") to enter into a transaction relating to the acquisition of an interest of land, as hereinafter defined, the construction and equipping of a 40,000 square foot trucking facility, maintenance garage, office space and product storage complex on a parcel of land located at 142 Usyk Drive in the Town of Schuyler, Herkimer County, State of New York (the "Land"), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a complete trucking facility and office space in support of Ryan Aldrich Trucking & Sawing, Inc. (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 lease 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 on 1970 of the State of New York, as may be amended from time to time (collectively the "Act") and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Company will construct, renovate and equip the Project as Agent of the Agency; 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 under proper circumstances and upon notice to the affected taxing jurisdictions deviate therefrom; and

WHEREAS, the Company filed an Application for Financial Assistance on May 8, 2024; and

WHEREAS, the Company filed a revised Application for Financial Assistance on May 28, 2024; and

WHEREAS, representations made by the Company in their 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 is its second revised Application, the value of financial assistance is described as follows:

> Mortgage Tax exemption estimated at $2,250.00 but shall not exceed $2,250.00;
>
> Sales and Use Tax exemptions estimated at $348,356.25 but shall not exceed $348,356.25 in aggregate;

Real Property Tax Abatement estimated at no less than $52,519.84, depending on final assessment.

WHEREAS, prior to the closing of a lease-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 lease-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 trucking facility, the employment opportunities, taxable value of the Project 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 lease-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 their activities in renovating, constructing 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 maintain and expand its business operations 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 leasehold interest in the Facility and lease the Facility back to the Company; and

(g) The Lease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and

(h) The Leaseback 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 leasehold interest in the Facility from the Company and to lease the Facility back to the Company and to execute and deliver the Lease Agreement, the Leaseback Agreement and memoranda thereof, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement, the Recapture 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 Chief Executive Officer, 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, Chief Executive Officer 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, Chief Executive Officer 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 Chief Executive Officer, 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 Lease 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, Victoria Adams, 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 July, 2024 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 July, 2024.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Victoria Adams

Victoria Adams, Assistant Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 14th day of June 2024 at 8AM local time at the Schuyler Town Hall, 2090 State Route 5, Utica, NY 13502, Town of Schuyler, in connection with the following matter:

WHEREAS Ryan Aldrich Trucking & Sawing, Inc. presented an application (the "Application") to the Agency, and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, and equipping of a 40,000 square foot trucking terminal, maintenance garage, office space and a product storage complex located at 142 Usyk Drive in the Town of Schuyler, Herkimer County, State of New York, known as Tax Map No. 105.3-1-3.7. The Project has an estimated cost of Four Million Two Hundred Fifty Five Thousand and 00/100 Dollars ($4,255,000.00) (the "Project Costs"); and

A representative of the Agency will be present at the above-stated time to review the Project Application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Companies or the location or nature of the Facility.

A copy of the Application filed by the Companies with the Agency with respect to the project facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: Victoria Adams

Name: Victoria Adams
Title: Operations Manager

LOCALiQ

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Times Telegram | New Jersey Herald
Times Herald-Record

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AFFIDAVIT OF PUBLICATION

Stacey Holleran
Herkimer Co Ind. Development/H
420 E. GERMAN ST.STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica, New York.
The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit, was published in the issue dated:

06/05/2024

and that the fees charged are legal.
Sworn to and subscribed before on 06/05/2024

Legal Clerk

Notary, State of WI, County of Brown

8.25.26

My commission expires

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MARIAH VERHAGEN
Notary Public
State of Wisconsin

NOTICE OF
PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 14th day of June 2024 at 8AM local time at the Schuyler Town Hall, 2090 State Route 5, Utica, NY 13502, Town of Schuyler, in connection with the following matter:

WHEREAS Ryan Aldrich Trucking & Sawing, Inc. presented an application (the "Application") to the Agency, and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, and equipping of a 40,000 square foot trucking terminal, maintenance garage, office space and a product storage complex located at 142 Usyk Drive in the Town of Schuyler, Herkimer County, State of New York, known as Tax Map No. 105.3-1-3.7. The Project has an estimated cost of Four Million Two Hundred Fifty Five Thousand and 00/100 Dollars ($4,255,000.00) (the "Project Costs"); and

A representative of the Agency will be present at the above-stated time to review the Project Application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Companies or the location or nature of the Facility.

A copy of the Application filed by the Companies with the Agency with respect to the project facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
By: Victoria Adams
Name: Victoria Adams
Title: Operations Manager

Exhibit B

Herkimer County IDA
Industrial Development Agency

PUBLIC HEARING MINUTES

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
Marketing & Communications Specialist

ALAINA VALERIANO
Community & Business Development Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Herkimer County Industrial Development Agency

Ryan Aldrich Trucking & Sawing Inc.
June 14, 2024 @ 8:00 AM
Schuyler Town Hall
2090 State Route 5, Utica, NY 13502

John J. Piseck, Jr. introduced himself as the Chief Executive Officer of the Herkimer County Industrial Development Agency and opened the public hearing at 8:01 AM.

Mr. Piseck appointed Victoria Adams to record the minutes of the hearing

Mr. Piseck stated that on June 5, 2024 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 14th day of June 2024 at 8AM local time at the Schuyler Town Hall, 2090 State Route 5, Utica, NY 13502, Town of Schuyler, in connection with the following matter:

WHEREAS Ryan Aldrich Trucking & Sawing, Inc. presented an application (the "Application") to the Agency, and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the acquisition, construction, and equipping of a 40,000 square foot trucking terminal, maintenance garage, office space and a product storage complex located at 142 Usyk Drive in the Town of Schuyler, Herkimer County, State of New York, known as Tax Map No. 105.3-1-3.7. The Project has an estimated cost of Four Million Two Hundred Fifty Five Thousand and 00/100 Dollars ($4,255,000.00) (the "Project Costs"); and

A representative of the Agency will be present at the above-stated time to review the Project Application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Companies with the Agency with respect to the project facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

****

Mr. Piseck also stated for the record that the applicant's principal business is trucking; however, there is a retail sales component relating to stored materials. He stated that retail sales are less than fifty percent of the business and retail sales are not primarily devoted to customers who personally visit the facility.

Mr. Piseck invited public comments.

Being no further comment, the public hearing was closed at 8:15AM

Respectfully Submitted,

Victoria Adams
Operations Manager

Attachment,
Sign in sheet

Ryan Aldrich Trucking & Sawing, Inc.
PUBLIC HEARING
JUNE 14, 2024 @ 8:00 AM
HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
TOWN OF SCHUYLER, TOWN HALL
2090 STATE ROUTE 5, UTICA, NY

NAME	ORGANIZATION
John Piseck	HCIDA
Victoria Adams	HCIDA

SEQR RESOLUTION
HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT

A regular meeting of Herkimer County Industrial Development Agency (the "Agency") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on July 30, 2024 at 8:00 o'clock a.m., local time.

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

PRESENT:

Vincent J. Bono	Chairman
Cory Albrecht	Vice Chairman
John Scarano	Secretary
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Michael Werenczak	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Alaina Valeriano	Community & Business Development Specialist
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by John Scarano, seconded by Tim Day, to wit:

Resolution No. 073024-05

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE THE HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

WHEREAS, Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 410 of the 1970 Laws of New York, as amended, constituting Section 898 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to issue its industrial development revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more "projects" (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Herkimer Local Development Corporation, a New York State not-for-profit local development corporation (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 12, 2024 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused a certified copy of the Public Hearing Resolution to be mailed on June 12, 2024 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located (collectively, the "Affected Tax Jurisdictions"), (B) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on June 12, 2024 to the Affected Tax Jurisdictions, (C) caused notice of the Public Hearing to be posted on January 12, 2024 on the Agency's website and on a public bulletin board located at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, (D) caused notice of the Public Hearing to be published on June 14, 2024 in the Times Telegram, a newspaper of general circulation available to the residents of the Village and Town of Herkimer, Herkimer County, New York, (E) conducted the Public Hearing on June 24, 2024 at 8:00 o'clock a.m., local time at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, and (F) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York

(collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental assessment form (the "EAF") with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make a determination as to the potential environmental significance of the Project; and

WHEREAS, the Project appears to constitute a "Type II action" (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

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

Section 1. Based upon (a) an examination of the Application, the EAF and other related materials known by the Agency (collectively, the "Reviewed Materials"), (b) the representations made by the Company at this meeting and (c) the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

(A) The project (the "Project") consisting of the following: (1) (a) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (b) the making of certain renovations to the Facility and (c) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (2) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (3) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

(B) The Project consists of the rehabilitation or reconstruction of a structure or facility, in kind, on the same site and the purchase of equipment.

Section 2. Based upon the foregoing, the Agency makes the following findings and determinations with respect to the Project:

(A) Pursuant to Sections 617.5(c)(2) and (31) of the Regulations, the Project is a "Type II action" (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations.

Section 3. The Chief Executive Officer of the Agency is hereby directed to file a copy of this resolution with respect to the Project in the office of the Agency.

Section 4. This resolution shall take effect immediately.

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

Vincent James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	ABSENT
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	YES
Alana Basloe	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 30, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of July, 2024.



Victoria Adams, Assistant Secretary

PILOT DEVIATION APPROVAL RESOLUTION
HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT

A regular meeting of Herkimer County Industrial Development Agency (the "Agency") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, on July 30, 2024 at 8:00 o'clock a.m., local time.

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

PRESENT:

Vincent J. Bono	Chairman
Cory Albrecht	Vice Chairman
John Scarano	Secretary
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Michael Werenczak	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Alaina Valeriano	Community & Business Development Specialist
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by John Scarano, seconded by Cory Albrecht, to wit:

Resolution No. 073024-06

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT.

WHEREAS, Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 410 of the 1970 Laws of New York, as amended, constituting Section 898 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving,

maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, Herkimer Local Development Corporation, a New York State not-for-profit local development corporation (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 12, 2024 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused a certified copy of the Public Hearing Resolution to be mailed on June 12, 2024 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located (collectively, the "Affected Tax Jurisdictions"), (B) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on June 12, 2024 to the Affected Tax Jurisdictions, (C) caused notice of the Public Hearing to be posted on January 12, 2024 on the Agency's website and on a public bulletin board located at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, (D) caused notice of the Public Hearing to be published on June 14, 2024 in the Times Telegram, a newspaper of general circulation available to the residents of the Village and Town of Herkimer, Herkimer County, New York, (E) conducted the Public Hearing on June 24, 2024 at 8:00 o'clock a.m., local time at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, and (F) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on July 30, 2024 (the "SEQRA Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project is required under SEQRA; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy (the "Policy") with respect to the terms of a proposed payment in lieu of tax agreement (the "PILOT Agreement") relating to the Project Facility; and

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on such request for a deviation from the Policy, the Agency must give the chief executive officers of the county and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Policy and the reasons therefor prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, the members of the Agency authorized the Chief Executive Officer of the Agency to notify the Affected Tax Jurisdictions of the proposed deviation from the Policy in connection with the Project, which proposed deviation is outlined in the letter dated June 14, 2024 (the "PILOT Deviation Letter"), a copy of which PILOT Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, pursuant to the PILOT Deviation Letter, the Chief Executive Officer notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the PILOT Deviation Letter.

(B) The Agency has reviewed and responded to any and all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.

(C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) any comments received at the Public Hearing, (C) any input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project, (E) the recommendations of Agency staff, and (F) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the

Policy with respect to the terms of the PILOT Agreement for the reasons set forth in the PILOT Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Policy, the terms of the approved deviation to be as described in the attached PILOT Deviation Letter.

Section 3. Upon (a) adoption by the Agency of an approval resolution with respect to the Project and (b) preparation by counsel to the Agency of the PILOT Agreement with respect to the Project Facility reflecting the terms of this resolution and approval of same by the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the PILOT Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency, the execution thereof by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 4. 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 PILOT Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the PILOT Agreement binding upon the Agency.

Section 5. This resolution shall take effect immediately.

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

Vincent James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	ABSENT
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	YES
Alana Basloe	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

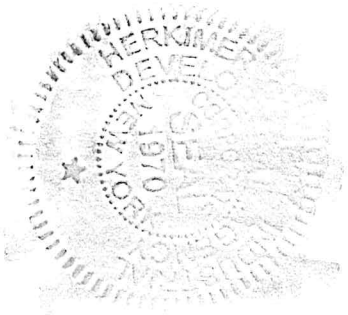
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on July 30, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of July, 2024.



Victoria Adams

Victoria Adams, Assistant Secretary

EXHIBIT A

PILOT DEVIATION LETTER

-SEE ATTACHED-

Exhibit A

Herkimer County IDA
Industrial Development Agency

June 14, 2024

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
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Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Hon. Bob D. Hollum, Chairman
Herkimer County Legislature
109 Mary Street, Suite 1310
Herkimer, New York 13350

Hon. Dominic J. Frank, Town Supervisor
Town of Herkimer
114 North Prospect Street
Herkimer, NY 13350

Hon. Dana Sherry, Mayor
Village of Herkimer
120 Green Street
Herkimer, New York 13350

Kathy Carney, Superintendent
Herkimer Central School District
801 West German Street
Herkimer, New York 13350

Brian Crandall, President
Herkimer Central School District
801 West German Street
Herkimer, New York 13350

Gina McKernan, District Clerk
Herkimer Central School District
801 West German Street
Herkimer, New York 13350

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RE: Herkimer County Industrial Development Agency
Proposed Deviation from Uniform Tax Exemption Policy
Related to the proposed Herkimer Local Development Corporation Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(b) of the General Municipal Law.

On June 12, 2024, the Agency adopted a resolution (the "Public Hearing Resolution"), pursuant to which the Agency agreed to accept an application (the "Application") from Herkimer Local Development Corporation (the "Company"), a not-for-profit local development corporation duly organized and validly existing under the laws of the New York, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real estate transfer taxes and real property taxes

(collectively the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has made a request that the Agency enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the Agency's Uniform Tax Exemption Policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy.

The Proposed Pilot Agreement would be for a term of thirty (30) years, and would provide the Company with a benefit of full abatement of real property taxes on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively with the Facility, the "Improvements") over the term of the Proposed Pilot Agreement.

The Policy provides that the Agency has discretion to provide a full abatement of real property taxes for a term of twenty (20) years.

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for June 25, 2024 at 8:00 o'clock, a.m. local time at the offices of the Agency located at 420 East German Street, Suite 101A, Herkimer, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires a notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Agency's Uniform Tax Exemption Policy).

The Agency considered the following factors in considering the proposed deviation:

1. **The nature of the Project:** The Project involves the reconstruction and renovation of an existing underutilized building located in the Town and Village of Herkimer, Herkimer County, New York. Herkimer County, New York (the "County") acquired the Facility in connection with foreclosure proceedings and transferred the Facility to the Company in order for the Company to improve local facilities, reduce blight, and create space for the Company and the Agency to use as corporate offices for facilitating economic development.

2. **The present use of the property:** The property is currently vacant and underutilized.

3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** At the time of filing the Application, the economic condition of the area in which the Project is located is generally average.

4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:** The Project is not expected to create or retain any jobs. The Project Facility, upon completion, will be utilized by the Agency and the Company for their corporate offices to facilitate future economic development projects. Additionally, portions of the space may be leased to private businesses for office space. However, at the time of filing the Application, the Company does not anticipate job creation.

5. **The estimated value of new tax exemptions to be provided:** The estimated values of new tax exemptions to be provided are as follows: up to approximately $529,600 in sales tax exemption and up to approximately $624,130.87 in real property tax exemption.

6. **The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:** The economic impact of the Proposed Pilot Agreement is positive as development of the Project Facility is expected to increase the Agency and the Company's capacity to facilitate economic development within the County. Additionally, the cost benefit analysis completed by the Agency in connection with the Application demonstrated an overall positive ratio.

7. **The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity:** The Project will have a positive revitalizing effect on the community by developing currently underutilized land in a strategically identified commercial location.

8. **The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement:** The Company does not expect to invest private sector funds in the Project.

9. **The effect of the Proposed Pilot Agreement on the environment:** It is likely that the Project will not have a significant effect on the environment.

10. **Project Timing:** It is anticipated that the Project will be accomplished in a timely fashion.

11. **The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** It is not anticipated that the Project will have a significant burden upon existing services within the County.

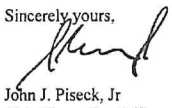
12. **Anticipated tax Revenues:** The Project will result in an increased in the assessed value of the Project Facility and will improve the overall culture of the area. Additionally, upon any leases to future for-profit tenants, the Agency and the Company anticipate tax revenue to be generated by such tenants.

13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** The Project will (a) reduce the burden on the County to hold or improve underutilized, blighted real property in the County, (b) facilitate the Agency and the Company's ability to accomplish their stated purposes, and (c) will improve the overall area.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Uniform Tax Exemption Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Uniform Tax Exemption Policy. In accordance with Section 874(4)(b) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at (315) 866-3000.

Sincerely yours,



John J. Piseck, Jr
Chief Executive Officer

APPROVING RESOLUTION
HERKIMER LOCAL DEVELOPMENT CORPORATION PROJECT

A regular meeting of Herkimer County Industrial Development Agency (the "Agency") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on July 30, 2024 at 8:00 o'clock a.m., local time.

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

PRESENT:

Vincent J. Bono	Chairman
Cory Albrecht	Vice Chairman
John Scarano	Secretary
Ann Gaworecki	Director
Tim Day	Director
Alana Basloe	Director

ABSENT:

Michael Werenczak	Treasurer

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Alaina Valeriano	Community & Business Development Specialist
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by Alana Basloe, seconded by John Scarano, to wit:

Resolution No. 073024-07

RESOLUTION AUTHORIZING (A) EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HERKIMER LOCAL DEVELOPMENT CORPORATION (THE "COMPANY"); AND (B) THE MAKING OF AN AGENCY INVESTMENT.

WHEREAS, Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 410 of the 1970 Laws of New York, as amended, constituting Section 898 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial

and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

WHEREAS, Herkimer Local Development Corporation, a New York State not-for-profit local development corporation (the "Company"), submitted an application (the "Application") to the Agency, as supplemented, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of a leasehold interest in an approximately 0.36 acre parcel of land located at 415 N. Main Street (tax map number 113.81-6-6) in the Town and Village of Herkimer, Herkimer County, New York (the "Land"), together with an existing building located thereon (the "Facility"), (2) the making of certain renovations to the Facility and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing expected to constitute an office building to be used by the Agency and the Company as their corporate offices with portions of thereof being leased by the Agency and/or the Company to various tenants, and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 12, 2024 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused a certified copy of the Public Hearing Resolution to be mailed on June 12, 2024 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located (collectively, the "Affected Tax Jurisdictions"), (B) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on June 12, 2024 to the Affected Tax Jurisdictions, (C) caused notice of the Public Hearing to be posted on January 12, 2024 on the Agency's website and on a public bulletin board located at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, (D) caused notice of the Public Hearing to be published on June 14, 2024 in The Times Telegram, a newspaper of general circulation available to the residents of the Village and Town of Herkimer, Herkimer County, New York, (E) conducted the Public Hearing on June 24, 2024 at 8:00 o'clock a.m., local time at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, Suite 101A in the Village and Town of Herkimer, Herkimer County, New York, and (F) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on July 30, 2024 (the "SEQRA Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project is required under SEQRA; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. The members of the Agency authorized the Chief Executive Officer of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. The Chief Executive Officer of the Agency caused a letter dated June 14, 2024 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on July 30, 2024 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Policy with respect to the Project; and

WHEREAS, the Agency and the Company expect the costs of the Project to be financed by various sources including, but not limited to, potential private mortgages, proposed grant proceeds, and other contributions of public funds; and

WHEREAS, in connection with the Project, the Company has requested that, based on discussions among the Agency, the Company, and Herkimer County, New York, the Agency participate in the Project by investing a portion of the Agency's funds in the Project (the "Agency Investment") which Agency Investment may, at the discretion of the Agency, over the life of the Project be an amount up to, and in any event not to exceed, the costs of the Project; and

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

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Herkimer County, New York by undertaking the Project in Herkimer County, New York; and

WHEREAS, in order to consummate the Project and (i) the granting of the Financial Assistance and (ii) the making of the Agency Investment described in the notice of the Public Hearing, the Agency

proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) if the it is determined that the Company cannot make purchase exempt from sales and use taxes, (1) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (2) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; and (3) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (G) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (H) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (I) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement or Installment Sale Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (J) various certificates relating to the Project (collectively, the "Closing Documents");

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

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

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

Section 3. The Agency hereby finds and determines that:

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

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

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

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately $6,672,386;

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

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The Company has provided in the Application a written statement confirming that the Project would not be undertaken but-for the Financial Assistance and the Agency Investment to be provided by the Agency;

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

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

(J) The Project should receive (i) the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax and (ii) the Agency Investment based on the description of expected public benefits to occur as a result of this Project, as described on

Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event; and

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

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

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

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

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

Section 8. (A) The Chairman, Vice Chairman, or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman, or Chief Executive Officer of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. This resolution shall take effect immediately.

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

Vincent James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
John Scarano	VOTING	YES
Michael Werenczak	VOTING	_ABSENT_
Ann Gaworecki	VOTING	YES
Tim Day	VOTING	YES
Alana Basloe	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

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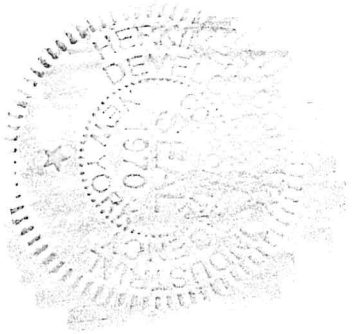
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 30, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of July, 2024.



Victoria Adams, Assistant Secretary

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

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

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	☐ Yes	☑ No	N/A
2.	Creation of new permanent jobs	☐ Yes	☑ No	N/A
3.	Estimated value of tax exemptions	☑ Yes	☐ No	Sales tax exemption is estimated at up to approximately $529,600 Real property tax exemption is estimated at approximately $624,130.87
4.	Private sector investment	☐ Yes	☑ No	The Applicant is a public entity and has requested a financial investment from the Agency of up to the costs of the Project. The Applicant and the Agency anticipate a variety of sources of funds to be contributed to the Project. However, most sources are expected to be public funds.
5.	Likelihood of project being accomplished in a timely fashion	☑ Yes	☐ No	Anticipated completion in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	☑ Yes	☐ No	The Project will provide space for the Agency and the Company to use for their corporate offices. The purpose of the Agency and the Company is to attract and facilitate economic development in Herkimer County, New York. By improving the office space available for the Agency and the Corporation, the Project will improve each entity's ability to market to new businesses on behalf of the County. Additionally, a portion of the space is anticipated to be leased to for-profit entities. The addition of those entities in the future may result in increased

				sales and use tax and real property tax revenue for the affected tax jurisdictions.
7.	Any additional public benefits	☑ Yes	☐ No	The Company received the property from Herkimer County, New York in connection with a foreclosure proceeding. The completion of the Project will reduce blight, reinvigorate an existing vacant structure, and remove an economic burden from the County. The Project will also improve the Agency's and the Company's ability to achieve their corporate purposes by giving them space to conduct their economic development activities.
8.	Local labor construction jobs	☑ Yes	☐ No	The Company anticipates hiring at least fifteen (15) construction jobs.

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 July, 2024 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Michael Werenczak, Timothy Day, Alana Basloe

Absent:

Also Present: John J. Piseck, Victoria Adams, Jennifer Young, Erin Spina, Anthony G. Hallak

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 to Flat Hill Solar NY LLC (the "Company") successor in interest as a result of a name change to SunEast Flat Hill Solar LLC.

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 PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS Flat Hill Solar NY LLC successor in interest by name change to SunEast Flat Hill Solar LLC, a New York State limited liability company ("the "Company"), submitted an application (the Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 195 acres of land located near the intersection of Bidleman Road and Dockey Road, in the Town of Manheim, Herkimer County, New York (the "Land"), (2) the construction on the Land of an approximately 20 MWAC solar energy generating facility, including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on March 28, 2023 (the "Inducement Resolution"), the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on April 1, 2023 to the chief executive officers of the county and of each town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 1, 2023 on a public bulletin board located at the Town of Manheim located at 6356 State Route 167 in the Town of Manheim, Herkimer County, New York and on the Agency's website, (C) caused notices of the Public Hearing to be published on March 31, 2023 in the Times Telegram, a newspaper of general circulation available to the residents of the Town of Manheim, Herkimer County, New York, (D) caused a copy of the Notice of Public Hearing to be sent via certified mail, return receipt requested on April 1, 2023 to the chief executive officer of the County and of each city, town, village, and school district in which the Project Facility is to be located, (E) conducted the Public Hearing on the 12th day of April, 2023 at 12:00 o'clock pm, local time, at the offices of the Town of Manheim located at 6356 State Route 167 in the Village of Dolgeville, Town of Manheim, Herkimer County, New York; and (F) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency.

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 on 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 construct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a 20 MW 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 is its Application, the value of financial assistance is described as follows:

> Sales and Use Tax exemptions estimated at $1,939,144.00 but shall not exceed $1,939,144.00 in aggregate
>
> Real Property Tax Abatement is estimated at $417,824.01
>
> Mortgage Recording Tax savings is estimated at $237,535.00

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, notices of the Hearing were given prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, and such notices (together with proof of publication) were 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, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the Manheim Town Board (the "Town Board") on November 9, 2021 (the "SEQR Resolution"), which SEQR Resolution is hereby renewed and ratified by the Agency, the Town Board determined (A) to act as "lead agency" with respect to SEQRA with respect to the acquisition, construction and installation of the Project Facility, (B) that the acquisition, construction and installation of the Project Facility was determined to be a Type 1 action with regard to SEQRA, and (C) that the Project would not have "any significant adverse environmental impact"" and, therefore, that an "Environmental Impact Statement" is not required to be prepared with respect to the acquisition, construction and installation of the Project Facility; 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; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (D) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (E) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance

concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (K) various certificates relating to the Project (collectively, the "Closing Documents").

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

(i) It is in the best interest of the Project to extend the expiration of the ST-60 sales tax relief until October 31, 2024 pending closing on the Project, at which time the sales tax relief afforded thereunder will be further extended.

Section 2. The law firm of Felt Evans, LLP is hereby appointed Agency Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

Section 3. 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 4. 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 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Chief Executive Officer, 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, Chief Executive Officer 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, Chief Executive Officer 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 Chief Executive Officer, 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 6. 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, Victoria Adams, 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 July, 2024 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 July, 2024.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

_____
Victoria Adams, Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST FLAT HILL SOLAR LLC, (the "Company") presented an application to the Agency on October 28, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located near the intersection of Bidleman Road and Dockey Road in the Town of Manheim with an estimated capacity of 20 MWac ± kilowatts. The Project has an estimated cost of Forty Seven Million Five Hundred Seven Thousand and Seventy Nine and 00/100 Dollars ($47,507,079.00).

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Date: April 1, 2023

By Victoria Adams

Name: Victoria Adams

Title: Assistant Secretary

Herkimer County IDA
Industrial Development Agency

STAFF
JOHN J. PISECK, JR.
Chief Executive Officer
STACEY J. HOLLERAN
Chief Financial Officer
VICTORIA L. ADAMS
Administration & Grant Coordinator
ERIN E. SPINA
Marketing & Communications Specialist
BOARD OF DIRECTORS
VINCENT J. BONO
Chairman
CORY ALBRECHT
Vice Chairman
JOHN SCARANO
Secretary
MICHAEL WERENCZAK
Treasurer
ANN GAWORECKI
Director
TIM DAY
Director
ALANA BASLOE
Director
COUNSEL
ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

April 1, 2023

CERTIFIED MAIL RETURN RECEIPT REQUESTED

Hon. John D. Haughton, Supervisor
Town of Manheim
6356 State Route 167
Dolgeville, NY 13329

NOTICE OF PUBLIC HEARING

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HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By Victoria Adams
Name: Victoria Adams
Title: Assistant Secretary

Copy by email:

Mr. James Wallace, Herkimer County Administrator
Mr. John Piseck, Jr., IDA Chief Executive Officer
Hon. James Bono, IDA Chairman
Mr. Anthony Hallak, Esq.

LOCALiQ

Observer-Dispatch | Daily Messenger
Times Telegram | New Jersey Herald
Times Herald-Record

PO Box 631202 Cincinnati, OH 45263-1202

PROOF OF PUBLICATION

Stacey Holleran
Herkimer Co Ind. Development/H
420 E. GERMAN ST.STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica, New York.
The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit, was published in the issue dated:

03/31/2023

and that the fees charged are legal.
Sworn to and subscribed before on 03/31/2023

D. Roberts
Legal Clerk

Kaitlyn Felty
Notary, State of WI, County of Brown

3/7/27
My commision expires

Publication Cost:	$94.74	
Order No:	8633017	# of Copies:
Customer No:	639140	1
PO #:		

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

KAITLYN FELTY
Notary Public
State of Wisconsin

NOTICE OF PUBLIC HEARING

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Date: April 1, 2023

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: /s/ Victoria Adams

Title: Assistant Secretary

EXHIBIT B

Herkimer County IDA
Industrial Development Agency
PUBLIC HEARING MINUTES

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
Marketing & Communications Specialist

BOARD OF DIRECTORS

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Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Herkimer County Industrial Development Agency
April 12, 2023 @ 12:00 PM
SunEast Flat Hill Solar, LLC
Manheim Town Hall
6356 NY-167, Dolgeville, New York

Mr. Piseck introduced himself as the Chief Executive Officer of the Herkimer County Industrial Development Agency.

Mr. Piseck appointed Victoria Adams to record the minutes of the hearing.

Mr. Piseck also introduced Jenn Young of the Herkimer County IDA.

Mr. Piseck stated that on March 31, 2023 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

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A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

****

Mr. Piseck invited public comments.

Being no further public comment, the public hearing was closed at 12:15 PM.

Respectfully submitted,

Jennifer Young

Jennifer Young
Administrative Assistant

Attachment: Sign in sheet

Sign-In Sheet

Herkimer County Industrial Development Agency
SunEast Flat Hill Solar, LLC – Public Hearing
Wednesday, April 12, 2023 @ 12:00 PM
Manheim Town Hall
6356 State Route 167, Dolgeville, NY

Name:	Organization:
John Piseck	HCIDA
Victoria Adams	HCIDA
Jennifer Young	HCIDA
[signature]	Town of Manheim

AUTHORIZING RESOLUTION

Resolution: 073024-10

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 July, 2024 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Timothy Day, Alana Basloe

Absent: Michael Werenczak

Also Present: John J. Piseck, Victoria Adams, Jennifer Young, Alaina Valeriano, Erin Spina, Anthony G. Hallak

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 to Flat Hill Solar NY LLC (the "Company") successor in interest as a result of a name change to SunEast Flat Hill Solar LLC.

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 PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS Flat Hill Solar NY LLC successor in interest by name change to SunEast Flat Hill Solar LLC, a New York State limited liability company ("the "Company"), submitted an application (the Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 195 acres of land located near the intersection of Bidleman Road and Dockey Road, in the Town of Manheim, Herkimer County, New York (the "Land"), (2) the construction on the Land of an approximately 20 MWAC solar energy generating facility, including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on March 28, 2023 (the "Inducement Resolution"), the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on April 1, 2023 to the chief executive officers of the county and of each town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on April 1, 2023 on a public bulletin board located at the Town of Manheim located at 6356 State Route 167 in the Town of Manheim, Herkimer County, New York and on the Agency's website, (C) caused notices of the Public Hearing to be published on March 31, 2023 in the Times Telegram, a newspaper of general circulation available to the residents of the Town of Manheim, Herkimer County, New York, (D) caused a copy of the Notice of Public Hearing to be sent via certified mail, return receipt requested on April 1, 2023 to the chief executive officer of the County and of each city, town, village, and school district in which the Project Facility is to be located, (E) conducted the Public Hearing on the 12th day of April, 2023 at 12:00 o'clock pm, local time, at the offices of the Town of Manheim located at 6356 State Route 167 in the Village of Dolgeville, Town of Manheim, Herkimer County, New York; and (F) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency.

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 on 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 construct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a 20 MW 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 is its Application, the value of financial assistance is described as follows:

> Sales and Use Tax exemptions estimated at $1,939,144.00 but shall not exceed $1,939,144.00 in aggregate
>
> Real Property Tax Abatement is estimated at $417,824.01
>
> Mortgage Recording Tax savings is estimated at $237,535.00

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, notices of the Hearing were given prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, and such notices (together with proof of publication) were 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, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the Manheim Town Board (the "Town Board") on November 9, 2021 (the "SEQR Resolution"), which SEQR Resolution is hereby renewed and ratified by the Agency, the Town Board determined (A) to act as "lead agency" with respect to SEQRA with respect to the acquisition, construction and installation of the Project Facility, (B) that the acquisition, construction and installation of the Project Facility was determined to be a Type 1 action with regard to SEQRA, and (C) that the Project would not have "any significant adverse environmental impact"" and, therefore, that an "Environmental Impact Statement" is not required to be prepared with respect to the acquisition, construction and installation of the Project Facility; 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; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (D) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (E) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (G) a New York State Department of Taxation and Finance

form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents") and (K) various certificates relating to the Project (collectively, the "Closing Documents").

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

(i) It is in the best interest of the Project to extend the expiration of the ST-60 sales tax relief until October 31, 2024 pending closing on the Project, at which time the sales tax relief afforded thereunder will be further extended.

Section 2. The law firm of Felt Evans, LLP is hereby appointed Agency Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

Section 3. 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 4. 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 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Chief Executive Officer, 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, Chief Executive Officer 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, Chief Executive Officer 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 Chief Executive Officer, 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 6. 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, Victoria Adams, 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 July, 2024 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 July, 2024.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Victoria Adams

Victoria Adams, Assistant Secretary

Exhibit A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST FLAT HILL SOLAR LLC, (the "Company") presented an application to the Agency on October 28, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located near the intersection of Bidleman Road and Dockey Road in the Town of Manheim with an estimated capacity of 20 MWac ± kilowatts. The Project has an estimated cost of Forty Seven Million Five Hundred Seven Thousand and Seventy Nine and 00/100 Dollars ($47,507,079.00).

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Date: April 1, 2023

By _____
Name: Victoria Adams
Title: Assistant Secretary

LOCALiQ

Observer-Dispatch | Daily Messenger
Times Telegram | New Jersey Herald
Times Herald-Record

PO Box 631202 Cincinnati, OH 45263-1202

PROOF OF PUBLICATION

Stacey Holleran
Herkimer Co Ind. Development/H
420 E. GERMAN ST.STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica, New York.
The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit, was published in the issue dated:

03/31/2023

and that the fees charged are legal.
Sworn to and subscribed before on 03/31/2023

D. Roberts

Legal Clerk

Kaitlyn Felty

Notary, State of WI, County of Brown

3/7/27

My commision expires

Publication Cost:	$94.74	
Order No:	8633017	# of Copies:
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THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

KAITLYN FELTY
Notary Public
State of Wisconsin

NOTICE OF PUBLIC HEARING

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Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 10 IA, Herkimer, New York 13350; Telephone 315-866-3000.

Date: April 1, 2023

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: /s/ Victoria Adams

Title: Assistant Secretary

Exhibit B

Herkimer County IDA
Industrial Development Agency
PUBLIC HEARING MINUTES

Herkimer County Industrial Development Agency
April 12, 2023 @ 12:00 PM
SunEast Flat Hill Solar, LLC
Manheim Town Hall
6356 NY-167, Dolgeville, New York

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
Marketing & Communications Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Mr. Piseck introduced himself as the Chief Executive Officer of the Herkimer County Industrial Development Agency.

Mr. Piseck appointed Victoria Adams to record the minutes of the hearing.

Mr. Piseck also introduced Jenn Young of the Herkimer County IDA.

Mr. Piseck stated that on March 31, 2023 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

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Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

****

Mr. Piseck invited public comments.

Being no further public comment, the public hearing was closed at 12:15 PM.

Respectfully submitted,

Jennifer Young

Jennifer Young
Administrative Assistant

Attachment: Sign in sheet

Sign-In Sheet

Herkimer County Industrial Development Agency
SunEast Flat Hill Solar, LLC – Public Hearing
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Manheim Town Hall
6356 State Route 167, Dolgeville, NY

Name:	Organization:
John Piseck	HCIDA
Victoria Adams	HCIDA
Jennifer Young	HCIDA
[signature]	Town of Manheim

AUTHORIZING RESOLUTION

Resolution: 073024-11

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 July, 2024 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Timothy Day, Alana Basloe

Absent: Michael Werenczak

Also Present: John Piseck, Victoria Adams, Jennifer Young, Alaina Valeriano, Erin Spina, Anthony G. Hallak

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 to Grassy Knoll Solar NY LLC (the "Company") successor in interest as the result of a name change to SunEast Grassy Knoll Solar LLC.

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, Grassy Knoll Solar NY LLC successor in interest by name change to SunEast Grassy Knoll Solar LLC, on behalf of itself and/or the principals of Grassy Knoll Solar NY 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 on 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 is its Application, the value of financial assistance is described as follows:

Sales and Use Tax exemptions estimated at $2,040,923.00 but shall not exceed $2,040,923.00 in aggregate;

Real Property Tax Abatement is estimated at $527,251.00

Mortgage Recording Tax savings is estimated at $266,679.00.

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

(i) It is in the best interest of the Project to extend the expiration of the ST-60 sales tax relief until October 31, 2024 pending closing on the Project, at which time the sales tax relief afforded thereunder will be further extended.

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 Chief Executive Officer, 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, Chief Executive Officer 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, Chief Executive Officer 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 Chief Executive Officer, 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, Victoria Adams, 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 July, 2024 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 July, 2024.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Victoria Adams

Victoria Adams, Assistant Secretary

Exhibit A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 26th day of June, 2023, at 9:30 AM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST GRASSY KNOLL SOLAR, LLC (the "Company") presented an application (the "Application") to the Agency on August 27, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

the Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located at near the intersection of Burrell Road and Sabin Road in the Town of Manheim with an estimated capacity of 20 MVac ± kilowatts. The Project has an estimated cost of Fifty Three Million, Three Hundred Thirty Five Thousand, Seven Hundred Sixty Seven and 00/100 Dollars ($53,335,767.00) (the "Project Costs").

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Date: June 06, 2023

By *Victoria Adams*
Name: Victoria Adams
Title: Assistant Secretary

LOCALiQ

Observer-Dispatch | Daily Messenger
Times Telegram | New Jersey Herald
Times Herald-Record

PO Box 631202 Cincinnati, OH 45263-1202

PROOF OF PUBLICATION

RECEIVED JUN 16 2023

Stacey Holleran
Herkimer Co Ind. Development/H
420 E. GERMAN ST.STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica, New York.
The text of the notice as published in said newspaper is as set forth below, or in the annexed exhibit, was published in the issue dated:

06/09/2023

and that the fees charged are legal.
Sworn to and subscribed before on 06/09/2023

Legal Clerk

Notary, State of WI, County of Brown

8-25-26

My commision expires

Publication Cost:	$67.07	
Order No:	8921049	# of Copies:
Customer No:	639140	1
PO #:		

THIS IS NOT AN INVOICE!

Please do not use this form for payment remittance.

MARIAH VERHAGEN
Notary Public
State of Wisconsin

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 26th day of June, 2023, at 9:30 AM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST GRASSY KNOLL SOLAR, LLC (the "Company") presented an application (the "Application") to the Agency on August 27, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

the Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located at near the intersection of Burrell Road and Sabin Road in the Town of Manheim with an estimated capacity of 20 MVac ± kilowatts. The Project has an estimated cost of Fifty Three Million, Three Hundred Thirty Five Thousand, Seven Hundred Sixty Seven and 00/100 Dollars ($53,335,767.00) (the "Project Costs").

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Date: June 06, 2023

By /s/ Victoria Adams

Name: Victoria Adams

Title: Assistant Secretary

Exhibit B

Herkimer County IDA
Industrial Development Agency

PUBLIC HEARING MINUTES

Herkimer County Industrial Development Agency
June 26, 2023 @ 9:30 AM
SunEast Grassy Knoll Solar, LLC
Manheim Town Hall
6356 NY-167, Dolgeville, New York

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office Assistant

ERIN E. SPINA
Marketing & Communications Specialist

BOARD OF DIRECTORS

VINCENT J. BONO
Chairman

CORY ALBRECHT
Vice Chairman

JOHN SCARANO
Secretary

MICHAEL WERENCZAK
Treasurer

ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

Mr. Piseck introduced himself as the Chief Executive Officer of the Herkimer County Industrial Development Agency.

Mr. Piseck appointed Victoria Adams to record the minutes of the hearing.

Mr. Piseck also introduced John Haughton, Town of Manheim Supervisor

Mr. Piseck stated that on June 9th, 2023 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 26th day of June, 2023, at 9:30 AM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST GRASSY KNOLL SOLAR, LLC (the "Company") presented an application (the "Application") to the Agency on August 27, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

the Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located at near the intersection of Burrell Road and Sabin Road in the Town of Manheim with an estimated capacity of 20 MVac ± kilowatts. The Project has an estimated cost of Fifty Three Million, Three Hundred Thirty Five Thousand, Seven Hundred Sixty Seven and 00/100 Dollars ($53,335,767.00) (the "Project Costs").

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

****

Mr. Piseck invited public comments.

Deborah Keiper, Town of Manheim resident, asked how the Town advantages from solar projects. She added that other towns limit the acreage instead of "large" acreage areas of farmland being used. She stated her concern that the land will not be able to be farmed any longer.

John Haughton stated that the Town needs growth and these projects mean substantial growth. He continued by stating that projects such as these keep the tax rate low for residents. He made note that the permit and zoning processes are being followed; projects are bonded; and have a clause for decommissioning, allowing farming to continue.

Being no further public comment, the public hearing was closed at 9:45 AM

Respectfully submitted,

Victoria Adams
Operations Manager

Attachment: Sign in sheet

Sign-In Sheet

Herkimer County Industrial Development Agency
SunEast Grassy Knoll Solar, LLC – Public Hearing
Monday, June 26th, 2023 @ 9:30 AM
Manheim Town Hall
6356 State Route 167, Dolgeville, NY 13329

Name:	Organization:
John Piseck, JT	HCIDA
Victoria Adams	HCIDA
Joseph Bono	Intern, HCIDA
John Haughton	Town Supervisor, Manheim
Deborah Keiper	Resident, Town of Manheim

THIRD AMENDED
INDUCEMENT RESOLUTION

Resolution: 073024-12

At a regular meeting of the Herkimer County Industrial Development Agency held at 420 East German Street, Herkimer, New York, on July 30, 2024 at 8:00 A.M.

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

PRESENT:	Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Timothy Day, Alana Basloe
ABSENT:	Michael Werenczak
ALSO PRESENT:	John Piseck, Victoria Adams, Jennifer Young, Alaina Valeriano, Erin Spina, Anthony G. Hallak

The following resolution was offered and seconded with the members voting:

AYE	NAY	ABSTAINED
All	None	None

RESOLUTION OF THE HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "AGENCY") TAKING OFFICIAL ACTION APPROVING AN UPDATED PROJECT APPLICATION, EXTENDING THE APPOINTMENT OF WATKINS ROAD SOLAR NY LLC AS SUCCESSOR IN INTEREST BY VIRTUE OF A NAME CHANGE TO SUNEAST WATKINS ROAD SOLAR LLC (the "COMPANY), AND THE PRINCIPALS OF THE COMPANY, AS AGENT OF THE AGENCY IN CONNECTION WITH A SUBLEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AND PROJECT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"); to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to provide assistance in the construction and equipping of one or more "Projects" (as defined in the Act); and

WHEREAS, the Company presented an application (the "Application") to the Agency October 24, 2019, which application was amended on July 16, 2021 and subsequently amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described Project and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Project or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Project was previously induced by a Second Amended Inducement Resolution dated March 28, 2023; and

WHEREAS, the Project will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 282 acres located along Watkins and Sokol Roads in the Towns of Schuyler and Herkimer with an estimated capacity of 20 MWac ± kilowatts (the "Facility"). The Project has an estimated cost of Fifty-Five Million Sixty Two Thousand and Four Hundred Ninety Two and 00/100 Dollars ($55,062,492.00) (the "Project Costs"); and

WHEREAS, the Project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources; and

WHEREAS, the Company has changed its name and that of the Project to Watkins Road Solar NY LLC with all interests in the Project remaining unchanged and requests Project documents be amended to reflect the change in identity of the applicant; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively "SEQR"), the Agency constitutes a State Agency; and

WHEREAS, the Town of Schuyler and Town of Herkimer Planning Boards evaluated the Project and on February 4, 2020 and issued a Negative Declaration (the "SEQR Determination") under SEQR with respect to the Project; and

WHEREAS, all other representations, facts and circumstances of the Project remain unchanged.

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

1. Based upon the application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

A. The Facility constitutes a "Project" within the meaning of the Act.

B. The Assistance will induce the Company to locate the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.

C. Except as is permitted by law, the Facility will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located in the State.

2. The form and substance of the proposed agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman, Vice Chairman and Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman, Vice Chairman or the Chief Executive Officer shall approve. The execution thereof by the Chairman, Vice Chairman or Chief Executive Officer shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement and where applicable its tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. This Project shall not proceed until it has conformed with all requirements of SEQR, conditions (if any) imposed by the Towns of Schuyler and Herkimer, this Agency has adopted the Negative Declaration of the Towns of Schuyler and Herkimer or County of Herkimer as Lead Agency in the SEQR process, the Company has provided adequate proof that the Project permits are duly transferable and the leases and/or subleases are approved by the Agency, and the Company has provided sufficient proof of its ability to finance the Project.

6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, subleasee's or any other party authorized to make purchases or otherwise benefit from the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, subleasee's or any other party authorized to make purchases for the benefit of the Project if determined that: (i) the Company, its agents, consultants, subcontractors, subleasee's or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, subleasee's or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, subleasee's or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

7. The Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (a) the Lease Agreement whereby the Company conveys a leasehold interest in the Project to the Agency, (b) the related Leaseback Agreement leasing the Project back to the Company, (c) the Project Benefits and Recapture Agreement, and (d) the PILOT Agreement; provided (1) the rental payments under the Leaseback Agreement include payment of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT

Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQR.

8. This Resolution shall take effect immediately.

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

I, Victoria Adams, Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on July 30, 2024 with the original thereof of file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 30th day of July, 2024.

HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: Victoria Adams
Victoria Adams, Assistant Secretary