

Chenango County Industrial Development Agency

15 South Broad Street
Norwich, New York 13815
607-334-1400

Date: November 17, 2021

From: Brian Burton

To: Jeff Blanchard
Randy Gibbon, P.E.
Michael Khoury
Pete Raymond
Martha Ryan
Taylor Zieno
George Seneck
Kevin Pole

The Evening Sun
Shane Butler, Planning Department

Subject: CCIDA Board of Directors Meeting

The November CCIDA Board meeting will begin at 8:00 a.m. on **Wednesday, November 17th, 2021** at the Commerce Chenango Office, 15 South Broad Street, Norwich NY.

Facemasks are required for all attendees, regardless of vaccination status. Required health & safety guidelines will be followed by all attendees. If you are unable to wear a facemask, you are welcome to view the meeting via the Chenango IDA YouTube channel and the meeting will be streamed live.

All Board members are asked to be present for this meeting; if a board member cannot attend in person due to health reasons, a call-in number will be provided in advance.

Please RSVP at your earliest convenience by e-mail at kaconnor@chenangony.org and if you have any questions, you may contact us at 607-334-5532.

Thank you.

**Chenango County IDA Board
Regular Meeting Agenda
November 17, 2021 | 8:00 a.m.
Commerce Chenango, Community Room**



IDA Mission Statement:

- I. Roll Call (B. Burton)
- II. Reading of IDA Mission Statement (K. Green): *“Our mission is to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, and continuing care retirement communities. To provide financial assistance and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the county of Chenango and to improve their recreation opportunities, prosperity and standard of living.” (approved March 25, 2021)*
- III. Approval of Minutes
 - a. October 20, 2021 Regular Meeting Minutes
- IV. Financial Report
 - a. October 31, 2021 Financial Statements
- V. Bills & Invoices

Commerce Chenango: <i>Copies, Postage, BST Services, Travel</i>	\$ 636.46
Development Chenango Corporation: <i>Economic Dev. Contribution/ Economic Development PR, State book, Marketing</i>	\$ 8,937.50
Bond, Schoeneck & King, PLLC: <i>Legal (Airport Park Lease)</i>	\$ 187.50
NYSEG: <i>Airport Utilities</i>	\$ 1,981.49
The Evening Sun: <i>Publication of High Bridge Wind Public Hearing Notice</i>	\$122.50
Fed Ex: <i>Mailing of Tecnofil Documents (To be reimbursed to IDA)</i>	28.63
Total:	\$ 11,894.08

- VI. Executive Director Report
 - a. Commerce Chenango
 - i. Update: Strategic Plan
 - ii. Leadership Chenango – Class of 2022 - Recruitment
 - b. DCC
 - i. Creative Works (17-19 South Broad Street)
 - ii. Hotel Project
 - iii. DRI Application
 - iv. Loans: Jerry’s Inn, Forged Brewing – increased interest in loan programs
 - c. Other
 - i. 2022 Budget

- ii. Webinar – Mandatory Vaccinations for Employees: What Employers Need to Know
 - 1. December 7, 2021 - Virtual

VII. Old Business

- a. Solar Projects
 - i. Norbut Solar (Coventry, NY)
 - 1. Next step: Waiting for Closing Date
 - b. PILOT Application: High Bridge Wind Project (Guilford, NY)
 - i. Public Hearing was held October 27, 2021
 - 1. Many community members attended, 18 individuals spoke at hearing
 - 2. There were 7 letters submitted prior to hearing
 - 3. There were 7 letters submitted post-hearing
 - 4. In total, 20 against project, 12 in support of project
 - a. All letters available on our website for review
 - ii. Next Step:
 - 1. Review of letter submitted by Northland Power in response to questions raised at the October 20, 2021 CCIDA meeting.
 - 2. Review of Cost Benefit Analysis
 - 3. Review of PILOT financial breakdown and municipality disbursement
 - 4. Pending action: Final Authorizing Resolution
 - a. RESOLVED, that the Chenango County IDA approve the Final Authorizing Resolution for the High Bridge Wind PILOT application as presented.

VIII. New Business

- a. Comptroller Process Audit
 - i. Process is nearing its end
 - ii. Auditor may be reaching out to interview Board Members
- b. 2022 Budget
 - i. Review of proposed budget
 - ii. Pending action:
 - 1. RESOLVED, that the Chenango County IDA approve the proposed 2022 Budget as presented.

IX. Future Business (December Meeting):

- a. Review of Mission Statement and Performance Goals
- b. Review any purchase offers on the Incubator Building

X. Executive Session

XI. Adjournment

Chenango County IDA
Board Meeting Minutes
October 20, 2021 | 8:00 a.m.



Present: J. Blanchard; R. Gibbon; M. Khoury; P. Raymond; T. Zieno
Staff: K. Green; K. O'Connor
Absent: B. Burton; M. Ryan
Guest: Shane Butler, Chris Stanton, Jeffrey Nemeth, Rob Panasci, Canice Pullota,

1. Board Vice Chair P. Raymond called the meeting to order at 8:00 a.m.
2. Executive Director K. Green read the IDA mission statement
3. Motion to approve the September 15, 2021 Regular Meeting Minutes made by R. Gibbon, seconded by T. Zieno. Ayes all, approved.
4. K. Green reviewed the September 30, 2021 Financial Statement.
 - a. Information reviewed included account receivables & payables to date as well as the statement of actives including revenues & expenditures to date.
 - b. Motion to approve the August 31, 2021 Financial Statements made by R. Gibbon, seconded by J. Blanchard. Ayes all, approved.
5. Bills & Invoices were reviewed.
 - a. Motion to approve the Bills & Invoices made by J. Blanchard, seconded by R. Gibbon. Ayes all, approved.
6. K. Green provided and Executive Director report:
 - a. Attended NYS Economic Development Conference in Cooperstown, NY
 - b. Attended International Economic Development Conference in Nashville, TN
 - c. Discussed close ties with DCC and the need to be updated on their business
 - d. Presented for DRI on 10/13/2021 after being selected for second round
 - e. Summarized DCC activities
 - i. DCC has granted over \$550K in loans with two new applications pending
 - ii. Hotel Project: Closed on building and working on campaign to raise funds for renovations. Currently three possible interested developers.
 - iii. Commerce Chenango: Working on strategic plan updates, planning a formal presentation sometime in November 2021.
 - iv. Legislative Breakfast gathered over 60 attendees, including Senator Oberacker, Assemblyman Angelino, Assemblyman Lemondes, and EDC representatives Ryan Silva & Ken Pokalsky.
7. Old Business
 - a. K. Green provided an update on Norbut Solar:
 - i. Agency Agreements, Inducements, and Public Hearing are completed.
 - ii. Reviewed Cost Benefit Analysis
 - iii. RESOLVED, that the Chenango County IDA approve the proposed SEQR for sites 2 & 3 as presented.
 - A. Motion made by M. Khoury, seconded by R. Gibbon. Ayes all, approved.
 - iv. RESOLVED, that the Chenango County IDA approve the proposed Final Authorizing Resolution for Site 2 as presented.
 - B. Motion made by M. Khoury, Seconded by R. Gibbon. Ayes all, Approved.
 - v. RESOLVED, that the Chenango County IDA approve the proposed Final Authorizing Resolution for Site 3 as presented.
 - C. Motion made by T. Zieno, Seconded by R. Gibbon. Ayes all, approved.
 - b. K. Green provides updates on High Bridge Wind Project:

- i. GCNR letter was received with questions pertaining to project.
 - ii. High Bridge provided written statement addressing said questions.
 - iii. Public Hearing is scheduled for Wednesday, October 27, 2021 at 6:00PM at the Guilford Town Hall.
 - iv. IDA members encouraged to attend.
 - v. Inducement Agreement & Agency Agreement require vote today, If project moves forward will need motion on Final Authorization in November.
 - c. Chris Stanton from Northland Power/High Bridge Winds present and addressed GCNR questions within letter and questions presented by the IDA board.
 - i. C. Stanton notes that within project application, “yes” was selected for Adaptive Re-Use. This answer should have been and is being changed to “no.” Misunderstanding of the question regarding existing structures on property.
 - ii. K. Green clarifies that 2nd SEQR not required for this project.
 - d. K. Green reviewed next steps for High Bridge Wind Project.
 - i. RESOLVED, that the Chenango County IDA approve the proposed Inducement Resolution as presented.
 - A. Motion made by J. Blanchard, seconded by T. Zieno. Ayes all, approved. R. Gibbon Abstains.
 - ii. RESOLVED, that the Chenango County IDA approve the proposed Agency Project Agreement as presented.
 - B. Motion to approve Agency Project Agreement made by T. Zieno, Seconded by J. Blanchard. Ayes all, approved. R. Gibbon abstains.
8. New Business
 - a. Comptroller: Reviewing PILOT Projects
 - i. Moving forward, Cost Benefit Analysis documents to be verbalized and reviewed at IDA meetings.
 - b. 2022 Budget: will be presented at November 2021 board meeting and will need approval at that time.
 - c. Mission & Performance: ABO requires annual review and approval. Will review document at December 2021 board meeting for any proposed changes.
9. Motion to move into Executive Session at 8:54 a.m. made by M. Khoury, seconded by T. Zieno. Ayes all, approved.
10. Motion to leave Executive Session at 9:15 a.m. made by M. Khoury, seconded by J. Blanchard. Ayes all, approved.
11. Motion to publish intention of selling Incubator Building made by J. Blanchard, seconded by T. Zieno. Ayes all, approved.
12. Motion to adjourn the meeting at 9:16 a.m. made by M. Khoury, seconded by R. Gibbon. Ayes all, approved.

Respectfully Submitted,

KarriAnn O'Connor

KarriAnn O'Connor
Economic Development Assistant
IDA Board Recorder

County of Chenango IDA
Statement of Financial Position
October 31, 2021

	Note	October 31, 2021	December 31, 2020
ASSETS			
Current Assets			
Checking #6274	\$	63,245.33	\$ 302.89
Money Market #2574		688,152.57	701,458.92
RR Project Checking #6598		-	-
Accounts Receivable	(1)	4,157.74	-
Financing Lease	(2)	29,900.01	34,188.98
Prepaid Expense	(3)	4,423.78	4,498.10
Total Current Assets		789,879.43	740,448.89
Property and Equipment			
Land - Industrial Parks		238,000.00	238,000.00
Building - Industrial Parks		683,505.63	683,505.63
Improvements - Buildings		240,401.40	240,401.40
Improvements-Property Devel.		60,841.40	60,841.40
Less: Accumulated Depreciation	(4)	(594,876.37)	(568,192.61)
Total Property and Equipment		627,872.06	654,555.82
Total Assets		\$ 1,417,751.49	\$ 1,395,004.71
LIABILITIES AND FUND BALANCE			
Current Liabilities			
Accounts Payable	(5)	\$ 2,320.12	\$ 2,050.32
Prepaid Rental Income	(6)	\$ 8,300.00	-
Total Current Liabilities		10,620.12	2,050.32
Long-Term Liabilities			
Total Liabilities		10,620.12	2,050.32
Fund Balance			
Fund Balance		1,361,907.34	1,458,983.68
Net Activity		45,224.03	(66,029.29)
Total Fund Balance		1,407,131.37	1,392,954.39
Total Liabilities & Fund Balance		\$ 1,417,751.49	\$ 1,395,004.71

Note

- (1) See Aged Receivable Listing
- (2) Cascun Financing Lease from Property for Sale/Lease
- (3) Prepaid Insurance as of 12/31/20
- (4) Recorded Annual Depreciation thru 12/31/20
- (5) See Aged Payables Listing
- (6) Pro-Tel Properties LLC Security Deposit & Deposit on Purchase of Building

**County of Chenango IDA
Aged Receivables
As of October 31, 2021**

Customer	0-30	31-60	61-90	Over 90 days	Amount Due
Norwich Chenango Solar, LLC ***Annual PILOT Fee for 2019/2020/2021			3,375.63		3,375.63
Pro-Tel Properties LLC ***Airport Utilities Reimbursement	782.11				782.11
	782.11	-	3,375.63	-	4,157.74

County of Chenango IDA
Aged Payables
As of October 31, 2021

Vendor		0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
Bond, Schoeneck & King, PLLC	Legal	187.50				187.50
FedEx	Tecnofil Expense	28.63				28.63
NYSEG	Airport Utilities	1,981.49				1,981.49
The Evening Sun	Public Hearings	122.50				122.50
		2,320.12	-	-	-	2,320.12

County of Chenango IDA
Statement of Activities
As of October 31, 2021

	Note	October 2021 Actual	October 2021 Budget	Year to Date Actual	Year to Date Budget	Better (Worse) Budget	2021 Budget
Revenues							
Airport Building Rent	(1)	\$ 7,300.00	\$ -	\$ 18,440.00	\$ -	\$ 18,440.00	\$ -
Clark Park Rent		450.00	450.00	4,500.00	4,500.00	-	5,400.00
On The Rail Processing Rent		406.52	406.52	4,065.20	4,065.20	-	4,878.24
New Project Fees		-	-	-	3,750.00	(3,750.00)	5,000.00
BID Tax Reimbursement		-	-	250.00	250.00	-	250.00
PILOT/Project Fees							
NYS&W Project Fee		-	-	1,500.00	1,500.00	-	1,500.00
Norwich Pharm Project Fees		-	-	14,000.00	14,000.00	-	14,000.00
Norwich-Chenango Solar Project	(2)	-	-	3,375.63	1,500.00	1,875.63	1,500.00
Puckett Solar Project		-	-	31,000.00	50,000.00	(19,000.00)	50,000.00
Tiffany Solar Project		-	-	99,638.61	50,000.00	49,638.61	50,000.00
Coventry Solar Project		-	-	-	25,000.00	(25,000.00)	25,000.00
Other Income		-	-	-	3,750.00	(3,750.00)	5,000.00
Interest Income		58.44	100.00	693.65	1,000.00	(306.35)	1,200.00
Other Revenues							
Total Revenues		8,214.96	956.52	177,463.09	159,315.20	18,147.89	163,728.24
Expenditures							
Economic Development		6,437.50	6,437.50	64,375.00	64,375.00	-	77,250.00
Other Project Eco Dev Srvs Fees		-	-	-	14,062.50	14,062.50	18,750.00
RR Project Eco Dev Srvs Fees		-	-	1,250.00	1,875.00	625.00	2,500.00
Advertising & Marketing		-	416.66	3,091.75	4,166.68	1,074.93	5,000.00
Office Supplies/Postage		47.67	48.34	603.68	483.32	(120.36)	580.00
Software & Equipment		155.00	216.66	2,182.20	2,166.68	(15.52)	2,600.00
Travel/Training		-	-	204.30	-	(204.30)	-
Auditing Expense		-	-	6,800.00	6,500.00	(300.00)	6,500.00
Insurance Expense		-	-	7,814.79	7,600.00	(214.79)	7,600.00
Legal Expense		187.50	62.50	1,803.05	625.00	(1,178.05)	750.00
N. Norwich Road Tax		-	-	2,000.00	2,000.00	-	2,000.00
BID Tax		-	-	250.00	250.00	-	250.00
Airport Lease		-	-	740.00	750.00	10.00	750.00
Airport Repairs		-	83.34	-	833.32	833.32	1,000.00
Airport Maintenance		-	400.00	725.00	4,000.00	3,275.00	4,800.00

County of Chenango IDA
Statement of Activities
As of October 31, 2021

	Note	October 2021 Actual	October 2021 Budget	Year to Date Actual	Year to Date Budget	Better (Worse) Budget	2021 Budget
Airport Utilities		1,199.38	625.00	7,342.77	6,250.00	(1,092.77)	7,500.00
Special Projects	(3)	122.50	-	32,997.89	-	(32,997.89)	-
Bank Fees	(4)	-	-	30.00	-	(30.00)	-
Misc Expense	(5)	28.63	2,158.18	28.63	21,581.88	21,553.25	25,898.24
Total Expenditures		8,178.18	10,448.18	132,239.06	137,519.38	5,280.32	163,728.24
Net revenues over expenditures		36.78	(9,491.66)	45,224.03	21,795.82	23,428.21	-
Other Sources (Uses)							
Net Activity		\$ 36.78	\$ (9,491.66)	\$ 45,224.03	\$ 21,795.82	\$ 23,428.21	\$ -

Note

- (1) New Tenant -- Pro-Tel Properties LLC
- (2) Annual PILOT Fee for 2019/2020/2021
- (3) 25% of Puckett Solar/Tiffany Solar project to DCC
- (4) incoming wire bank fee Puckett Solar/Tiffany Solar
- (5) FedEx mailing for Tecnofil Termination paperwork



c/o Northland Power, Inc.
30 St. Clair Ave W, 12th Floor
Toronto, Ontario, Canada M4V 3A1

Kerri Green, Director
15 South Broad Street
Norwich, NY 13815

RE: APPLICATION FOR BENEFITS

November 9, 2021

Dear Ms. Green,

We wanted to thank you, Chairman Burton, and Ms. O'Connor for hosting the public hearing on October 27 for High Bridge Wind, LLC's ("High Bridge") Application for Incentives/Benefits, which includes a request for sales tax exemption, a mortgage recording tax exemption and a request to enter into payment in lieu of taxes agreement (PILOT).

As an authorized signatory for High Bridge, I would like to submit this letter to address questions that were raised at the October 20 board meeting.

1. Decommissioning

At the October 20 board meeting, in response to a question on facility decommissioning from Board Member Michael Khoury, we said we would provide additional information on the estimated cost to decommission the facility, and our obligations under our state Article 10 Permit. Certificate Condition 48 of the Permit requires High Bridge to estimate the total cost to decommission the facility, which estimate has been approved by the NY Department of Public Service, and, prior to the start of construction, provide a Letter of Credit for the benefit to the Town of Guilford, equal in value to the estimated decommissioning cost plus 10%. The form of the Letter of Credit must be approved by both the Town and the NY Department of Public Service. In the highly unlikely event that the project is insolvent and unable to meet its decommissioning obligation at the end of operations, the Town would be able to draw on the Letter of Credit from the issuing bank without any review by an agent, insurance company or other mediating institution. In essence, the security is as good as cash, from the Town's perspective.

The Permit specifies several other requirements that help protect the Town and landowners hosting project infrastructure. The decommissioning estimate must be the full cost of decommissioning and may not assume an offsetting benefit from the sale of scrap material. In reality, as shown at wind farm decommissioning events across the U.S., the sale of scrap offers a significant benefit that would help defray the actual cost, whether for the project owner or, from the Town's perspective, to any contractor it would hire to decommission the facility. This is another reason why the 10% cushion has been deemed sufficient to address contingencies because the scrap materials can be sold during decommissioning. In addition, the Permit requires High Bridge Wind to publicly file a new decommissioning estimate with the NY Department of Public Service, compiled by an independent, qualified engineer, 1 year after the start of facility operations, and every 5 years thereafter.

In April 2020, the independent engineer estimated the total gross cost to decommission the facility, inclusive of the 10% cushion, at \$6.618 million, and we shared the estimate with the Town and the NY DPS for their review and comment. Prior to the start of tree clearing on the project next year, we will request an update the estimate to account for cost inflation and minor changes to the layout. The Letter of Credit that we issue to the Town, prior to tree clearing, will reflect the final updated estimate.

2. Local Suppliers' Capacity

At the October 20 board meeting, Board Member Khoury said that he was concerned about a scenario where this large project overwhelms the local supply chain for items like asphalt, aggregate and fuel, and potentially crowds out business from local consumers, reducing the amount of sales tax revenue.

As stated at the meeting, the project schedule will give local suppliers sufficient lead time to ramp up capacity in order to win new business from High Bridge while continuing to meet the needs of their regular customers. We have seen this firsthand at Bluestone, where local quarries and other suppliers have added capacity to meet the increased demand for their business. The highway supervisor for the Town of Windsor, Mike Kithcart, confirmed on October 21 that the Bluestone wind project has not created any shortages for asphalt or other building materials.

Finally, at the public hearing on October 27, local Chenango County businesses confirmed they did not see any acute challenges in meeting the new demand from the wind project. Jared Bartle, President of BlueOx, confirmed that the company hoped to win new fuel supply business from the project, but would not neglect its existing customer base. Paul Knowles, the principal of PAK Construction, provided an example from a large dairy project four years ago, where the new business from the tax-exempt project allowed him to buy new permanent equipment and expand the capacity of his business.

Based upon the foregoing, High Bridge does not anticipate the additional business from the project will negatively impact the suppliers from also meeting the needs of other local businesses.

Sincerely,

Jeffrey Nemeth
Director, Project Development

Cc: Chris Stanton, Project Development Manager

**Final Authorizing Resolution
High Bridge Wind, LLC Facility**

Date: November 17, 2021

At a meeting of the County of Chenango Industrial Development Agency (the "Agency") held at 15 South Broad Street, Norwich, New York on the 17th day of November, 2021, the following members of the Agency were:

Members Present:

Staff Present:

Others Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to proposed financial assistance to High Bridge Wind, LLC.

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE HIGH BRIDGE WIND, LLC FACILITY LOCATED IN THE TOWN OF GUILFORD, CHENANGO COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 580 of the Laws of 1973 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, High Bridge Wind, LLC (the "Company") has requested that the Agency provide certain financial assistance, consisting of abatements of real property taxes, exemptions from mortgage recording taxes and exemptions from sales and use taxes (the "Financial Assistance"), for a project (the "Project") consisting of (a)(1) the acquisition of an interest in the Company's fee, leasehold, and easement interests in certain parcels of land located at Country Road 36, Town of Guilford, Chenango County, New York 13780 (collectively, the "Land"), (2) the acquisition, construction, installation and equipping on or under the Land of: (i) a buried and overhead collection and transmission line system to carry electricity to the point of interconnection, (ii) one or more electrical substations and related switching, (iii) operations, maintenance and storage buildings, (iv) one or more meteorological and communication towers and devices, and (v) a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the "Improvements"), and (3) the acquisition, installation and equipping therein and thereon of certain equipment, including wind turbine generators with a total combined rated capacity of between 90 and 103.5 megawatts ("MW"), transformers, potential battery storage and related facilities, and furniture, fixtures, machinery and equipment (collectively, the "Equipment"), all of the foregoing for use by the Company as a wind-powered electric generating facility (collectively, the "Facility"), and (b) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including exemptions from mortgage recording taxes, sales and use taxes, and real property taxes for the Facility (but not including special assessments and ad valorem levies) (collectively, the "Financial Assistance"); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Agency by resolution duly adopted on October 20, 2021 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease

the Facility and enter into the Lease Agreement and Leaseback Agreement and further determined that a public hearing was required to be held in order to provide the requested financial assistance for the Project; and

WHEREAS, the Agency held a public hearing to hear all persons interested in the granting of any tax benefits and the location and nature of the Project, and any other financial assistance contemplated in connection with the Project on October 27, 2021; and

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

WHEREAS, the grant of Financial Assistance by the Agency is conditioned upon the Company's agreement that the terms and conditions in subdivision (3) of Section 875 of the Act shall be applicable to the Project; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Project and the Agency's leasehold interest in the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations adopted pursuant to at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency constitutes a "State Agency" and it must therefore satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Applicant submitted to the Agency: (1) Applicant's Application for Incentives/Benefits dated August 10, 2021; (2) the New York State Board on Electric Generation Siting and the Environment Order (Case 18-F-0262) dated March 11, 2021; and (3) other supporting documentation (collectively the "Project Environmental Documents"); and

WHEREAS, 6 NYCRR 617.2(ak) of the Regulations states that a Type II action is an action or class of actions identified under 6 NYCRR 617.5; and

WHEREAS, 6 NYCRR 617.5 states that actions identified as Type II actions have been determined not to have a significant impact on the environment or are otherwise precluded from environmental review under SEQR; and

WHEREAS, 6 NYCRR 617.5(c)(44) states that Type II actions not subject to review under SEQRA include "actions requiring a certificate of environmental

compatibility and public need under article VII, VIII or X of the Public Service Law and the consideration of, granting or denial of any such certificate”; and

WHEREAS, by resolution on October 20, 2021, the Agency determined that, based upon the review by the Agency of the Application, the Project Environmental Materials, various SEQRA information sources, and representations made by the Company relating to the Facility, the Project is a “Type II Action” because it constitutes “actions requiring a certificate of environmental compatibility and public need under article VII, VIII or X of the Public Service Law and the consideration of, granting or denial of any such certificate” and does not meet or exceed any threshold for a Type I action;

NOW, THEREFORE, BE IT RESOLVED by the County of Chenango Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

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 and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a “project”, as such term is defined in the Act; and

(c) The acquisition and equipping of the Facility, the leasing of the Facility to the Company and the Agency’s Financial Assistance with respect thereto, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Chenango 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, equipping and financing 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 and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Chenango County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency on October 20, 2021 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to undertake the Project; and

(h) The Lease Agreement will be an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") by the Company for the benefit of the Agency will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(l) The Jobs Creation and Recapture Agreement (the "Jobs Creation Agreement") by the Company for the benefit of the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance is conditioned upon maintaining certain employment levels as a result of the Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute and deliver the Environmental Compliance and Indemnification Agreement and (vii) provide the Financial Assistance to the Company in support of the Project.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property to be described in Exhibit A to the Lease Agreement and the personal property to be described in Exhibit B to 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 are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Jobs Creation Agreement and the PILOT Agreement (each in substantially the forms to be approved by the Chairman and Agency Counsel prior to the execution and delivery thereof) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement and the PILOT Agreement, all in substantially the forms as the Chairman, Vice Chairman, Secretary 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 (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency 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 Leaseback 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.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the County of Chenango Industrial Development Agency DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the County of Chenango Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on November 17, 2021 at 8:00 a.m., local time, at Norwich, New York which the following members were:

Members Present:

Staff Present:

Others Present:

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

Voting Aye

Voting Nay

and, therefore, the resolution was declared duly adopted.

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 103a and 104, (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 this __ day of November, 2021.

Randy Gibbon, Secretary