



**Chenango County IDA
Board Meeting Minutes
March 29, 2023 | 8:00 a.m.**

Present: B. Burton; J. Blanchard; P. Raymond; R. Gibbon; M. Khoury; T Zieno

Absent: M. Ryan

Staff: S. Testani; B. Knowles; KathyJo Graves

Guest: George Seneck; M. Gladstone

1. B. Burton called the regular board meeting to order at 8:07 am.
2. Roll call.
3. B. Burton waived the reading of the IDA Mission Statement.
4. Upon review, motion to approve the February 8, 2023, meeting minutes made by R. Gibbon, seconded by P. Raymond. Ayes all. Approved.
5. KJ. Graves reviewed the February 28, 2023, Financial Statement.
 - a. The income from High Bridge Wind Farm was moved from January 2023 to June 2023.
 - b. The sale of the Earl B. Clark property was closed in February, which increased the revenue in February.
 - c. Motion to approve the February 28, 2023, Financial Statement as presented made by R. Gibbon, seconded by P. Raymond. Ayes all. Approved.
6. Bills & Invoices were reviewed in detail:
 - a. Motion to approve the Bills & Invoices made by P. Raymond, seconded by M. Khoury. Ayes all. Approved.
7. Executive Director Report: S. Testani
 - a. S. Testani and J. Ostrander met with a developer regarding 120 East Main St, Norwich to develop a warehouse for their business.
 - b. Very early stages for developing a multi-use facility in New Berlin
 - c. ACHIEVE is moving their day habilitation center off Country Club Rd to the facility on E. Main St.
8. PILOTs
 - a. Norbut Solar is moving forward. Our lawyers sent them a straight list checklist for them to review and get back with us. A copy of this checklist is in the packet.
 - b. NY Smyrna I, LLC:

RESOLUTION OF THE COUNTY OF CHENANGO INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING NY SMYRNA I, LLC AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, NY Smyrna I, LLC on behalf of itself and/or the principals of NY Smyrna I, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (the "Company") has applied to the County of Chenango Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in (a)(1) the acquisition of an interest in the Company's fee, leasehold, and easement interests in a certain parcel of land located at 471 County Road 14, Town of Smyrna, Chenango County, New York 13332 (designated as Town of Smyrna Tax Map Parcel No. 29.-1-6.1) (the "Land"), (2) the acquisition, construction, installation and equipping upon the Land of a 3 megawatt AC solar photovoltaic electricity generating facility (the "Solar Facility"), related facilities, and furniture, fixtures, machinery and equipment (collectively, the "Equipment"), all of the foregoing for use by the Company as a solar photovoltaic electric generating facility (the "Project Facility" and collectively with the Land, the Solar Facility and the Equipment, the "Project"), 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 Project Facility (but not including special assessments and ad valorem levies) (collectively, the "Financial Assistance"); and

WHEREAS, the Company will lease the Project Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 580 of the Laws of 1973 of the State of New York, as may be amended from time to time (collectively, the "Act") and the Agency will lease the Project Facility back to the Company pursuant to a Leaseback Agreement; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Project 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 contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Project Facility, exemptions from mortgage recording taxes and abatement of real property taxes for twenty (20) years on the assessed value of the Project Facility, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, based upon representations made by the Company, the value of the sales tax exemptions is estimated at approximately \$298,000 but shall not exceed \$325,000; and

WHEREAS, based upon representations made by the Company, the value of the mortgage recording tax exemptions is estimated at \$23,250 but shall not exceed \$26,250; and

WHEREAS, prior to granting of any tax benefits, public notice of the public hearing relating to the Project was given as required by law, a copy of which (together with proof of publication) is annexed hereto as **Exhibit A**, and such notice complied with all requirements of the Act; and

WHEREAS, a public hearing is hereby authorized to be scheduled and will be held 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, a draft form of the minutes of which are annexed hereto as **Exhibit B**; 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and, together with the SEQR Act, “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 November 8, 2022, including an environmental assessment form (“EAF”) relative to the acquisition, construction and equipping of the Project Facility; (2) Phase I Environmental Site Assessment dated February 10, 2022; and (3) other supporting documentation, including resolutions of the Agency adopted July 20, 2022 (declaring itself “Lead Agency”) and October 19, 2022 (issuing a Negative Declaration) (collectively the “Project Environmental Documents”); and

WHEREAS, the Agency served as Lead Agency (as defined in SEQRA) for purposes of conducting a coordinated review of the environmental impacts of the Project, all in accordance with SEQRA; and

WHEREAS, based on the Agency’s review of the Project Environmental Documents, the provision of financial assistance to the Project was determined to constitute a “Type I Action” (as said quoted term is defined in the Regulations); and

WHEREAS, by resolution adopted October 19, 2022 (the “SEQRA Resolution”), a copy of which is attached to this resolution, the Agency determined to issue a written findings statement regarding the relevant environmental impacts, facts and conclusions in accordance with the requirements of Section 617.7 of the Regulations; and

WHEREAS, the Agency issued a Negative Declaration under SEQRA (the “Negative Declaration”), a copy of which is attached to this Resolution, wherein the Agency concluded with respect to the Project that: (1) the requirements of 6 NYCRR Part 617 have been met; and (2) there will be no significant adverse impacts on the environment and that an environmental impact statement need not be prepared; and

WHEREAS, the Agency desires to confirm and ratify its determination that the acquisition, construction and equipping of the Project Facility will not have a significant adverse impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the Project Facility; 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 an inducement to the Company to acquire, construct, maintain and expand the Project Facility in the County or is necessary to maintain the competitive position of the Company in its industry.

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

Section 1.

(a) The acquisition, construction and equipping of the Project Facility will not have a significant adverse impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the Project Facility.

(b) The construction, acquisition and equipping of the Project Facility and the Agency's financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.

(c) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction, for the purpose of providing financial assistance for the construction, acquisition and equipping of the Project Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.

Section 2.

The Agency shall assist the Company in its construction, acquisition and equipping of the Project Facility and will provide financial assistance with respect thereto, including potential exemptions from sales and use taxes, mortgage recording taxes and real property tax abatements.

Section 3.

The form and substance of a proposed agency agreement and a proposed inducement agreement (in substantially the forms presented to this meeting) each by and among the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the construction, acquisition and the equipping of the Project Facility (the "Agreements") are each hereby approved. The Chairman or Vice Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreements, with such changes in terms and form as the Chairman or Vice Chairman shall approve. The execution thereof by the Chairman or Vice Chairman shall constitute conclusive evidence of such approval.

Section 4.

The Company is herewith and hereby appointed the agent of Agency to construct, acquire and equip the Project Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to equip the Project Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman, Vice Chairman or President & CEO of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of

goods, services, and supplies to the Project Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Project Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.

Section 7. The Chairman, Vice Chairman or President & CEO of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. 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 March
29, 2023 at 8:00 a.m., local time, at Norwich, New York which the following members were:

Members Present:

B.Burton
J.Blanchard
P.Raymond
R.Gibbon
M.Khoury
T. Zieno

Staff Present:

S. Testani
B. Knowles
J. Ostrander
KJ. Graves

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

B. Burton
J. Blanchard
P. Raymond
R. Gibbon
M. Khoury
T. Zieno

Voting Nay

and, therefore, the resolution was declared duly adopted.

The Application is in substantially the form presented to and approved at such meeting.

9. Old Business
 - a. NYS&W update letter is in the packet for review.
10. New Business
 - a. The PARIS report is still in the process of being completed. We still need some information from our Auditors. There will be a report on this at the next meeting.
11. Motion to adjourn made by R. Gibbon seconded by T. Zieno. Ayes all. Approved.
Meeting adjourned at 8:41 a.m.

Respectfully Submitted,

Barbara Knowles

Barbara Knowles
IDA Board Recorder