

Application
To
County of Lewis Industrial Development Agency
For
Financial Assistance

I. Applicant Information:

Company Name: OE Copenhagen Wind Farm Holdings, LLC
Address: 45 Main St, Suite 536
Brooklyn, New York 11201
Phone No: 646 898 3690
Fax No: 646 607 4482
Fed ID No: 45-3636952
Contact Person: James Damon

Principal Owners/Officers/Directors:
(List owners with 15% or more in equity holdings with percentage ownership)

OE Copenhagen Wind Farm Holdings, Inc

Corporate Structure (attach schematic if Applicant is a subsidiary or otherwise affiliated with another entity): **See attached corporate organization chart**

Form of Entity:

- Corporation
 Partnership (General or Limited ; number of general partners
and, if applicable, number of limited partners _____).
 Limited Liability Company/Partnership (number of members _____)
 Sole Proprietorship

If corporation, partnership, limited liability company/partnership:

What is the date of establishment 9/20/11?

Place of organization Delaware and,

If a foreign organization, is the Applicant authorized to do business in the
State of New York? _____

Applicant's Counsel

Name: Doug Ward
Address: 5 Palisades Drive
Albany, New York 12205
Phone No: 518 580 0163
Fax No. 518 438 9914

II. Project Information

- A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

The project covered by this Application (the "Project") will consist of: (1) the acquisition of an interest in the company's fee, leasehold, and easement interests in certain parcels of land located in the Town of Denmark, County of Lewis, New York (collectively, the "Land"); (2) the acquisition and installation of up to 79.9 megawatts ("MW") of wind turbine generators and construction or installation of meteorological towers and an operations and maintenance building (collectively with the wind turbine generators, the "Facility") on the Land, (3) the construction of associated access roads, electrical power collection infrastructure, and substation facilities (collectively, the "infrastructure") on and under the Land, and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment"), all of the foregoing to constitute a wind energy facility (the Land, Facility Infrastructure, and Equipment are collectively referred to as the "Project Facility").

Cost Benefit Analysis:

<u>Costs=Financial Assistance</u>		<u>Benefits=EconomicDevelopment</u>	
Estimated Sales Tax Exemption	\$2,470,000	Jobs created	<u>125 (constr.) /8-10 (perm.)</u>
Estimated Mortgage Tax Exemption	\$ <u>N/A</u>	Jobs retained	<u>N/A</u>
Estimated Property Tax Abatement	\$2,960,000	Private funds invested	<u>\$180,000,000</u>
Estimated Interest Savings IRB Issue	\$ <u>N/A</u>	Other Benefits	<u>N/A</u>

- B) Project Address: 45 Main Street, Suite 536
Brooklyn, NY 11201

- C) Are Utilities on Site
 Water NO Electric Yes
 Gas NO Sanitary/Storm Sewer NO

- D) Present legal owner of the site: See attached list of underlying property owners (as such list may be amended from time to time)
 Of other than Applicant by what means will this site be acquired for this Project: Fee, leasehold, and easement agreements.

- E) Zoning of Project Site: Current: _____ Proposed: _____

- F) Are any variances needed: The Project will need to obtain a variance from the Town of Denmark to cross the Deer River with a 34.5 kV overhead collection line

- G) Principal Use of Project upon completion: Electrical Power Generation

- H) Will the Project result in the removal of a plant or facility of the Applicant from one area of the State of New York to another? No

Will the Project result in the removal of a plant or facility of another

proposed occupant of the Project from one area of the State of New York to another area of the State of New York? No

Will the Project result in the abandonment of one or more plants or facilities located in the State of New York? No

- I) Estimate how many construction/permanent jobs will be created or retained as a result of this Project:
 Construction: 125* Permanent: 8-10** Retained: N/A***

* The Project will create approximately 125 construction jobs at the peak of construction and an average of 80 jobs over the 8-9-month construction period.

** The Project will also employ approximately 10 turbine vendor technicians on site for three (3) or more years after start of operations

*** Jobs created or retained with respect to local materials or equipment purchases, lodging, meals, or as a result of payments made to area landowners are not part of these estimates.

- J) Financial Assistance being applied for:

	Estimated Value
<u>Yes</u> Real Property Tax Abatement	\$ <u>2,960,000</u>
<u>No</u> Mortgage Tax Exemption	\$ <u>0</u>
<u>Yes</u> Sales and Use Tax Exemptions	\$ <u>2,470,000</u>
<u>No</u> Issuance by the Agency of Tax Exempt Bonds	\$ <u>0</u>

- K) Project Costs (Estimates)

Land	<u>\$1,700,000</u>
Building	<u>\$750,000</u>
Equipment	<u>\$160,000,000</u>
Soft costs	<u>N/A</u>
Other	<u>\$36,000,000</u>
Total	<u>\$198,450,000</u>

III. Representations By The Applicant

The Applicant understands and agrees with the Agency as follows:

- A) Job Listings. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by federal job training partnership act (Public Law 97-300) ("JTPA") in which the project is located.
- B) First Consideration for Employment. In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by Collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.

C) Annual Sales Tax Filings. In accordance with Section 874(c) of the New York General Municipal Law, the Applicant understand and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.

D) Annual Employment Reports. The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

E) Absence of Conflicts of Interest. The Applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described: None

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

OE Copenhagen Wind Farm Holdings, LLC
(Applicant)

By: Robert L. Crowell
Name: Robert L. Crowell
Title: Authorized Representative

This Application should be submitted with a \$250.00 Application Fee to: Richard H. Porter, Executive Director, County of Lewis Industrial Development Agency, P.O. Box 106, Lowville, New York 13367

The Agency will collect a 1% fee or a prior negotiated fee at the time of closing.

\$646,125 Fee

Hold Harmless Agreement

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

OE Copenhagen Wind Farm Holdings, LLC
(Applicant)

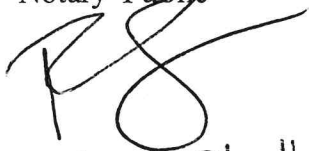
By: Robert L. Crowell
Name: Robert L. Crowell
Title: Authorized Representative

Sworn to before me this

9 Day of May, 2013.

ROBERT ALLEN SHELTON
Notary Public, State of New York
No. 01SH6266340
Qualified in Kings County
Commission Expires July 23, 2016

Notary Public


Robert Shelton

COPENHAGEN WIND FARM LLC

45 MAIN STREET, SUITE 538
BROOKLYN, NY 11201

J.P.Morgan

JPMorgan Chase Bank, N.A.
New York, New York

1-2-210

4/11/2013

PAY TO THE ORDER OF Lewis County Industrial Agency

**250.00

\$

Two Hundred Fifty and 00/100*****

DOLLARS

Lewis County Industrial Agency
P.O. Box 106
7642 N. State St.
Lowville, NY 13367



AUTHORIZED SIGNATURE

Security features. Details on back.

MEMO Application Fee for Financial Assistance

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403242428⑈

COPENHAGEN WIND FARM LLC

Lewis County Industrial Agency

Date Type Reference
4/11/2013 Bill

Original Amt.
250.00

Balance Due
250.00

4/11/2013
Discount
Check Amount

Payment
250.00
250.00

1118

Copenhagen Wind Fa Application Fee for Financial Assistance

250.00