

## MINUTES OF MEETING AND RESOLUTION (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on February 7, 2019 at 8:00 AM local time.

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

Present: Joseph Lawrence, Ronald Burns, Jerry Cayer, Christina Schneider, Jared Thisse.

Absent: Gagan Singh

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended and codified as Section 903 of the General Municipal Law (the "Act"), the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY (the "Agency") was created with the authority and power to own, lease and sell property and to issue its bonds as authorized by the Act; and

WHEREAS, COPENHAGEN WIND FARM, LLC (the "Company") presented an application (the "Application") to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of: (A) the acquisition and installation of up to 80 megawatts of wind turbine generators, meteorological towers, an operations and maintenance building, access roads, electrical power collection infrastructure and substation facilities (the "Improvements") for the purpose of operating a wind energy facility on land in the Town of Denmark, Lewis County, New York and the installation of a feeder line and substation on contiguous property in the Towns of Champion and Rutland, Jefferson County, New York (the "Land"), and (B) the acquisition and installation of machinery, equipment and other tangible personal property in, upon and around the Improvements and the Land (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A and B above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, by resolution dated September 1, 2016, the Agency agreed to provide financial assistance to the Company with respect to the Project including an exemption from all state and local sales and use taxes with respect to the Project and the right of the Company and its indirect agents to use the sales and use tax exemption expired on December 31, 2018; and

WHEREAS, the Company has not yet completed the construction, installation and equipping of the Project and has requested an extension of time to do so without an increase in the amount of the total benefit; and the Company is in compliance with all requirements for the financial assistance of the Agency;

WHEREAS, in the course of the meeting the Board discussed the status of the Copenhagen Wind Farm, LLC project, including (a) that the sales and use tax exemption granted to Copenhagen Wind Farm, LLC (CWF) expired on December 31, 2018 and (b) CWF has advised the Board that the construction, installation and equipping of the Project has not been

completed and CWF has requested an extension of the sales and use tax exemption with regard to the Project.

WHEREAS, subsequently, on motion duly made and seconded during the course of the meeting the following resolution was placed before the members of the County of Lewis Industrial Development Agency:

RESOLUTION EXTENDING THE SALES AND USE TAX EXEMPTION GRANTED TO COPENHAGEN WIND FARM, LLC FOR THE PURPOSE OF THE DEVELOPMENT IN THE TOWN OF DENMARK, LEWIS COUNTY, NEW YORK AND IN THE TOWNS OF CHAMPION AND RUTLAND, JEFFERSON COUNTY, NEW YORK OF A WIND ENERGY FACILITY, INCLUDING WIND TURBINE GENERATORS, METEOROLOGICAL TOWERS, A MAINTENANCE BUILDING, A SUBSTATION AND RELATED INFRASTRUCTURE.

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

Section 1. The Agency hereby extends the period within which the Company and its indirect agents may act as agent of the Agency with respect to the Agency's sales and use tax exemption from December 31, 2018 to December 31, 2019; and

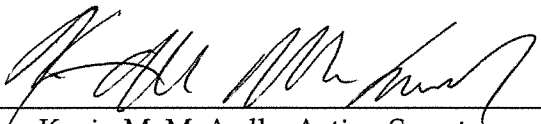
Section 2. From and after the adoption of this Resolution, the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution, such documents to be in form and substance acceptable to them and to Kevin M. McArdle, Agency counsel; and

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote of the members on roll call, and the result was as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Joseph Lawrence	[ X ]	[ ]	[ ]	[ ]
Ronald Burns	[ X ]	[ ]	[ ]	[ ]
Jerry Cayer	[ X ]	[ ]	[ ]	[ ]
Christina Schneider	[ X ]	[ ]	[ ]	[ ]
Jared Thisse	[ X ]	[ ]	[ ]	[ ]
Gagan Singh	[ ]	[ ]	[ ]	[ X ]

The Resolution was thereupon duly adopted.

  
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Kevin M. McArdle, Acting Secretary