

GENERAL CERTIFICATE
OF
COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

This certificate is made in connection with the execution by County of Lewis Industrial Development Agency (the "Agency") of a lease agreement dated as of December 1, 2021 (the "Lease Agreement") by and between Number Three Wind LLC (the "Company") and the Agency, the Memorandum of Lease Agreement, the Underlying Lease, the Memorandum of Underlying Lease, the Payment in Lieu of Tax Agreement, the Uniform Agency Project Agreement, the Section 875 GML Recapture Agreement, the Mortgage (as each of said documents is defined in the Lease Agreement) and any other document to be executed by the Agency (all of the preceding documents being collectively referred to as the "Agency Documents") in connection with the undertaking by the Agency of a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement.

Capitalized terms used herein which are not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement except that, for purposes of this certificate, (A) all definitions with respect to any document shall be deemed to refer to such document only as it exists as of the date of this certificate and not as of any future date, and (B) all definitions with respect to any Person shall be deemed to refer to such Person only as it exists as of the date of this certificate and not as of any future date or to any successor or assign.

THE UNDERSIGNED OFFICER OF THE AGENCY HEREBY CERTIFIES THAT:

1. I am an officer of the Agency and am duly authorized to execute and deliver this certificate in the name of and on behalf of the Agency.
2. The Agency is a corporate governmental agency constituting a public benefit corporation of the State of New York (the "State") duly established under 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 62 of the Laws of 1973 of the State, as amended, constituting Section 902-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”). A copy of Chapter 62 of the Laws of 1973 of the State is attached hereto as Exhibit A.

3. The Agency (A) has full legal power and authority to own its Properties, conduct its business, execute, deliver and perform its obligations under each of the Agency Documents and (B) has taken all actions and obtained all approvals required in connection therewith by the Act and any other applicable laws and regulations.

4. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing and research facilities, including commercial facilities, and the Agency has the power to acquire, construct, reconstruct, lease, sell, improve, maintain, equip or furnish certain properties, including commercial facilities.

5. Pursuant to the Act, the governing body of County of Lewis, New York, for whose benefit the Agency was established filed or caused to be filed within six (6) months after the effective date of such Chapter 62 of the Laws of 1973 of the State, in the office of the New York State Department of State, Miscellaneous Records Unit, the Certificate of Establishment of the Agency pursuant to Section 856(1)(a) of the New York General Municipal Law. The Certificate of Establishment of the Agency described in the preceding sentence also named the members and officers of the Agency as appointed by the governing body of County of Lewis, New York. Attached hereto as Exhibit B is a certified copy of said Certificate of Establishment of the Agency and certificates of appointment relating to all of the current members of the Agency.

6. The current members and officers of the Agency are as follows: Joseph R. Lawrence, Chair; Gagan Singh, Vice Chair; Ron Burns, Member; Herb Frost, Member; Tom Gillette, Member; McKenzie Lehman, Member; Darlene Rowsam, Member. The foregoing named individuals constitute all of the members of the Agency; each of such individuals was and is duly appointed, qualified and acting as such member; each of such individuals who is indicated as an officer of the Agency was and is duly elected or appointed, qualified and acting as such officer; and each of such individuals has been a member of the Agency since at least November 4, 2021.

7. Attached hereto as Exhibit C is a true, correct and complete copy of the by-laws of the Agency, together with all amendments thereto or modifications thereof; and said by-laws as so amended and modified are in full force and effect in accordance with their terms as of the date of this certificate.

8. The execution, delivery and performance of all agreements, certificates and documents required to be executed, delivered and performed by the Agency in order to carry out, give effect to and consummate the transactions contemplated by the Agency Documents have been duly authorized by all necessary action of the Agency. The Agency Documents are in full force and effect on and as of the date hereof, and no authority for the execution, delivery or performance of the Agency Documents has been repealed, revoked or rescinded.

9. The execution, delivery and performance of the Agency Documents, the consummation of the transactions therein contemplated and compliance with the provisions of each by the Agency do not and will not (A) violate the Act or the by-laws of the Agency, (B) require consent under (which has not heretofore been received) or result in a breach of or default under any credit agreement, purchase agreement, indenture, mortgage, deed of trust, commitment, guaranty, lease or other agreement or instrument to which the Agency is a party or by which the Agency may be bound or affected, or (C) conflict with or violate any

existing law, rule, regulation, judgment, order, writ, injunction or decree of any government, governmental instrumentality or court, domestic or foreign, having jurisdiction over the Agency or any of the Property of the Agency.

10. The Agency has duly authorized the taking of and has taken any and all actions necessary to carry out and give effect to the transactions contemplated to be performed on its part by the Agency Documents.

11. Each of the representations and warranties of the Agency contained in each of the Agency Documents is true, accurate and complete on and as of the date of this certificate with the same force and effect as though such representations and warranties were made on and as of the date hereof.

12. There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body pending or, to our knowledge, threatened against or affecting the Agency (nor, to our knowledge, any basis therefor), wherein an unfavorable decision, ruling or finding would adversely affect (A) the transactions contemplated by the Approving Resolution (as hereinafter defined), (B) the validity or the enforceability of the Approving Resolution or the Agency Documents or the transactions contemplated therein, or (C) the existence or organization of the Agency.

13. The Agency Documents have been each duly executed, acknowledged, where appropriate, and delivered on behalf of the Agency by the Chairman or Vice Chairman of the Agency; the signature of said officer thereon is the genuine signature of such officer; and said executed Agency Documents are in substantially the same form as the forms thereof presented to the members of the Agency and approved by the Approving Resolution.

14. Pursuant to the authorization contained in a resolution adopted by the members of the Agency on June 6, 2019 (the "Public Hearing Resolution"), the Agency authorized the Executive Director to conduct a public hearing with respect to the Project. Attached hereto as Exhibit D is a certified copy of the Public Hearing Resolution.

15. Pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project pursuant to Article 10 of the Public Service Law of the State of New York, as amended ("Article 10"), the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required.

16. Attached hereto as Exhibit E is proof of mailing of notices of the public hearings, held with respect to the Project (collectively, the "Public Hearing"), to the chief executive officers of the "affected tax jurisdictions" with respect to the Project (as such quoted term is defined in Section 854(16) of the Act).

17. Attached hereto as Exhibit F are proofs of posting of the notices of Public Hearing.

18. Attached hereto as Exhibit G is an affidavit of publication of notices of the Public Hearing.

19. Attached hereto as Exhibit H are the reports of the Public Hearing.

20. In order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on June 27, 2019 (the “Agent Resolution”), subject to certain conditions, determining to temporarily appoint the Company to act as agent of the Agency to undertake and complete the Project. Attached hereto as Exhibit I is a certified copy of the Agent Resolution.

21. Attached hereto as Exhibit J is a true, correct and complete copy of the resolution of the members of the Agency adopted on April 1, 2021 (the “Resolution Extending Agent Appointment and Authorizing Interim Documents”), the Agency extended the Initial Interim Term Date and authorized the execution of Interim Documents.

22. Attached hereto as Exhibit K is a true, correct and complete copy of the resolution of the members of the Agency adopted on By further resolution adopted by the members of the Agency on June 3, 2021 (the “Pilot Deviation Approval Resolution”) the Agency approved the deviation from the Agency’s uniform tax exemption policy.

23. Attached hereto as Exhibit L is a true, correct and complete copy of the resolution of the members of the Agency adopted on June 3, 2021 (the “Approving Resolution”), which Approving Resolution provided for the following: (A) an approval and authorization of the execution by the Agency of the Agency Documents, and (B) a waiver of any conflict of interest due to the representation by Hodgson Russ LLP of the Company on the Project (as disclosed in the Approving Resolution and the Special Counsel Disclosure Statement). Such Approving Resolution was duly adopted by the members of the Agency, has not been amended or modified since its adoption and is in full force and effect as of the date of this certificate in accordance with its terms.

24. Attached hereto as Exhibit M is proof of mailing of notice of the second public hearing, held with respect to the Project (the “Second Public Hearing”), to the chief executive officers of the “affected tax jurisdictions” with respect to the Project (as such quoted term is defined in Section 854(16) of the Act).

25. Attached hereto as Exhibit N are proofs of posting of the notice of the Second Public Hearing.

26. Attached hereto as Exhibit O is an affidavit of publication of notice of the Second Public Hearing.

27. Attached hereto as Exhibit P are the report of the Second Public Hearing.

28. Attached hereto as Exhibit Q is a true, correct and complete copy of the resolution of the members of the Agency adopted on December 2, 2021 (the “Amended Approving Resolution”), which Amended Approving Resolution provided for the following: revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance as described in the Amended Application.

29. The Agency is not contemplating instituting bankruptcy, insolvency or similar proceedings against itself.

30. The Agency has complied with all of the agreements and satisfied all of the conditions on its part to be performed and satisfied by the terms of the Agency Documents on or prior to the Closing Date.

IN WITNESS WHEREOF, I have hereunto set my signature as (Vice) Chairman the Agency this 13th day of December, 2021.

COUNTY OF LEWIS INDUSTRIAL
DEVELOPMENT AGENCY

BY: Joseph R. Linn
(Vice) Chairman

The undersigned, Kevin McArdle, counsel for the Agency, hereby certifies that the signature of the officer of the Agency subscribed to and contained in the foregoing General Certificate of the Agency is true and genuine.

Kevin McArdle
Kevin McArdle

EXHIBIT A
CHAPTER 62 OF THE LAWS OF 1973

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 18, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

LAWS OF NEW YORK.—By Authority

CHAPTER 62

LAWS OF NEW YORK.—By Authority

CHAPTER 62

AN ACT to amend the general municipal law, in relation to creating and establishing the county of Lewis industrial development agency, and providing for its functions, powers and duties

Became a law March 13, 1973, with the approval of the Governor. Passed on Home Rule request pursuant to Article IX, section 2(b)(2) of the Constitution, by a majority vote, three-fifths being present

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The general municipal law is hereby amended by inserting in title two of article eighteen-A, a new section, to be section nine hundred two-a, to read as follows:

§ 902-a. *County of Lewis industrial development agency.*

For the benefit of the county of Lewis and the inhabitants thereof, an industrial development agency, to be known as the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies and provided that the exercise of the powers by such agency with respect to the acquisition of real property whether by purchase, condemnation or otherwise, shall be limited to the corporate limits of the county of Lewis and such agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. Its members shall be appointed by the governing body of the county of Lewis. The agency, its members, officers and employees and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.

§ 2. This act shall take effect immediately.

EXPLANATION — Matter in *italics* is new; matter in brackets [] is old law to be omitted.

STATE OF NEW YORK }
Department of State } ss.:

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

JOHN P. LOMENZO
Secretary of State

EXHIBIT B

CERTIFICATE OF ESTABLISHMENT OF THE AGENCY AND
CERTIFICATES OF APPOINTMENT OF CURRENT MEMBERS

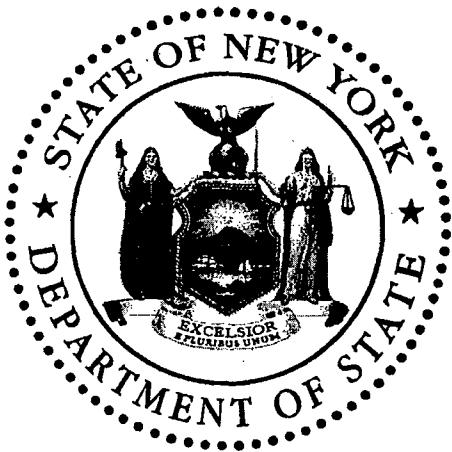
STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
February 18, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State



CERTIFICATE
OF
ESTABLISHMENT
OF
LEWIS COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

THIS IS TO CERTIFY that the Lewis County Industrial Development Agency has been established by special act of the New York State Legislature, and the following is set forth pursuant to Section 856 of the New York State Industrial Development Agency Act:

(1) The special act establishing the Agency was passed March 13th, 1973 by Chapter 62 of the Laws of 1973, which became effective March 13th, 1973.

(2) The name of the agency is: Lewis County Industrial Development Agency.

(3) The names of the members of the Agency, their chairman, and their terms of office are as follows:

<u>Name</u>	<u>Term of Office</u>
Everett P. Ingalls, Chairman	To serve at the pleasure of Lewis County Board of Legislators
Paul C. Merz, Member	To serve at the pleasure of Lewis County Board of Legislators
Samuel R. Phillips, Member	To serve at the pleasure of Lewis County Board of Legislators
Donald Hunt, Member	To serve at the pleasure of Lewis County Board of Legislators
Paul Forte, Member	To serve at the pleasure of Lewis County Board of Legislators

(4) The facts establishing the need for such Agency in the municipality are as follows: It is in the best interests of the County of Lewis and the residents thereof to have an industrial

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 13 1973

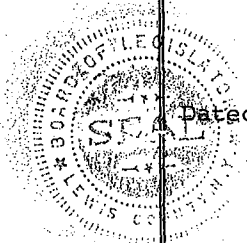
John P. Lanning
Secretary of State

development agency created in and for our County. The economy of Lewis County is strongly based on agricultural pursuits and industries that are wood and forestry related. It is important to said economy of this County than such an agency be created, not only to aid said agricultural pursuits and wood and forestry related industries, but also to generally promote, develop, encourage and assist in the acquiring, reconstructing, constructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial and research facilities including industrial pollution control facilities, thereby advancing the job opportunities, health, general prosperity and economic welfare of the people of the County of Lewis and improving their standard of living.

THE BOARD OF LEGISLATORS OF THE
COUNTY OF LEWIS

BY:

Harold E. Kotel
CLERK



Dated: June 8th, 1973

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 13 1973

James P. Conroy
Secretary of State

EXHIBIT C
BY-LAWS OF THE AGENCY

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE

THIS is to certify that

MCKENZIE LEHMAN

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

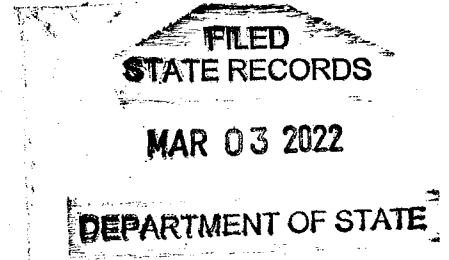


WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT



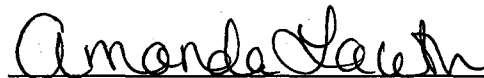
THIS is to certify that

HERB FROST

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.


Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE

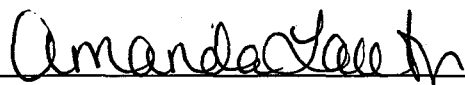
THIS is to certify that

JOSEPH LAWRENCE

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.


Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE

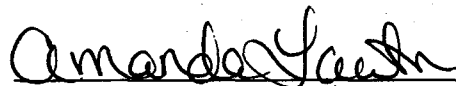
THIS is to certify that

THOMAS GILLETTE

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE


THIS is to certify that

GAGAN SINGH

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.


Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE

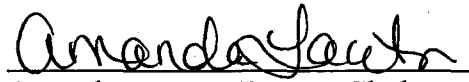
THIS is to certify that

RONALD BURNS

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 10, 2022.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE
OF
APPOINTMENT
AS A MEMBER OF THE
COUNTY OF LEWIS
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
NEW YORK STATE
DEPARTMENT OF STATE,
MISCELLANEOUS RECORDS UNIT

FILED
STATE RECORDS

MAR 03 2022

DEPARTMENT OF STATE


THIS is to certify that

DARLENE ROWSAM

has been appointed as a

MEMBER

of the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY which has been duly
established by Chapter 62 of the Laws of 1973.



Amanda Lawton, Deputy Clerk
Lewis County Board of Legislators

(SEAL)

EXHIBIT D
PUBLIC HEARING RESOLUTION

**PUBLIC HEARING RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Center for Business, 7840 State Route 26, Lowville, NY on June 6, 2019 at 8:05 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:

Joe Lawrence	Chairman
Jared Thisse	Vice Chairman
Christina Schneider	Secretary
Gagan Singh	Member
Ron Burns	Member
Thomas Gillette	Member

ABSENT:

Jerry Cayer	Member
-------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Erik Virkler	Director of Economic Development
Cheyenne Steria	Finance Technical Specialist
Brittany Davis	Marketing Specialist
Tim Petersen	Business Development Specialist

The following resolution was offered by Thomas Gillette, seconded by Ron Burns, to wit:

Resolution No. 19-09

RESOLUTION AUTHORIZING THE DIRECTOR OF ECONOMIC DEVELOPMENT OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NUMBER THREE WIND LLC.

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, Number Three Wind LLC, a Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in approximately various parcels of land generally located in the Towns of Lowville and Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: wind turbine generators, improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Director of Economic Development of the Agency, after consultation with the members of the Agency, Agency Counsel and Agency Special Counsel, (A) to establish the time, date and place for a public hearing, or public hearings, of the Agency to hear all persons interested in the Project (for convenience, hereinafter referred to as the "Public Hearing"); (B) to cause the Public Hearing to be held in a town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented

at such Public Hearing (the "Report") to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Director of Economic Development of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Director of Economic Development of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

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:

Joe Lawrence	VOTING	YEA
Jared Thisse	VOTING	YEA
Christina Schneider	VOTING	YEA
Gagan Singh	VOTING	YEA
Ron Burns	VOTING	YEA
Thomas Gillette	VOTING	YEA

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of County of Lewis 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 June 6, 2019 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 _____ day of June, 2019.


Secretary/Treasurer

(SEAL)

EXHIBIT E

PROOF OF MAILING OF NOTICES OF PUBLIC HEARING

AFFIDAVIT OF MAILING
OF NOTICES OF PUBLIC HEARINGS
ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE
RELATING THERETO

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

The undersigned, being duly sworn, hereby states:

1. That on June 13, 2019, I mailed to the following individuals copies of notices of public hearings entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (collectively, the "Notice of Hearing") relating to the proposed Number Three Wind LLC Project to be undertaken by County of Lewis Industrial Development Agency for the benefit of Number Three Wind LLC (the "Company"):

Lawrence Dolhof, Chairman,
Lewis County Legislature
Lewis County Courthouse
7660 North State Street
Lowville, New York 13367

Cheryl Steckly Superintendent
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Randall A. Schell, Supervisor
Town of Lowville
5533 Bostwick Street
Lowville, New York 13367

Thomas M. Schneeberger, Board President
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Stephen Bernat, Supervisor
Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367

Scott Connell, Superintendent of Schools
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

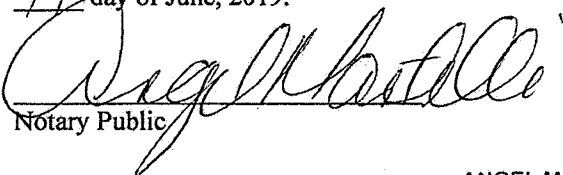
Mr. Lynn Murray, Board President
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

2. That the notice of hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day of June 2019.



Sworn to before me this
13th day of June, 2019.



Notary Public

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
Center for Business
7840 State Route 26, PO Box 106
Lowville, New York 13367
TEL: 315-376-3014

June 13, 2019

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Lawrence Dolhof, Chairman,
Lewis County Legislature
Lewis County Courthouse
7660 North State Street
Lowville, New York 13367

Cheryl Steckly Superintendent
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Randall A. Schell, Supervisor
Town of Lowville
5533 Bostwick Street
Lowville, New York 13367

Thomas M. Schneeberger, Board President
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Stephen Bernat, Supervisor
Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367

Scott Connell, Superintendent of Schools
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

Mr. Lynn Murray, Board President
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

RE: Notice of Public Hearings
County of Lewis Industrial Development Agency Industrial Development Agency
Proposed Number Three Wind LLC Project

Ladies and Gentlemen:

Pursuant to Section 859-a(3) of the New York General Municipal Law (the "Act"), County of Lewis Industrial Development Agency Industrial Development Agency (the "Agency") hereby informs you that the Agency has received an application (the "Application") from Number Three Wind LLC, a Delaware LLC (the "Company"), for financial assistance in connection with a project (the "Project") proposed to be undertaken by the Agency for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town

Lawrence Dolhof, Chairman
Randall A. Schell, Town of Lowville Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Cheryl Steckly, Superintendent of Lowville Academy and Central School District
Thomas M. Schneeberger, Board President of Lowville Academy and Central School District
Scott Connell, Superintendent of Schools
June 13, 2019
Page 2

of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

Enclosed are notices of public hearings to be held by the Agency pursuant to Section 859-a(3) of the Act relating to the proposed Project (collectively, the "Notice of Hearing"). The financial assistance being contemplated by the Agency in connection with the Project is described in said Notice of Hearing.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

COUNTY OF LEWIS INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Eric Virkler, Executive Director

Enclosures

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
Center for Business
7840 State Route 26, PO Box 106
Lowville, New York 13367
TEL: 315-376-3014

Certification of Delivery
Correspondence dated June 13, 2019

Lowville Academy and Central School

Anna H. Ruste
Received by
6/13/2019
Date

County of Lewis

[Signature]
Received by
6/13/19
Date

Town of Lowville

[Signature]
Received by
6/13/19
Date

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 25th day of June, 2019 at 10:00 o'clock a.m., local time, at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

000161.00410 Business 18499735v3

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Eric Virkler
Eric Virkler, Executive Director

- 2 -

000161.00410 Business 18493018v3

A-3

000161.00410 Business 18499735v1

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 26th day of June, 2019 at 10:00 o'clock a.m., local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

000161.00410 Business 18496570v1

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Eric Virkler
Eric Virkler, Executive Director

EXHIBIT F
PROOFS OF POSTING OF NOTICES
OF THE PUBLIC HEARING

BULLETIN BOARD
AFFIDAVIT OF POSTING
OF NOTICES OF PUBLIC HEARINGS
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

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

The undersigned, being duly sworn, hereby states:


1. That on June 13, 2019, I posted copies of notices of public hearings entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (collectively, the "Notice of Hearing") relating to the proposed Number Three Wind LLC Project to be undertaken by County of Lewis Industrial Development Agency (the "Agency") for the benefit of Number Three Wind LLC on a public bulletin board located at (A) Town of Lowville office in the Town of Lowville, Lewis County, New York and (B) ~~Village of Copenhagen~~ Town of Harrisburg office ~~Village of Copenhagen~~ Town of Harrisburg in the Town of Harrisburg, Lewis County, New York.

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such bulletin board.

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day of June, 2019.



Sworn to before me this
17th day of June, 2019.


Notary Public

ANGEL MANTELLI
Notary Public, State of New York
No. 01MAG317934
Qualified in Lewis County
Commission Expires 01/12/23

EXHIBIT A

COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 25th day of June, 2019 at 10:00 o'clock a.m., local time, at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

000161.00410 Business 18493018v3

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Eric Virkler
Eric Virkler, Executive Director

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 26th day of June, 2019 at 10:00 o'clock a.m., local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

000161.00410 Business 18496570v1

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Eric Virkler
Eric Virkler, Executive Director

EXHIBIT G

PROOF OF PUBLICATION OF NOTICES
OF THE PUBLIC HEARING

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF LEWIS

Iss: JOURNAL & REPUBLICAN

LEWIS CTY IDA
PO BOX 106
LOWVILLE NY 13367-0106

REFERENCE: 55130
20427169 NOTICE OF PUBLIC HEA

Christa Woodward, of Carthage NY, COUNTY OF JEFFERSON, STATE OF NEW YORK, BEING DULY SWORN DEPOSETH AND SAITH THAT SHE IS AND DURING THE TIME OF PUBLICATION OF THE LEGAL NOTICE HEREUNTO ANNEXED WAS THE LEGAL BILLING CLERK OF THE NEWSPAPER CALLED THE JOURNAL AND REPUBLICAN. A PUBLIC NEWSPAPER PUBLISHED IN THE VILLAGE OF LOWVILLE, COUNTY OF LEWIS, STATE OF NEW YORK. DEPONENT FURTHER SAYS THAT THE LEGAL NOTICE OF WHICH A COPY IS HERETO ANNEXED, WAS PUBLISHED IN SAID NEWSPAPER ONCE EACH WEEK.

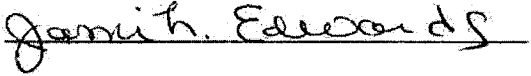

Christa Woodward, LEGAL REPRESENTATIVE

PUBLISHED ON: 06/12

AD SPACE: 252 LINE
FILED ON: 06/12/19

SWORN TO ME THIS

2nd DAY OF July, 2019.



JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01ED6283808
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	55130	LEWIS CTY IDA	Phone:	(315) 376-3014
Class.:	PO BOX 106			LOWVILLE, NY 13367-0106
Ad #	20427169	Requested By: E	Fax:	
Sales Rep.:	W312	Scott Parks	Phone:	(315) 782-1000
		sparks@wdt.net	Fax:	(315) 661-2521
Class.:	0110	Public Notices		
Start Date:	06/12/2019	End Date:	06/12/2019	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Lowville Journal & Republican			
Paid Amount:	\$0.00	Balance:	\$105.76	

Total Price: \$105.76 Page 1 of 2

NOTICE OF PUBLIC HEARING
 ON PROPOSED PROJECT
 AND FINANCIAL ASSISTANCE
 RELATING THERETO:

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 25th day of June, 2019 at 10:00 o'clock a.m., local time, at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

BY: s/Eric Virkler

Eric Virkler, Executive Director

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK
COUNTY OF LEWIS

ss: JOURNAL & REPUBLICAN

LEWIS CTY IDA
PO BOX 106
LOWVILLE NY 13367-0106

REFERENCE: 55130
20427170 NOTICE OF PUBLIC HEA

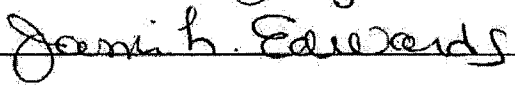
Christa Woodward, of Carthage NY, COUNTY OF JEFFERSON, STATE OF NEW YORK, BEING DULY SWORN DEPOSETH AND SAITH THAT SHE IS AND DURING THE TIME OF PUBLICATION OF THE LEGAL NOTICE HEREUNTO ANNEXED WAS THE LEGAL BILLING CLERK OF THE NEWSPAPER CALLED THE JOURNAL AND REPUBLICAN. A PUBLIC NEWSPAPER PUBLISHED IN THE VILLAGE OF LOWVILLE, COUNTY OF LEWIS, STATE OF NEW YORK. DEPONENT FURTHER SAYS THAT THE LEGAL NOTICE OF WHICH A COPY IS HERETO ANNEXED, WAS PUBLISHED IN SAID NEWSPAPER ONCE EACH WEEK.


Christa Woodward, LEGAL REPRESENTATIVE

PUBLISHED ON: 06/12

AD SPACE: 256 LINE
FILED ON: 06/12/19

SWORN TO ME THIS

2nd DAY OF July, 2019.


JAMI L EDWARDS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01ED6283808
Qualified in Jefferson County
My Commission Expires 06-17-2021

Johnson Newspaper Corporation

Client:	55130	LEWIS CTY IDA	Phone:	(315) 376-3014
Class.:	PO BOX 106		LOWVILLE, NY	13367-0106
Ad #	20427170	Requested By: E	Fax:	
Sales Rep.:	W312	Scott Parks	Phone:	(315) 782-1000
		sparks@wdt.net	Fax:	(315) 661-2521
Class.:	0110	Public Notices		
Start Date:	06/12/2019	End Date:	06/12/2019	Nb. of Inserts: 1
PO #:		Entered By:	SPARKS	
Publications:	Lowville Journal & Republican			
Paid Amount:	\$0.00	Balance:	\$107.28	
Total Price:	\$107.28			Page 1 of 2

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO:

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 26th day of June, 2019 at 10:00 o'clock a.m., local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York in connection with the following matters:

Number Three Wind LLC, a Delaware State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, and (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility.

NOTE THAT THE FINANCIAL ASSISTANCE TO BE CONSIDERED AND DISCUSSED AT THE PUBLIC HEARING WILL NOT INCLUDE ANY DISCUSSION REGARDING ANY POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND THE PAYMENT BY THE COMPANY OF PAYMENTS IN LIEU OF TAXES. THE AGENCY AND COMPANY ARE CURRENTLY DISCUSSING WITH REPRESENTATIVES OF LEWIS COUNTY, THE TOWNS OF LOWVILLE AND HARRISBURG AND THE LOWVILLE CENTRAL SCHOOL DISTRICT AND THE COPENHAGEN CENTRAL SCHOOL DISTRICT A POTENTIAL EXEMPTION FROM REAL PROPERTY TAXES AND A PAYMENT IN LIEU OF TAX AGREEMENT. THE AGENCY WILL NOT CONSIDER SUCH

ISSUES UNTIL THE AGENCY AND THE COMPANY HAVE COMPLETED THEIR DISCUSSIONS WITH THE REPRESENTATIVES OF THE COUNTY, THE TOWNS AND THE SCHOOL DISTRICTS.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, 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: Eric Virkler, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: June 7, 2019.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

BY: s/Eric Virkler

Eric Virkler, Executive Director

EXHIBIT H
REPORT OF PUBLIC HEARINGS

County of Lewis IDA
Number 3 Wind Sales Tax Exemption
Public Hearing
Tuesday June 25, 2019, 10:00am

Please Sign In		
	Name	Affiliation
1	Don O'Brien	Land owner
2	Cheyenne Steria	IDA
3	Marguerite Wells	Number 3 Wind
4	Eric Yorkler	LC IDA
5	Kevin Mc Ardle	LC IDA
6	Daniel E. Beyer	land owner
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

LCIDA
Public Hearing
June 25, 2019

Number Three Wind Project

The Lewis County Industrial Development Agency held a public hearing regarding proposed benefits for the Number Three Wind LLC project. The hearing was held in the Town of Lowville at 7840 NYS Route 26, the Center for Business. A summary of the request under consideration is attached. Also attached is the attendance list for the hearing.

The hearing opened at 10 AM.

Eric Virkler provided read the attached narrative regarding the project and proposed benefits. Marguerite Wells provided a brief update on the project status.

Dan O'Brien and Dan Beyer were public members in attendance. Both individuals are dairy farmers and will have property lease agreements with the company. Mr. O'Brien commented that he believes this project will create future sales tax dollars that will offset some or all of the sales tax incentive provided to the company. He also noted that dairy farms are struggling significantly with current financial conditions and options to host wind and solar projects are an important alternative for property owners. Mr. Beyer commented that the wind project will provide other benefits such as good roads that farms can use to access their fields. He noted that the company has been very accommodating and flexible to ensure that improvements on his property will be effective and not hamper his farming efforts.

The hearing closed at 11 AM.

Number Three Wind

June 25, 2019

The LCIDA has received an application from Number Three Wind LLC regarding a 105.8 MW wind energy project located in the Towns of Lowville and Harrisburg. The project consists of approximately 31 wind turbines and is currently under review in the NYS Article 10 siting process.

The company has requested certain benefits through the IDA. The LCIDA is authorized to provide these benefits by NYS General Municipal law article 18-A. The benefit the LCIDA is considering approving at this time includes only a sales tax exemption for project costs that are subject to NYS sales tax. Property tax and mortgage tax exemptions will be considered at a future date.

The company's project cost that could be impacted by NYS Sales tax are approximately \$25,000,000. The estimated sales tax benefit for NYS and Lewis County are calculated at \$2,000,000.

The LCIDA is required to hold a public hearing as part of its project review and approval. The LCIDA board will hear and consider any comments made by the public. The next LCIDA board meeting is June 27 at 8 AM and at that time the board will consider final approval of the sales tax benefit as identified today.

LCIDA
Public Hearing
June 26, 2019

Number Three Wind Project

The Lewis County Industrial Development Agency held a public hearing regarding proposed benefits for the Number Three Wind LLC project. The hearing was held in the Town of Harrisburg at the Town office building on Cobb Road. A summary of the request under consideration is attached. Also attached is the attendance list for the hearing.

The hearing opened at 10 AM.

Cheyenne Steria read the attached narrative regarding the project and proposed benefits. Marguerite Wells provided a brief update on the project status.

Joseph Schultz was a public member in attendance. Mr. Schultz is a dairy farmer and will have a property lease agreement with the company. Mr. Schultz is in favor of the project and stated it provides a very good alternative for struggling dairy farmers to use their land for other purposes without negatively impacting their ability to farm. Mr. Schultz left the meeting at 10:19 AM.

The hearing closed at 11 AM.

County of Lewis IDA
Number 3 Wind Sales Tax Exemption
Public Hearing
Wednesday June 26, 2019
10:00am

Please Sign In		
	Name	Affiliation
1	Joseph Shultz	land owner
2	Lori Kuntz	Inverness - #3 wind
3	Cheyenne Steria	IDA
4	Keri Munn	LCIDA
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

Number Three Wind

June 25, 2019

The LCIDA has received an application from Number Three Wind LLC regarding a 105.8 MW wind energy project located in the Towns of Lowville and Harrisburg. The project consists of approximately 31 wind turbines and is currently under review in the NYS Article 10 siting process.

The company has requested certain benefits through the IDA. The LCIDA is authorized to provide these benefits by NYS General Municipal law article 18-A. The benefit the LCIDA is considering approving at this time includes only a sales tax exemption for project costs that are subject to NYS sales tax. Property tax and mortgage tax exemptions will be considered at a future date.

The company's project cost that could be impacted by NYS Sales tax are approximately \$25,000,000. The estimated sales tax benefit for NYS and Lewis County are calculated at \$2,000,000.

The LCIDA is required to hold a public hearing as part of its project review and approval. The LCIDA board will hear and consider any comments made by the public. The next LCIDA board meeting is June 27 at 8 AM and at that time the board will consider final approval of the sales tax benefit as identified today.

EXHIBIT I
AGENT RESOLUTION

**AGENT RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, Lewis County, New York on June 27, 2019 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:

Joe Lawrence	Chairman
Jared Thisse	Vice Chairman
Christina Schneider	Secretary/Treasurer
Ron Burns	Member
Jerry Cayer	Member
Tom Gillette	Member
Gagan Singh	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Erik Virkler	Executive Director
Tim Peterson	Business Development Specialist
Brittany Davis	Marketing Specialist
Cheyenne Steria	Finance Technical Specialist

The following resolution was offered by Tom Gillette, seconded by Ron Burns, to wit:

Resolution No. 0619-__

RESOLUTION APPOINTING NUMBER THREE WIND LLC AS AGENT AND GENERAL CONTRACTORS, AS SUBAGENTS OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY FOR THE PURPOSE OF UNDERTAKING AND COMPLETING THE NUMBER THREE WIND LLC PROJECT.

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, in March, 2019, Number Three Wind LLC, a Delaware 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, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the “Land”), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the “Facility”), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the “Infrastructure”), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 6, 2019 (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 Public Hearing Resolution, the Executive Director of the Agency (A) caused notices of public hearings of the Agency (collectively, 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 13, 2019 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, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency’s website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, 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 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 collectively with the SEQR Act, "SEQRA"), the Agency desires to determine whether the Project may have a "significant effect on the environment" (as said quoted term is defined under SEQRA) and therefore require the preparation of an environmental impact statement; and

WHEREAS, in connection with the Project, the Company has submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project pursuant to Article 10 of the Public Service Law of the State of New York, as amended ("Article 10"); and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, the Agency has been requested by the Company (the "Request") (A) to appoint on an interim basis the Company as agent of the Agency and (B) to appoint on an interim basis any general contractor (collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project;

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

Section 1. The Project is exempt from review under SEQRA pursuant to the provisions of Article 10, and therefore a determination by the Agency as to whether the Project may have a "significant effect on the environment" (as said quoted term is defined under SEQRA) is not required.

Section 2. In order to preserve the sales tax exemption which forms a major part of the Financial Assistance, and in order to facilitate the commencement of the Project, pursuant to the Request the Company is hereby appointed on an interim basis the true and lawful agent of the Agency (A) to undertake the Project, as the stated agent for the Agency, (B) to make, execute, acknowledge and deliver all contracts, orders, receipts, writings and instruments necessary in connection therewith, and in general to do all things as may be requisite or proper for undertaking the Project with the same powers and the same validity as the Agency could do if acting in its own behalf and (C) to pay all fees, costs and expenses incurred in the undertaking of the Project from its own funds.

Section 3. In order to preserve the sales tax exemption which forms a major part of the Financial Assistance, and in order to facilitate the commencement of the Project, the Contractor is hereby appointed on an interim basis the true and lawful sub-agents of the Agency (A) to undertake the Project, as the stated sub-agent for the Agency, (B) to make, execute, acknowledge and deliver all contracts, orders, receipts, writings and instruments necessary in connection therewith, and in general to do all things as may be requisite or proper for undertaking the Project with the same powers and the same validity as the Agency could do if acting in its own behalf and (C) to pay all fees, costs and expenses incurred in the undertaking of the Project from its own funds.

Section 4. The Agency (A) hereby agrees to the appointment on an interim basis of the Company as an agent to undertake the Project and (B) determines to enter into an interim agency and

indemnification agreement (the "Interim Agency and Indemnification Agreement"), an interim Section 875 GML recapture agreement (the "Interim Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Interim Agent Documents"), the form and substance of which the Chairman, Vice Chairman or the Executive Director of the Agency is authorized to negotiate and approve.

Section 5. The Agency (A) hereby agrees to the appointment on an interim basis of the Contractor as sub-agent, to undertake the Project and (B) determines to enter into an interim contractor agency and indemnification agreement (the "Interim Contractor Agency and Indemnification Agreement"), an interim contractor Section 875 GML recapture agreement (the "Interim Contractor Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Interim Contractor Documents"), the form and substance of which the Chairman, Vice Chairman or the Executive Director of the Agency is authorized to negotiate and approve.

Section 6. The Chairman (or Vice Chairman) or the Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Interim Agent Documents and the Interim Contractor Documents, 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 the forms thereof as the Chairman (or Vice Chairman) or the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or the Executive Director to constitute conclusive evidence of such approval.

Section 7. 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 Interim Agent Documents and the Interim Contractor 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 Interim Agent Documents and the Interim Contractor Documents binding upon the Agency.

Section 8. 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:

Joe Lawrence	VOTING	<u>Yes</u>
Jared Thisse	VOTING	<u>Yes</u>
Christina Schneider	VOTING	<u>Yes</u>
Ron Burns	VOTING	<u>Yes</u>
Jerry Cayer	VOTING	<u>Yes</u>
Tom Gillette	VOTING	<u>Yes</u>
Gagan Singh	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared duly adopted.

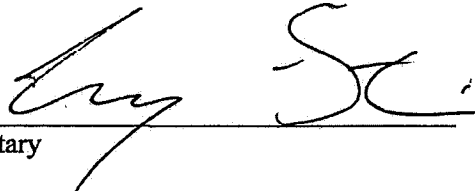
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

I, the undersigned Secretary of County of Lewis 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 June 27, 2019 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 26th day of January, 2022.



Secretary

EXHIBIT J

RESOLUTION EXTENDING AGENT APPOINTMENT TERM
AND AUTHORIZING INTERIM DOCUMENTS

**RESOLUTION EXTENDING AGENT APPOINTMENT TERM AND
AUTHORIZING INTERIM DOCUMENTS
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 7551 South State Street in the Town of Lowville, Lewis County, New York on April 1, 2021 at 8:00 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:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Ronald Burns	Member
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Jerry Cayer	Member
-------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Tom Gillette, seconded by Ronald Burns, to wit:

Resolution No. 0421-05

RESOLUTION EXTENDING TERM OF APPOINTMENT OF NUMBER THREE WIND LLC AS AGENT OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY AND THE EXECUTION OF CERTAIN DOCUMENTS FOR THE PURPOSE OF UNDERTAKING AND COMPLETING THE NUMBER THREE WIND LLC PROJECT.

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, in March, 2019, Number Three Wind LLC, a State of Delaware 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, which Application requested 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 or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 6, 2019 (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 Public Hearing Resolution, the Executive Director of the Agency (A) caused notices of public hearings of the Agency (collectively, 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 13, 2019 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, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency's website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the

Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, 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 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 collectively with the SEQR Act, "SEQRA"), the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project pursuant to Article 10 of the Public Service Law of the State of New York, as amended ("Article 10"); and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on June 27, 2019 (the "Agent Resolution"), subject to certain conditions, determining to temporarily appoint (A) the Company to act as agent of the Agency to undertake and complete the Project and (B) any general contractor (each, a "Contractor" and collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project, said interim appointment to expire no later than January 31, 2020 (the "Initial Interim Term Date"); and

WHEREAS, pursuant to correspondence dated March 29, 2021 (the "Request") attached hereto as Exhibit A, the Agency has been requested by the Company and the Contractors to (A) extend the appointment of (1) the Company as agent of the Agency and (2) the Contractors, as sub-agent of the Agency and (B) enter into the interim Agency and Indemnification Agreement, the Interim Recapture Agreement and any other interim documents or certificates needed to evidence said appointments (collectively, the "Interim Documents");

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

Section 1. The Interim Term Date, also known as the termination date of the interim agent appointments of the Company and the Contractors, is hereby extended to December 15, 2021.

Section 2. Subject to payment of a portion of or an amount of \$_____ of Special Agency's Counsel fee if requested by Special Agency Counsel, the Agency hereby (a) consents to the Interim Documents and (b) determines to enter into the Interim Documents.

Section 3. The form and substance of the Interim Documents (in substantially the form presented to this meeting) are hereby approved.

Section 4. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) or the Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Interim Documents, 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 the forms thereof as the Chairman (or Vice Chairman) or the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or the Executive Director to constitute conclusive evidence of such approval.

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 Interim 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 Interim Documents binding upon the Agency.

Section 6. 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:

Joe Lawrence	VOTING	<u>Yes</u>
Gagan Singh	VOTING	<u>Yes</u>
Ronald Burns	VOTING	<u>Yes</u>
Jerry Cayer	VOTING	<u>Absent</u>
Tom Gillette	VOTING	<u>Yes</u>
McKenzie Lehman	VOTING	<u>Yes</u>
Darlene Rowsam	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

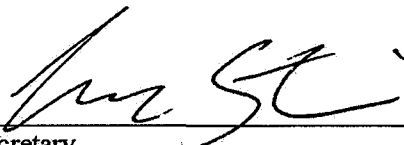
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

I, the undersigned Secretary of County of Lewis 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 April 1, 2021 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") except as modified by Executive Order 202.1, as supplemented, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 26th day of January, 2022.



Secretary

EXHIBIT A

REQUEST

- SEE ATTACHED -

From: John Dax
To: Zeidler, Nadene
Cc: "Wells, Marguerite"
Subject: Sales tax exemption
Date: Monday, March 29, 2021 3:37:41 PM

External Email - Use Caution

Nadene, Number Three Wind needs the sales tax exemption soon. Can that be approved ahead of the rest of the IDA transaction? If so, can the Sales Tax Exemption agreement refer to lease agreements to be executed in the future?

John W. Dax
The Dax Law Firm, P.C.
54 State St. Suite 805
Albany, NY 12207
518 432 1002

EXHIBIT K
PILOT DEVIATION APPROVAL RESOLUTION

**PILOT DEVIATION APPROVAL RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ron Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin Mc Ardle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Tom Gillette, seconded by Darlene Rowsam, to wit:

Resolution No. 0621-__

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 PROJECT FOR NUMBER THREE WIND LLC (THE "COMPANY").

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in March, 2019, Number Three Wind LLC, a State of Delaware limited liability company (the "Company"), submitted an application (the "Application") which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 6, 2019 (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 Public Hearing Resolution, the Executive Director or Economic Development of the Agency (A) caused notices of public hearings of the Agency (collectively, 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 13, 2019 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, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency's website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis

County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, 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 10 of the Public Service Law 8 and the implementing regulations at 16 NYCRR Part 1000, the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project; and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility, which proposed deviation is outlined in the letter dated May 27, 2021 (the "Pilot Deviation Letter"), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the City 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 Agency's uniform tax exemption 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, on May 27, 2021, the Executive Director or Economic Development of the Agency sent a copy of the Pilot Deviation Letter to the Affected Tax Jurisdictions to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy in connection with the Project; and

WHEREAS, through the Pilot Deviation Letter, the Executive Director or Economic Development of the Agency notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption 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 COUNTY OF LEWIS 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 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) 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 Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's uniform tax exemption policy, the terms of the approved deviation to be as described in the Pilot Deviation Letter attached hereto as Exhibit A.

Section 3. Upon preparation by special counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairman (or Vice Chairman) of the Agency, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax 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 (or Vice Chairman), the execution thereof by the Chairman (or Vice Chairman) 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 Payment in Lieu of Tax 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 Payment in Lieu of Tax 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:

Joe Lawrence	VOTING	Yes
Gagan Singh	VOTING	Yes
Ron Burns	VOTING	Absent
Jerry Cayer	VOTING	Absent
Tom Gillette	VOTING	Yes
McKenzie Lehman	VOTING	Yes
Darlene Rowsam	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

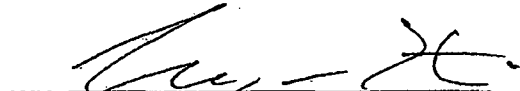
I, the undersigned (~~Assistant~~) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 3, 2021 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") except as modified by Executive Order 202.1, as supplemented, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 17 day of June, 2021.


KRISTEN F. AUETER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



(Assistant) Secretary

(SEAL)

EXHIBIT A
PILOT DEVIATION LETTER

- SEE ATTACHED -

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
7551 South State Street
PO Box 106
Lowville, New York 13367
Telephone: (315) 376-3014

May 27, 2021

County of Lewis Legislature
7660 N State Street
Lowville, New York 13367
Attn: Lawrence Dolhof, Chairman

Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367
Attn: Rebecca Dunkel-King,
Superintendent of Schools

Town of Lowville
Town of Lowville Municipal Offices
5533 Bostwick Street
Lowville, New York 13367
Attn: Randall A. Schell, Supervisor

Lowville Academy and Central School
7668 N State St
Lowville, New York 13367
Attn: Thomas Schneberger, President

Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367
Attn: Stephen Bernat, Supervisor

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Scott Connell, Superintendent of Schools

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Mr. Lynn Murray, Board President

RE: Proposed Deviation from Uniform Tax Exemption Policy by
County of Lewis Industrial Development Agency
Number Three Wind LLC Project

Dear Ladies and Gentlemen:

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

In March, 2019, Number Three Wind LLC (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the

02011.00005 Business 20779-108v4

Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Rebecca Dunkel-King, Superintendent of Schools
Thomas Schneeberger, President
Scott Connell, Superintendent of Schools
May 27, 2021
Page 2

construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

In connection with the Application, the Company has requested the Agency (the "Pilot Request") to deviate from its Uniform Tax Exemption Policy (the "Policy") with respect to the payments in lieu of taxes due under a payment in lieu of tax agreement (the "Proposed Pilot Agreement") to be entered into between the Agency and the Company with respect to the Project Facility. The leasehold footprint of each wind turbine generator (each such site estimated to approximate 0.50 acres, and each such site being hereinafter referred to as a "Turbine Site"), together with the related wind turbine generator (each hereinafter referred to as a "Wind Turbine") (each Turbine Site and related Wind Turbine being collectively referred to as a "Wind Turbine Facility") will be the only portion of the Project Facility removed from the tax rolls. If this request is approved, the proposed terms of the Proposed Pilot Agreement would generally provide as follows:

(A) **Only a Portion of the Property will be Granted Tax Exemption.** The Agency will file with the assessor and mail to the chief executive officers of each of the affected tax jurisdictions (county, town and school district) in which the Wind Turbine Facility will be located (hereinafter, the "Affected Tax Jurisdictions") a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption under Section 412-a of the Real Property Tax Law with respect to real property owned by or leased to the Agency) (a "Real Property Tax Exemption Form") relating to the Wind Turbine Facility. The Agency will not file a Real Property Tax Exemption Form with respect to the balance of the Project Facility, and accordingly the remainder of the Land (and any existing or future improvements thereon, excepting the Wind Turbine Facility) will remain on the normal tax rolls.

(B) **Amounts Payable as Payments in Lieu of Taxes with respect to the Wind Turbine Facility.** The Proposed Pilot Agreement would require that the Company make annual payment in lieu of taxes with respect to the Wind Turbine Facility (the "Pilot Payments"), each such annual Pilot Payment to be in an amount equal to the product of (1) \$8,000 per megawatt of installed capacity of the Wind Turbine Facility times (2) the actual installed capacity of the Wind Turbine Facility, increasing 1.50% annually. Accordingly, assuming the actual installed total aggregate capacity of the Wind Turbine Facility to be approximately 103.9 MW, the Wind Turbine Facility would be projected to generate annual Pilot Payments of approximately \$831,200 per year during the term of the Proposed Pilot Agreement.

Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
Stephen Bemat, Supervisor
Mr. Lynn Murray, Board President
Rebecca Dunckel-King, Superintendent of Schools
Thomas Schneeberger, President
Scott Connell, Superintendent of Schools
May 27, 2021
Page 3

(C) **Term of the Proposed Pilot Agreement.** The Proposed Pilot Agreement would be for a term of 30 years. Assuming such term, the Wind Turbine Facility would be projected to generate a total of \$31,202,152 during the term of the Proposed Pilot Agreement.

(D) **Distribution of Pilot Payments.** The Proposed Pilot Agreement will provide that each annual Pilot Payment will be distributed to the Affected Tax Jurisdictions in accordance with the following formula: (1) Town of Lowville: 9.4%; (2) Town of Harrisburg: 9.6%; (3) County: 39.2%; (3) Lowville Academy and Central School District: 18.3% and (4) Copenhagen Central School District: 23.5%.

(E) **Date of Payment of Pilot Payments.** Under the current proposed structure, the Proposed Pilot Agreement will provide that each annual Pilot Payment will be paid on January 1 of each year. The Pilot Payments will commence upon completion and commencement of operation of the Project.

(F) **Balance of the Project Facility.** As indicated above, the Agency will not file a Real Property Wind Turbine Facility Tax Exemption Form with respect to the balance of the Project Facility, and accordingly the remainder of the Land (and any existing or future improvements thereon, excepting the Wind Turbine Facility) will remain on the normal tax rolls.

The Agency's Policy does not contemplate a Wind Turbine Facility of this size.

The purpose of this letter is to inform you of such deviation and that the Agency is considering the terms of the Proposed Pilot Agreement. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for June 3, 2021 at 8:00 o'clock a.m., local time at the offices of the Agency located at 7551 South State Street in the Town of Lowville, Lewis County, 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.

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

1. **The nature of the Project:** The Project Facility will consist of a wind energy facility located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York
2. **The present use of the property:** The Land is generally rural and agricultural in character.
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:** The Land is made up of rural properties and farms. The Project will spend a total of approximately \$149 million county-wide during construction. Total economic benefits during construction will

Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Rebecca Dunkel-King, Superintendent of Schools
Thomas Schneeberger, President
Scott Connell, Superintendent of Schools
May 27, 2021
Page 4

include employee payroll, supplies, materials, hotel stays, meals and other economic multiplier effects. During operation, the Project will spend moneys on various operating costs, exclusive of property taxes. Total annual economic benefits during operation will include payments in lieu of property taxes, payrolls, supplies, materials, windpark easement payments and economic multiplier effects. In addition, lease rentals received by the owners of the Land from the Company may help ensure the viability of many farms in the region.

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: During construction, the Project will employ up to 320 electric workers, crane operators, equipment operators, carpenters and other construction workers. After completion of the Project, the Company will employ 5 skilled operators, management and administrative personnel.

5. The estimated value of new tax exemptions to be provided: Given the uncertainty of the taxation of electrical generating facilities in the wake of the deregulation of the electric generating industry in New York State, it is difficult to quantify the value of the new tax exemptions (if any) to be provided pursuant to the Proposed Pilot Agreement.

6. The economic impact of the Proposed Pilot Agreement on the Affected Tax Jurisdictions: See above.

7. The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity: The Company has indicated that it will enter into a host community fund agreement or agreements (the "Community Fund Agreements") with the Lewis County Development Corporation ("LCDC") under which annual payments, in addition to payment in lieu of taxes, will be made to the LCDC for local needs. Construction of the Project will result in a significant new revenue source for the Affected Tax Jurisdictions and involved special districts. It is also anticipated that the undertaking of Project will create direct, indirect and induced jobs county-wide.

8. The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement: See above.

9. The effect of the Proposed Pilot Agreement on the environment: The Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required.

10. Project Timing: If approved at the Meeting, the Proposed Pilot Agreement and the Project are expected to proceed 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 expected that the Project will require the

Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Rebecca Dunckel-King, Superintendent of Schools
Thomas Schneberger, President
Scott Connell, Superintendent of Schools
May 27, 2021
Page 5

provision of significant additional services (including, but not limited to, additional educational, transportation, police, emergency medical or fire services).

12. Anticipated Tax Revenues: See above.

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: It is estimated that the addition of the Project Facility and other Company wind energy projects to the New York Power Pool could result in savings to New York customers through the displacement of older, inefficient energy producing plants.

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)(c) 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. In reviewing and responding to such comments, the Agency may approve the proposed deviation, reject the proposed deviation, or modify the proposed deviation and approve the deviation as modified. 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 the above telephone number.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Brittany Davis
Executive Director
Lewis County Economic Development

AFFIDAVIT OF MAILING
OF PILOT DEVIATION NOTICE LETTER

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

The undersigned, being duly sworn, hereby states:

1. That on May 27, 2021, I mailed to the following individuals a copy of a letter (the "Pilot Deviation Notice Letter") informing said individuals of (A) a proposed deviation (the "Deviation") by County of Lewis Industrial Development Agency (the "Agency") from the Agency's Uniform Tax Exemption Policy relating to the proposed Number Three Wind LLC Project (the "Company") and (B) the time and place of the meeting of the members of the Agency at which the question of whether to proceed with said Deviation is scheduled to be considered by the Agency:

County of Lewis Legislature
7660 N State Street
Lowville, New York 13367
Attn: Lawrence Dolhof, Chairman

7020 2450 0000 9704 3797

Town of Lowville
Town of Lowville Municipal Offices
5533 Bostwick Street
Lowville, New York 13367
Attn: Randall A. Schell, Supervisor

7020 2450 0000 9704 3803

Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367
Attn: Stephen Bernat, Supervisor

7020 2450 0000 9704 3810

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Mr. Lynn Murray, Board President

7020 2450 0000 9704 3827

Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367
Attn: Rebecca Dunckel-King,
Superintendent of Schools

7020 2450 0000 9704 3834

Lowville Academy and Central School
7668 N State St
Lowville, New York 13367
Attn: Thomas Schneeberger, President

7020 2450 0000 9704 3841

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Scott Connell, Superintendent of Schools

7020 2450 0000 9704 3858

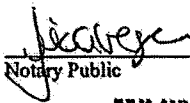
2. That the letter attached hereto as Exhibit A is a duplicate copy of the Pilot Deviation Notice Letter which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 2021.



Adam Carson

Sworn to before me this
27th day of May, 2021.



Notary Public

JULIA ANN VEGA
NOTARY PUBLIC STATE OF NEW YORK
REG.#01VE8411432
QUALIFIED IN ALBANY COUNTY
COMMISSION EXPIRES NOV. 20, 2024

EXHIBIT L
APPROVING RESOLUTION

**APPROVING RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chair
Gagan Singh	Vice Chair
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ron Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Darlene Rowsam, seconded by McKenzie Lehman, to wit:

Resolution No. 0621-___

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NUMBER
THREE WIND LLC (THE "COMPANY").**

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in March, 2019, Number Three Wind LLC, a State of Delaware limited liability company (the "Company"), submitted an application (the "Application") which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 6, 2019 (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 Public Hearing Resolution, the Executive Director or Economic Development of the Agency (A) caused notices of public hearings of the Agency (collectively, 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 13, 2019 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, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency's website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb

Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, 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 10 of the Public Service Law 8 and the implementing regulations at 16 NYCRR Part 1000, the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project; and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on June 27, 2019 (the "Agent Resolution"), subject to certain conditions, determining to temporarily appoint (A) the Company to act as agent of the Agency to undertake and complete the Project and (B) any general contractor (each, a "Contractor" and collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project, said interim appointment to expire no later than January 31, 2020 (the "Initial Interim Term Date"); and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on April 1, 2021 (the "Resolution Extending Agent Appointment"), subject to certain conditions, determining to temporarily appoint (A) the Company to act as agent of the Agency to undertake and complete the Project and (B) any general contractor (each, a "Contractor" and collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project, said interim appointment to expire no later than December 15, 2021 (the "Termination Date of Agency Appointment"); and

WHEREAS, by resolution adopted by the members of the Agency on June 3, 2021 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to 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 with respect to the Project will be an inducement to the Company to undertake the Project in Lewis 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 Lewis County, New York by undertaking the Project in Lewis County, New York; 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 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) 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; (G) 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; (H) 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"); (I) 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"); (J) 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"); and (K) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director or Economic Development 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 Special Agency Counsel to the Agency with respect to all matters in connection with the Project. The Agency has been informed that Hodgson Russ LLP has acted as counsel to Invenergy LLC, the Company's parent company, on unrelated matters. The Agency hereby waives any potential conflict resulting from Hodgson Russ LLP acting as counsel to Invenergy LLC on such other unrelated matters and authorizes the Chairman or Vice Chairman to execute any document or documents evidencing such waiver. Special Agency Counsel for the Agency 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. Special Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

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 Lewis 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 \$149,141,600.00;

(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, if pirating, need to include the following;

(F) (1) 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 (2) 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 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 Lewis County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and a real property tax abatement based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(J) 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) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) secure the Loan by entering into the Mortgage; and (H) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) 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 (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, 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 the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) 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:

Joe Lawrence	VOTING	Yes
Gagan Singh	VOTING	Yes
Ron Burns	VOTING	Absent
Jerry Cayer	VOTING	Absent
Tom Gillette	VOTING	Yes
McKenzie Lehman	VOTING	Yes
Darlene Rowsam	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

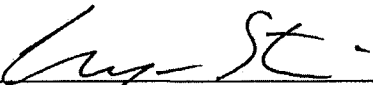
I, the undersigned (~~Assistant~~) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 3, 2021 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") except as modified by Executive Order 202.1, as supplemented, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 17 day of June, 2021.


KRISTEN F. AUETER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



(Assistant) Secretary

(SEAL)

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 Lewis County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is currently farm land.
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	After completion of the Project, the Company will employ 5 skilled operators, management and administrative personnel.
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption benefit is capped at \$15,396,750 and real property tax exemption is estimated at \$31,202,152.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will spend a total of approximately \$149 million county-wide during construction.
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The investment by the Company in the Project demonstrates the Company's commitment to continuing operations in the Towns of Lowville and Harrisburg, New York.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project will create electrical cost savings to local residents and businesses, upgrade electrical infrastructure, increase revenue for Landowners, Increase revenue for municipalities and school districts, electrical cost savings to municipalities and other agencies.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company has estimated that 90% of the 30-35 construction jobs will be local labor.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A.
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.

EXHIBIT M

PROOF OF MAILING OF NOTICE OF SECOND PUBLIC HEARING

AFFIDAVIT OF MAILING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT AND **REVISED** FINANCIAL ASSISTANCE
RELATING THERETO

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

The undersigned, being duly sworn, hereby states:

1. That on November 15, 2021, I mailed to the following individuals a copy of notice of public hearing entitled "Notice of Public Hearing on Proposed Project and **Revised** Financial Assistance Relating Thereto" (collectively, the "Notice of Hearing") relating to the proposed Number Three Wind LLC Project to be undertaken by County of Lewis Industrial Development Agency for the benefit of Number Three Wind LLC (the "Company"):

Lawrence Dolhof, Chairman,
Lewis County Legislature
Lewis County Courthouse
7660 North State Street
Lowville, New York 13367

Cheryl Steckly Superintendent
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

7020 3160 0000 3737 6548

Randall A. Schell, Supervisor
Town of Lowville
5533 Bostwick Street
Lowville, New York 13367

7020 3160 0000 3737 6555

Thomas M. Schneeberger, Board President
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

7020 3160 0000 3737 6562

Stephen Bernat, Supervisor
Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367

7020 3160 0000 3737 6586

Scott Connell, Superintendent of Schools
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

7020 3160 0000 3737 6593

Mr. Lynn Murray, Board President
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

7020 3160 0000 3737 6616

7020 3160 0000 3737 6630

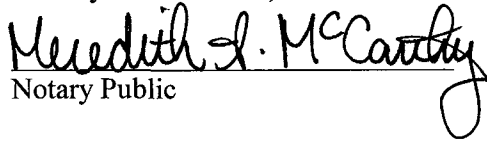
2. That the notice of hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of November, 2021.



Adam Carson

Sworn to before me this
15th day of November, 2021.



Meredith A. McCarthy
Notary Public

Meredith A. McCarthy
Notary Public, State of New York
No. 01MC6345002
Qualified in Albany County
Commission Expires July 18, 2024

EXHIBIT A

COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
Center for Business
7840 State Route 26, PO Box 106
Lowville, New York 13367
TEL: 315-376-3014

November 15, 2021

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Lawrence Dolhof, Chairman,
Lewis County Legislature
Lewis County Courthouse
7660 North State Street
Lowville, New York 13367

Cheryl Steckly Superintendent
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Randall A. Schell, Supervisor
Town of Lowville
5533 Bostwick Street
Lowville, New York 13367

Thomas M. Schneeberger, Board President
Lowville Academy and Central School District
7668 State Street
Lowville, New York 13367

Stephen Bernat, Supervisor
Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367

Scott Connell, Superintendent of Schools
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

Mr. Lynn Murray, Board President
Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626

RE: Notice of Public Hearing Regarding **REVISED** Financial Assistance
County of Lewis Industrial Development Agency
Proposed Number Three Wind LLC Project

Ladies and Gentlemen:

Pursuant to Section 859-a(3) of the New York General Municipal Law (the Act”), County of Lewis Industrial Development Agency Industrial Development Agency (the “Agency”) hereby informs you that the Agency has received an amended application (the “Amended Application”) from Number Three Wind LLC, a Delaware limited liability company (the “Company”), for financial assistance in connection with a project (the “Project”) proposed to be undertaken by the Agency for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the “Land”), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-nine (29) 2.3/3.6 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and

Lawrence Dolhof, Chairman
Randall A. Schell, Town of Lowville Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Cheryl Steckly, Superintendent of Lowville Academy and Central School District
Thomas M. Schneeberger, Board President of Lowville Academy and Central School District
Scott Connell, Superintendent of Schools
November 15, 2021
Page 2

approximately 17 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

Enclosed is a notice of public hearing to be held by the Agency pursuant to Section 859-a(3) of the Act relating to the proposed Project (collectively, the "Notice of Hearing"). The financial assistance being contemplated by the Agency in connection with the Project is described in said Notice of Hearing.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

COUNTY OF LEWIS INDUSTRIAL
DEVELOPMENT AGENCY

By: s/Brittany Davis
Brittany Davis, Executive Director

Enclosures

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND **REVISED** FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 29th day of November, 2021 at 2:00 o'clock p.m., local time, at the Town of Lowville offices located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York in connection with the following matters:

On June 25 and June 26, 2019, the Agency conducted public hearings for the benefit of Number Three Wind LLC, a Delaware State limited liability company (the "Company"), with respect to a project (the "Project") outlined in the application submitted to the Agency in March, 2019 (the "Application"), said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-nine (29) 2.3/3.6 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 17 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

In February, 2021 the Agency received an amended application relating to the Project (the "Amended Application"), a copy of which is on file at the office of the Agency. The Amended Application contains revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance, as described in the Amended Application.

Pursuant to the Amended Application, the Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the

Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Amended Application filed by the Company with the Agency with respect to the Project, 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: Brittany Davis, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: November 12, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Brittany Davis
Brittany Davis, Executive Director

EXHIBIT N

PROOFS OF POSTING OF NOTICE
OF THE SECOND PUBLIC HEARING

BULLETIN BOARD
AFFIDAVIT OF POSTING
OF NOTICES OF PUBLIC HEARING
ON PROPOSED PROJECT
AND **REVISED** FINANCIAL ASSISTANCE
RELATING THERETO

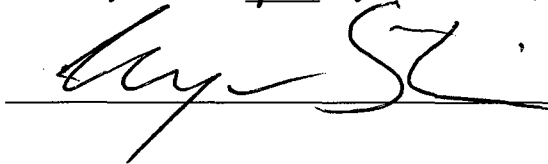
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

The undersigned, being duly sworn, hereby states:

1. That on November 17, 2021, I posted a copy of notice of public hearing entitled "Notice of Public Hearing on Proposed Project and **Revised** Financial Assistance Relating Thereto" (collectively, the "Notice of Hearing") relating to the proposed Number Three Wind LLC Project to be undertaken by County of Lewis Industrial Development Agency (the "Agency") for the benefit of Number Three Wind LLC on a public bulletin board located at (A) Village office 5533 ~~in the Town of Lowville~~ ~~and (B) _____ in the Town of Harrisburg, Lewis County, New York.~~

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such bulletin board.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of November, 2021.



Sworn to before me this
17 day of November, 2021.

Aimee L. Murphy
Notary Public

AIMEE L. MURPHY
Notary Public State of New York
No. 01MU6044248
Qualified in Lewis County
Commission Expires July 3, 2022

EXHIBIT A

COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

**NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND REVISED FINANCIAL ASSISTANCE
RELATING THERETO**

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 29th day of November, 2021 at 2:00 o'clock p.m., local time, at the Town of Lowville offices located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York in connection with the following matters:

On June 25 and June 26, 2019, the Agency conducted public hearings for the benefit of Number Three Wind LLC, a Delaware State limited liability company (the "Company"), with respect to a project (the "Project") outlined in the application submitted to the Agency in March, 2019 (the "Application"), said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-nine (29) 2.3/3.6 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 17 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

In February, 2021 the Agency received an amended application relating to the Project (the "Amended Application"), a copy of which is on file at the office of the Agency. The Amended Application contains revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance, as described in the Amended Application.

Pursuant to the Amended Application, the Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the

Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Amended Application filed by the Company with the Agency with respect to the Project, 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: Brittany Davis, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: November 12, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Brittany Davis
Brittany Davis, Executive Director

WEBSITE
AFFIDAVIT OF POSTING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND **REVISED** FINANCIAL ASSISTANCE
RELATING THERETO

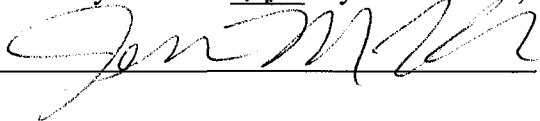
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

The undersigned, being duly sworn, hereby states:

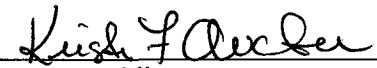
1. That on November 17, 2021, I posted a copy of notice of public hearing entitled “Notice of Public Hearing on Proposed Project and Revised Financial Assistance Relating Thereto” (collectively, the “Notice of Hearing”) relating to the proposed Number Three Wind LLC Project to be undertaken by County of Lewis Industrial Development Agency (the “Agency”) for the benefit of Number Three Wind LLC (the “Company”) on the Agency’s website.

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such website.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of November, 2021



Sworn to before me this
17 day of November, 2021.



Notary Public

KRISTEN F. AUCTER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022

EXHIBIT A
COPY OF THE NOTICE OF HEARING

- SEE ATTACHED -

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND **REVISED** FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 29th day of November, 2021 at 2:00 o'clock p.m., local time, at the Town of Lowville offices located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York in connection with the following matters:

On June 25 and June 26, 2019, the Agency conducted public hearings for the benefit of Number Three Wind LLC, a Delaware State limited liability company (the "Company"), with respect to a project (the "Project") outlined in the application submitted to the Agency in March, 2019 (the "Application"), said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-nine (29) 2.3/3.6 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 17 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

In February, 2021 the Agency received an amended application relating to the Project (the "Amended Application"), a copy of which is on file at the office of the Agency. The Amended Application contains revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance, as described in the Amended Application.

Pursuant to the Amended Application, the Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the

Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Amended Application filed by the Company with the Agency with respect to the Project, 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: Brittany Davis, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: November 12, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Brittany Davis
Brittany Davis, Executive Director

EXHIBIT O

PROOF OF PUBLICATION OF NOTICES
OF THE SECOND PUBLIC HEARING

AFFIDAVIT OF PUBLICATION
Watertown Daily Times

State of New York,

County of, Lewis

The undersigned is the authorized designee of **Watertown Daily Times**, a **Daily Newspaper** published in **Lewis County, New York**. I certify that the public notice, a printed copy of which is attached hereto, was printed and published in this newspaper on the following dates:

November 17, 2021

This newspaper has been designated by the County Clerk of **Lewis County**, as a newspaper of record in this county, and as such, is eligible to publish such notices.



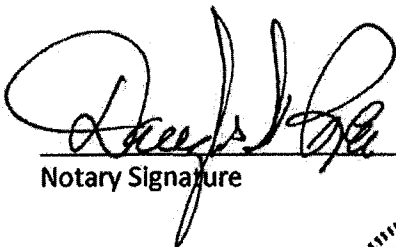
Signature

Eliot T. Putnam

Printed Name

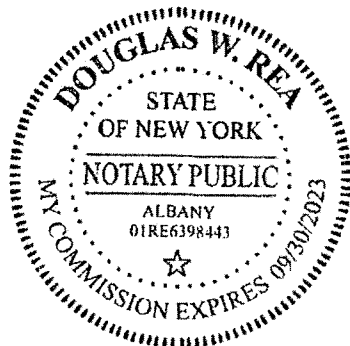
Subscribed and sworn to before me,

This 22 day of November 2021



Notary Signature

Notary Public Stamp



AFFIDAVIT OF PUBLICATION*Watertown Daily Times***NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND REVISED FINANCIAL ASSISTANCE
RELATING THERETO**

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the County of Lewis Industrial Development Agency (the "Agency") on the 29th day of November, 2021 at 2:00 o'clock p.m., local time, at the Town of Lowville offices located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York in connection with the following matters:

On June 25 and June 26, 2019, the Agency conducted public hearings for the benefit of Number Three Wind LLC, a Delaware State limited liability company (the "Company"), with respect to a project (the "Project") outlined in the application submitted to the Agency in March, 2019 (the "Application"), said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-nine (29) 2.3/3.6 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 17 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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.

In February, 2021 the Agency received an amended application relating to the Project (the "Amended Application"), a copy of which is on file at the office of the Agency. The Amended Application contains revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance, as described in the Amended Application.

Pursuant to the Amended Application, the Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to

AFFIDAVIT OF PUBLICATION*Watertown Daily Times*

the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Lewis County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, construction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

With respect to compliance with the requirements of Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project, the Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities.

The Agency will at said time and place hear all persons with views on either the location and nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Amended Application filed by the Company with the Agency with respect to the Project, 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: Brittany Davis, Executive Director, County of Lewis Industrial Development Agency, 7840 State Route 26, Lowville, New York 13367; Telephone: (315) 376-3014.

Dated: November 12, 2021.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY

BY: s/Brittany Davis
Brittany Davis, Executive Director

EXHIBIT P
REPORT OF SECOND PUBLIC HEARINGS

Lewis County Industrial Development Agency
Public Hearing for Number Three Wind, LLC and Revised Financial Assistance
Town of Lowville Offices, 5535 Bostwick Street, Lowville, NY | November 29, 2021 | 2:00pm

A public hearing pursuant to Article 18-A of the New York General Municipal Law was held by the Lewis County Industrial Development Agency on November 29, 2021 at 2:00pm.

Present In-Person: Cheyenne Steria, Director of Finance & Incentives, LCIDA
 Brittany Davis, Executive Director, LCIDA
Present via Zoom: Joe Scott, Hodgson Russ
 Nadene Zeigler, Hodgson Russ
 Marguerite Wells, Number Three Wind, LLC

Director of Finance and Incentives, Cheyenne Steria, opened the public hearing for revised financial assistance for Number Three Wind, LLC at 2:01pm.

Ms. Steria read the public hearing notice describing the project and financial benefits to be provided, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes.

Joe Scott, special counsel to the LCIDA, noted that the reason for the public hearing is that project costs have increased to an outside number of \$217million, which is a significant increase from the first public hearing back in 2019 where project costs were approximately \$150million. Mr. Scott indicated that we wanted to provide the public with one last opportunity to provide comment on the revised financial assistance for Number Three Wind, LLC, due to project cost increases.

There were no other public comments.

Cheyenne Steria closed the Public Hearing for revised financial assistance for Number Three Wind, LLC at 2:16pm.

EXHIBIT Q
AMENDED APPROVING RESOLUTION

**AMENDED APPROVING RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on December 2, 2021 at 8:15 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Herb Frost	Member
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

Ron Burns	Member
-----------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Tom Gillette, seconded by Darlene Rowsam, to wit:

Resolution No. 1221-01

RESOLUTION AMENDING A RESOLUTION ENTITLED "RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NUMBER THREE WIND LLC (THE "COMPANY")."

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, on June 3, 2021, the members of the Agency adopted a resolution (the "Approving Resolution") entitled "Resolution Authorizing Execution of Documents in Connection with a Lease/Leaseback Transaction for a Project for Number Three Wind LLC (the "Company")"; and

WHEREAS, subsequent to the adoption of the Approving Resolution, the structure of the transaction changed and the cost of the Project increased;

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

Section 1. The Approving Resolution, is hereby amended to include the following recital clauses:

"WHEREAS, in February, 2021, the Agency received an amended application (the "Amended Application") with respect to the Project from the Company, which Amended Application contains revised Project costs resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a public hearing with respect to the Project and the amount of the Financial Assistance as described in the Amended Application; and

WHEREAS, pursuant to the Amended Application, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Second 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 November 15, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Second Public Hearing to be posted on (1) November 17, 2021 on a public bulletin board located in the Town of Lowville office located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York and on the Agency's website and (2) November 18, 2021 on a public bulletin board located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York, (C) caused notice of the Second Public Hearing to be published on November 17, 2021 in the Watertown Daily Times a newspaper of general circulation available to the residents of Lewis County, New York, (D) conducted the Public Hearing on November 29, 2021 at 2:00 o'clock p.m., local time at the Town of Lowville offices located at 5535 Bostwick Street in the Town of Lowville, Lewis County, New York, and (E) prepared a report of the Second Public Hearing (the "Second Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Second Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to SEQRA, Company is complying with Article 10 of the Public Service Law regarding the siting of electrical generating facilities; and”

Section 2. The Agency hereby amends Section 2 of the Approving Resolution to read as follows:

“Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Agency Counsel to the Agency with respect to all matters in connection with the Project. The Agency has been informed that Hodgson Russ LLP is also counsel to (A) the Company with respect to this Project and (B) Invenergy LLC, the Company’s parent company, on unrelated matters. The Agency hereby waives any potential conflict resulting from Hodgson Russ LLP acting as counsel to the Company on this Project and Invenergy LLC on such unrelated matters, and authorizes the Chairman or Vice Chairman to execute any document or documents evidencing such waiver. Special Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, Agency Counsel and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Special Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.”

Section 3. The Agency hereby amends Section 3(D) of the Approving Resolution to read as follows:

“(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 \$217,000,000;”

Section 4. Exhibit A of the Approving Resolution is hereby amended as reflected in the attached Exhibit A to this Resolution.

Section 5. Except as amended by this Resolution, the Approving Resolution shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 6. All action taken by the Chief Executive Officer of the Agency in connection with the Second Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 7. 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:

Joe Lawrence	VOTING	<u>YES</u>
Gagan Singh	VOTING	<u>YES</u>
Ron Burns	VOTING	<u>ABSENT</u>
Herb Frost	VOTING	<u>YES</u>
Tom Gillette	VOTING	<u>YES</u>
McKenzie Lehman	VOTING	<u>YES</u>
Darlene Rowsam	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

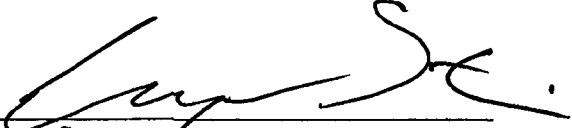
STATE OF NEW YORK)
) SS.:
COUNTY OF LEWIS)

I, the undersigned Secretary of County of Lewis 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 December 2, 2021 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 Chapter 417 of the Laws of 2021 (the "2021 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, 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 2 day of December, 2021.


Secretary

(SE~~X~~L)

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 Lewis County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is currently farm land.
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	After completion of the Project, the Company will employ approximately 20 skilled engineers, operators, management and administrative personnel.
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption benefit is estimated at \$15,396,750, real property tax exemption benefit is estimated at \$31,202,152 and mortgage recording tax exemption benefit is estimated at \$2,170,000.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will spend a total of approximately \$217 million county-wide during construction.
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The investment by the Company in the Project demonstrates the Company's commitment to continuing operations in the Towns of Lowville and Harrisburg, New York.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project will create electrical cost savings to local residents and businesses, upgrade electrical infrastructure, increase revenue for Landowners, Increase revenue for municipalities and school districts, electrical cost savings to municipalities and other agencies.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company has estimated that 90% of the approximately 320 construction jobs will be local

				labor.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A.
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.