



Minutes of the
County of Lewis Industrial Development Agency
May 2, 2019
7642 N. State St.
Lowville, New York

Chairman Joe Lawrence called the meeting to order at 8:12am.

Board Members Present: Joseph Lawrence, Thomas Gillette, Ron Burns, Gagan Singh, Gerald Cayer (8:24am)

Board Members Excused: Jared Thisse, Christina Schneider

Others Present: Brittany Davis, Cheyenne Steria, Eric Virkler, Ryan Piche, Larry Dolhof, Kevin McArdle, Dominic Giordano.

Items for Approval

- **The minutes** of the April 4, 2019 meeting were approved upon a motion made by Gagan Singh and seconded by Ron Burns. Motion carried.
 - Finance and Governance committee notes were also reviewed. A note was made by Joe to fix the header on the Finance notes.
- **The Financial Report** (Balance Sheet, Profit & Loss, Profit & Loss sans Center for Business) for the month of April 2019 were approved upon a motion made by Gagan Singh and seconded by Thomas Gillette. Motion carried.
- An inducement resolution was passed to officially take action towards issuance of financial assistance to **US Light Energy** for their Turin solar array project. Motion by Ron Burns and seconded by Thomas Gillette. Motion carried. All present voted in favor (Joe, Tom, Ron, Gagan).
- An inducement resolution was passed to officially take action towards issuance of financial assistance to **US Light Energy** for Croghan solar array project. Motion by Thomas and seconded by Ron Burns. Motion carried. All present voted in favor (Joe, Tom, Ron, Gagan).
- An amendment to our **project application** regarding **legal fees** was discussed. The verbiage in the application will be changed to read that the applicant is responsible up to \$12,000 in legal fees and anything above that would be split 50/50 between the applicant and the IDA. The motion was made by Gerald Cayer, seconded by Gagan Singh. Motion carried.
- **Skewed Brewing** has requested some leniency in their past due invoices due to challenges they have faced with getting the brewing equipment that they lease

operational. The Board granted 6 months (\$5,679.24) of forgiveness on the Equipment lease payments upon a motion by Gerald Cayer and seconded by Gagan Singh. Motion carried. An amendment to the lease will be prepared for signature by the Lessee.

Agenda Items for the Month

- Marketing updates were given by Brittany Davis.
- ReEnergy Lyonsdale
 - The IDA's attorney has been working as liaison between the taxing jurisdictions and ReEnergy. ReEnergy has agreed to pay special district taxes and the Town of Lyonsdale's portion of the PILOT. The taxing jurisdictions did not respond by a 5/1/19 deadline given. The last response was April 12. Kevin requested the Board give the taxing jurisdictions a deadline after which the IDA will move forward and agree to the current terms offered by the company. Legislator Dolhof was in favor of the IDA moving forward even though the Board of Legislators hasn't had a chance to meet on it. All agreed that the IDA has done due diligence in reaching out to the taxing jurisdictions and discussing the matter extensively in committee and full Board meetings. The risk of losing what they have offered is a consideration in this position. A motion was made by Thomas Gillette and seconded by Ron Burns to authorize the IDA to sign an amendment to the PILOT accepting the company's current proposal of \$22,197 plus special district taxes and site clean up. Motion carried.
- Center for Business Updates
 - The Board discussed an inquiry into alternatives to leasing by tenants. No change was proposed.
 - The Town of Lowville has informed us of the town law for signage. The Board supports sending the Town of Lowville a formal letter regarding the sign and pursuing a permit for a permanent sign.
- Harrisville property
 - Site cleanup in process. IDA would like to move toward a late May closing date. The Board authorized the IDA to close on the property after cleanup is complete on a motion by Gerald Cayer, seconded by Ron Burns. Motion carried.
 - The IDA will want the sale to DANC to proceed soon after. The wood cleanup needs to happen under IDA ownership if the Town of Harrisville is going to help.
- Economic Development Strategic Plan
 - Not discussed
- New Policies and Bylaws
 - Not discussed

A motion to go into **Executive Session** for negotiation of contract for **Number 3 Wind** with attorney client privilege was made at 9:27 by Ron Burns, seconded by Thomas Gillette. Motion carried. A motion to close Executive Session was made at 10:40 by Thomas Gillette, seconded by Gerald Cayer. Motion carried. The IDA will continue discussion with company on the community development fund concept. The Board should be prepared for a special meeting some time before the May 16 taxing jurisdiction negotiation meeting.

Committee Meetings

- Governance – To be determined
- Finance – May 28, 2019 – 8 AM

Regular Board Meeting

- June 6, 2019 – 8 AM

A motion to adjourn was made at 10:41 by Thomas Gillette, seconded by Gerald Cayer and approved.

Respectfully submitted,



**Joseph Lawrence
Chairman**

MINUTES OF MEETING AND RESOLUTION (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on May 2, 2019 at 8:00 AM local time.

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

Present: Joseph Lawrence, Gagan Singh, Ron Burns, Jerry Cayer, Tom Gillette

Absent: Jared Thisse, Christina Schneider

In the course of the meeting the Board discussed the status of the Solitude Solar LLC (DBA U.S. Light Energy) project, including (a) the status of negotiations involving the County of Lewis, the Town of Turin, the South Lewis Central School District, relative to potential real property tax, sales tax and mortgage tax exemptions, and (b) previous Town of Turin environmental review and findings with regard to the project.

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

RESOLUTION TAKING OFFICIAL ACTION TOWARDS THE ISSUANCE OF FINANCIAL ASSISTANCE TO SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY FOR THE PURPOSE OF THE DEVELOPMENT IN THE TOWN OF TURIN, LEWIS COUNTY, NEW YORK OF A SOLAR ENERGY FACILITY, INCLUDING SOLAR PANEL ARRAYS AND RELATED INFRASTRUCTURE; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING PUBLIC HEARINGS WITH RESPECT TO SUCH FINANCING.

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

WHEREAS, SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY (the "Company") has presented an application (the "Application") to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of: (A) the acquisition, construction and operation of a 3.5 MW DC photovoltaic community solar project (the "Improvements") on lands owned by James Matula located at 5047 East Road in the Town of Turin, Lewis County, New York with the electrical interconnect from the PV solar array being an underground line extending west to West Road/NYS Route 26 through property owned by Jorge A. and Armanda S. Viveiros with Site access being along to

the west along the same route, developing approximately 18.2 acres (the "Land") for the purpose of operating a solar energy facility on land in the Town of Turin, Lewis County, New York and (B) the acquisition and installation of machinery, equipment and other tangible personal property in, upon and around the Improvements and the Land (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A and B above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (1) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Improvements or constituting Equipment, (2) the retention of title to or a leasehold interest in the Facility by the Agency for a period of time so as to enable the Company to (a) enter into an agreement regarding payments in lieu of real property taxes (a "PILOT Agreement") with the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Project and the Facility, and (b) securing exemption from the payment of mortgage tax with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Agency) to secure bonds or notes executed by the Company for purpose of obtaining financing for some or all of the costs of the Project; and

WHEREAS, the Town of Turin, as lead agency, (1) on March 7, 2019 accepted an environmental impact statement prepared with respect to the Project as the final environmental impact statement with respect thereto, pursuant to New York's State Environmental Quality Review Act and regulations promulgated pursuant thereto ("SEQRA"), and (2) on April 3, 2019 adopted a statement of findings and decision relative to the environmental impact statement as the lead agency written findings statement relative to the Project, as required by SEQRA;

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

Section 1. The Agency hereby adopts the SEQRA findings statement of the Town of Turin as the Agency's written findings statement relative to the Project; and

Section 2. Based upon the representations made by the Company to the Agency in the Company's application, and otherwise, and based also on a review of the Project concept and plans by the members of the Agency, 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; and
- (B) It is desirable and in the public interest for the Agency to (i) acquire title to or a leasehold interest in the Improvements, the Land and the Equipment, (ii) sell or sublease the Agency's interest in the Improvements, the Land and the Equipment to the Company pursuant to an agreement or agreements to be negotiated, and (iii) make available to the Company the other elements of the Financial Assistance; and

- (C) The Agency has the authority to take the actions contemplated herein under the Act; and
- (D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Lewis County, generating municipal revenues, and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

Section 3. The immediate granting of Financial Assistance for the Project up to, but not in excess of, \$99,999 without prior public hearing is within the prerogative of the Agency under the Act, is warranted to enable the Company to proceed expeditiously with the Project, and is hereby authorized in the form of exemption from state and local sales and use taxes up to, but not in excess of, \$99,999; and

Section 4. The granting of other contemplated Financial Assistance for the Project shall be subject to:

- (A) The conducting of all necessary public hearings relating to the Project, the Facility, and the proposed Financial Assistance which are required by the Act;
- (B) Agreement by the Agency and the Company, with input from the affected taxing jurisdictions, on mutually acceptable terms for the PILOT Agreement.

Section 5. From and after the adoption of this Resolution, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for or contemplated herein on the part of the Agency, and the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution, such documents to be in form and substance acceptable to them and to Kevin M. McArdle, Agency counsel; and

Section 6. The chairman of the Agency is hereby empowered on its behalf to schedule such public hearings of the Agency with regard to the Project, including any associated with the Agency's entry into the PILOT Agreement, as are required by the Act.


Section 7. The Chairman 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 8. This Resolution shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Joseph Lawrence	[x]	[]	[]	[]
Ron Burns	[x]	[]	[]	[]
Christina Schneider	[]	[]	[]	[x]
Jared Thisse	[]	[]	[]	[x]
Gagan Singh	[x]	[]	[]	[]
Jerry Cayer	[x]	[]	[]	[]
Thomas Gillette	[x]	[]	[]	[]

The Resolution was thereupon duly adopted.



Joseph Lawrence, Chairman

MINUTES OF MEETING AND RESOLUTION (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on May 2, 2019 at 8:00 AM local time.

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

Present: Joseph Lawrence, Gagan Singh, Ron Burns, Jerry Cayer, Tom Gillette

Absent: Jared Thisse, Christina Schneider

In the course of the meeting the Board discussed the status of the Solitude Solar LLC (DBA U.S. Light Energy) project, including (a) the status of negotiations involving the County of Lewis, the Town of Croghan, the Beaver River Central School District, relative to potential real property tax, sales tax and mortgage tax exemptions, and (b) previous Town of Croghan environmental review and findings with regard to the project.

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

RESOLUTION TAKING OFFICIAL ACTION TOWARDS THE ISSUANCE OF FINANCIAL ASSISTANCE TO SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY FOR THE PURPOSE OF THE DEVELOPMENT IN THE TOWN OF CROGHAN, LEWIS COUNTY, NEW YORK OF A SOLAR ENERGY FACILITY, INCLUDING SOLAR PANEL ARRAYS AND RELATED INFRASTRUCTURE; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING PUBLIC HEARINGS WITH RESPECT TO SUCH FINANCING.

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

WHEREAS, SOLITUDE SOLAR LLC D/B/A U.S. LIGHT ENERGY (the "Company") has presented an application (the "Application") to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of: (A) the acquisition, construction and operation of a 7.3 MW DC/5 MW AC photovoltaic community solar project (the "Improvements") on lands owned by Brien and Rose Talbot located at 6985 Belfort Road in the Town of Croghan, Lewis County, NY (the "Land") for the purpose of operating a solar energy facility on land in the Town of Croghan, Lewis County, New York and (B) the acquisition and installation of machinery, equipment and other tangible

personal property in, upon and around the Improvements and the Land (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A and B above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (1) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Improvements or constituting Equipment, (2) the retention of title to or a leasehold interest in the Facility by the Agency for a period of time so as to enable the Company to (a) enter into an agreement regarding payments in lieu of real property taxes (a "PILOT Agreement") with the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Project and the Facility, and (b) securing exemption from the payment of mortgage tax with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Agency) to secure bonds or notes executed by the Company for purpose of obtaining financing for some or all of the costs of the Project; and

WHEREAS, the Town of Croghan, as lead agency, (1) on March 5, 2019 accepted an environmental impact statement prepared with respect to the Project as the final environmental impact statement with respect thereto, pursuant to New York's State Environmental Quality Review Act and regulations promulgated pursuant thereto ("SEQRA"), and (2) on March 5, 2019 adopted a statement of findings and decision relative to the environmental impact statement as the lead agency written findings statement relative to the Project, as required by SEQRA;

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

Section 1. The Agency hereby adopts the SEQRA findings statement of the Town of Croghan as the Agency's written findings statement relative to the Project; and

Section 2. Based upon the representations made by the Company to the Agency in the Company's application, and otherwise, and based also on a review of the Project concept and plans by the members of the Agency, 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; and
- (B) It is desirable and in the public interest for the Agency to (i) acquire title to or a leasehold interest in the Improvements, the Land and the Equipment, (ii) sell or sublease the Agency's interest in the Improvements, the Land and the Equipment to the Company pursuant to an agreement or agreements to be negotiated, and (iii) make available to the Company the other elements of the Financial Assistance; and
- (C) The Agency has the authority to take the actions contemplated herein under the

Act; and

- (D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Lewis County, generating municipal revenues, and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

Section 3. The immediate granting of Financial Assistance for the Project up to, but not in excess of, \$99,999 without prior public hearing is within the prerogative of the Agency under the Act, is warranted to enable the Company to proceed expeditiously with the Project, and is hereby authorized in the form of exemption from state and local sales and use taxes up to, but not in excess of, \$99,999; and

Section 4. The granting of other contemplated Financial Assistance for the Project shall be subject to:

- (A) The conducting of all necessary public hearings relating to the Project, the Facility, and the proposed Financial Assistance which are required by the Act;
- (B) Agreement by the Agency and the Company, with input from the affected taxing jurisdictions, on mutually acceptable terms for the PILOT Agreement.

Section 5. From and after the adoption of this Resolution, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for or contemplated herein on the part of the Agency, and the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution, such documents to be in form and substance acceptable to them and to Kevin M. McArdle, Agency counsel; and

Section 6. The chairman of the Agency is hereby empowered on its behalf to schedule such public hearings of the Agency with regard to the Project, including any associated with the Agency's entry into the PILOT Agreement, as are required by the Act.

Section 7. The Chairman 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.

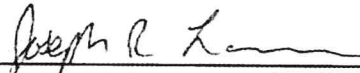
Section 8. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote of the

members on roll call, and the result was as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Joseph Lawrence	[x]	[]	[]	[]
Ron Burns	[x]	[]	[]	[]
Christina Schneider	[]	[]	[]	[x]
Jared Thisse	[]	[]	[]	[x]
Gagan Singh	[x]	[]	[]	[]
Jerry Cayer	[x]	[]	[]	[]
Thomas Gillette	[x]	[]	[]	[]

The Resolution was thereupon duly adopted.



Joseph Lawrence, Chairman

