

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
April 28, 2020
Virtually Recorded Open Conference Call
Oswego County, NY

PRESENT: Canale, Schick, Sorbello, Stahl, Trimble and Toth

Absent/Excused: Kells

Also Present: Kevin C. Caraccioli, Kevin LaMontagne, Austin Wheelock, Teresa Woolson, L. Michael Treadwell, David Turner, Bob Wilmott, Tom Kenyon, John Kenyon and Frank Castiglia.

Kevin Caraccioli noted the recording had begun. Chair Toth called the meeting to order at 9:02 a.m.

APPROVAL OF MINUTES

On a motion by Mr. Trimble, seconded by Mr. Stahl, the minutes of the March 21, 2020 and March 24, 2020 meetings were approved.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on April 11, 2020.

GSPP 1616 County Route 12, LLC

Corina McCandless of Omni Navitas Holdings, LLC provided a presentation of the solar project proposed for the Town of Hastings. Following a review of the Application for Financial Assistance, on a motion by Mr. Trimble, seconded by Mr. Sorbello, a resolution was approved determining that the acquisition, construction and equipping of a certain facility at the request of GSPP 1616 County Route 12, LLC constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing. A copy of the Initial Resolution is attached and made an official part of the minutes.

COVID-19 Emergency Response – Video Project

Mr. Turner provided information on a Video Project to create videos showing the Strength, Collaboration, Success and Perseverance of Oswego County and Oswego County Businesses. The video would be used to inspire hope and provide comfort to Oswego County Community. Partners would include SUNY Oswego, County of Oswego, Oswego Health, among others. On a motion by Mr. Sorbello, seconded by Mr. Schick, it was approved to commit up to \$10,000 from the PILOT EDF Fund for the video project.

COVID-19 Emergency Response – OOC Loan Fund

Mr. LaMontagne provided a review and update of the OOC Loan Fund. To date there have been 29 loans closed and funded in all areas of the County.

COVID-19 Emergency Response – IDA & OOC Loan Deferrals

Mr. LaMontagne provided a review on the IDA and OOC loan deferrals. Mr. Treadwell noted that the SBA was providing payments on the SBA 504 Loans in OOC's Portfolio.

Manufacturing Start-Up Facility

Mr. Wheelock reported that the project has received approval of the Site Plan Review, which was emailed to the members to review. He noted that changes were made to alleviate Fulton Officials' concerns. John Kenyon thanked the board for the efforts in making the changes.

Solar Projects PILOT Deviation Policy

Mr. Caraccioli noted that both himself and Mr. LaMontagne worked on this Policy in response to solar project development and IDA discussions. Mr. Caraccioli reviewed the policy. Following discussion, on a motion by Mr. Schick, seconded by Mr. Stahl, the Solar Projects PILOT Deviation Policy was unanimously approved. A copy is attached to the minutes.

SSC Scriba LLC

Following a review of the project and public hearing, on a motion by Mr. Schick, seconded by Mr. Canale, a resolution was approved undertaking the acquisition, construction, installation, equipping and completion of a certain project, appointing SSC Scriba LLC (the “Company”) as an Agent of the Agency for the purpose of the acquisition, construction, installation, equipping and completion of the project; approving certain financial assistance; and authorizing the execution and delivery of an agreement between the Agency and the Company. A copy of the Inducement Resolution is attached and made an official part of the minutes.

On a motion by Mr. Stahl, seconded by Mr. Canale, it was approved to amend the per MW PILOT payment from \$5,000 to \$3,500 with justification the initial resolution for this project pre-dated the Agency’s Solar Deviation Policy. Mr. Schick voted No.

On a motion by Mr. Sorbello, seconded by Mr. Stahl, a resolution was approved approving a PILOT Schedule with a year one PILOT payment of \$3,500 per MW and authorizing the execution and delivery of certain documents by the Agency in connection with a certain project undertaken at the request of the Company. Mr. Schick voted No. A copy of the PILOT Resolution is attached and made an official part of the minutes.

On a motion by Mr. Toth, seconded by Mr. Canale, a resolution was approved authorizing the execution and delivery of certain documents by the Agency in connection with a commercial project undertaken at the request of the Company. A copy of the Final Approving Resolution is attached and made an official part of the minutes.

Next Meeting

June 8, 2020 at 9:00 a.m. was scheduled.

Executive Session

Chair Toth and Mr. Caraccioli reported that due to matters involving the financial history of a business/organization and individuals and pending and current contractual matters, and on the acquisition or disposal of real property, on a motion by Mr. Sorbello, seconded by Mr. Trimble, it was approved to go into Executive Session at **10:42** a.m.

On a motion by Mr. Schick, seconded by Mr. Canale, the Executive Session ended at 11:51 a.m.

PILOT Amendment Request – Geo Hotel

Following a discussion in Executive Session, it was concluded that there was no legal ability to amend any PILOT Agreement due dates.

Adjournment

On a motion by Mr. Sorbello, seconded by Mr. Trimble, the meeting was adjourned at 11:52 p.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on April 28, 2020, at 9:00 a.m., remotely by conference call or similar service pursuant to New York State Executive Order 202.1.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Frank Castiglia, John Kenyon, Tom Kenyon, Kevin LaMontagne, L. Michael Treadwell, David Turner, Austin Wheelock, Bob Willmot and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF GSPP 1616 COUNTY ROUTE 12, LLC CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, GSPP 1616 County Route 12, LLC, a New York limited liability company, or an entity to be formed by it or on its behalf (the “**Company**”), submitted an application to the Agency on or about March 30, 2020 (“**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 20 acres portion of a parcel of real property located at 1614-16 County Route 12 (tax map no. 275.00-04-19) in the Town of Hastings, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 20 acre solar farm, including, but not limited, to solar panels, equipment pads for transformers, energy storage system and an access road (the “**Facility**”); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State.

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency as follows:

Section 1. Based upon the Application and the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

and (a) The Project Facility constitutes a “project” within the meaning of the Act;

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from real property tax and State and local sales and use tax.

Section 2. The Agency hereby directs that, pursuant to Section 859-a of the Act, a public hearing with respect to the Project and the Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to affected tax jurisdictions within which the Project is located.

Section 3. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 4. The Chair 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 5. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The

resolution was thereupon declared duly adopted.

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

I, the undersigned Chair of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on April 28, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as modified by New York State Executive Order 202.1, said meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on April 28, 2020.

Gary Toth
Chair

(SEAL)

**COUNTY OF OSWEGO
INDUSTRIAL DEVELOPMENT AGENCY**

**SOLAR PROJECTS PILOT DEVIATION POLICY
(Under the County of Oswego's Uniform Tax Exemption Policy)**

Adopted April 28, 2020

PURPOSE:

With the influx of solar projects being considered for development throughout Oswego County, with multiple developers seeking PILOT Agreements through the County of Oswego Industrial Development Agency (the "Agency"), and the need for consistency in the approach to each of these projects in order to maximize the economic benefits to each affected tax jurisdiction in which these projects are located, the Agency has prepared this standard policy when considering a PILOT Agreement.

CRITERIA:

While a solar project developer seeking a PILOT Agreement is free to propose terms to the Agency for a PILOT Agreement issued pursuant to NYS Real Property Tax Law (RPTL) §412-a, the Agency has determined that it is in the best interest of the taxpayers of Oswego County that the following criteria be utilized when considering the terms of a requested PILOT Agreement:

1. Payment in lieu of taxes shall be established at \$5,000 per Megawatt.
2. Each year of the payment schedule will include a two percent (2%) escalator on the prior year's payment. The escalator calculation will compound annually.
3. The term of the payment shall be no more than twenty (20) years in length.
4. The PILOT Agreement shall only apply to the acreage developed into a solar farm; the balance of the land not used for the solar farm will be classified as taxable (the Agency will accept proof of subdivision or an administrative split of the property by the local assessor).
5. The developer must provide the Agency with proof that it has entered into a decommissioning fund or bond with the local municipality sufficient to remove the solar arrays at the end of the project without cost to the local municipality.

DEVIATION:

Since this policy constitutes a deviation from the Uniform Tax Exempt Policy, it is understood that the final terms of a PILOT payment shall be subject to the provisions contained in NYS General Municipal Law §GML §874[4][b].

END OF POLICY

INDUCEMENT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on April 28, 2020, at 9:00 a.m., remotely by conference or similar service pursuant to New York State Executive Order 202.1.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Frank Castiglia, John Kenyon, Tom Kenyon, Kevin LaMontagne, L. Michael Treadwell, David Turner, Austin Wheelock, Bob Willmot and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, INSTALLATION, EQUIPPING AND COMPLETION OF A CERTAIN PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, SSC Scriba LLC, a Florida limited liability company, or an entity to be formed (the “**Company**”), submitted an application to the Agency on or about January 9, 2020 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 70 acres of real property located on 5859 State Route 104 (tax map no. 129.00-04-04) in the Town of Scriba, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 28 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, utility poles, perimeter security fencing and an access road (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of an exemption from real property taxes (the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Francis Krul;

WHEREAS, the Agency adopted a resolution on January 17, 2020 describing the Project, the Financial Assistance and authorizing a public hearing (the “**Initial Resolution**”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on February 25, 2020 pursuant to Section 859-a of the Act, notice of which was published on January 27, 2020 in The Palladium-Times, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated January 24, 2020; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake of the Project constitutes such an action; and

WHEREAS, the Town of Scriba Planning Board acted as lead agency for the purpose of conducting a coordinated environmental review of the Project under SEQRA, 6 NYCRR Part 617, determined that the Project will not result in any significant adverse environmental impacts, and issued a negative declaration for the Project dated March 25, 2020; and

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Project; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Town of Scriba, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State;

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency, as follows:

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- a. The Project previously underwent a coordinated environmental review under SEQRA that resulted in the issuance of a negative declaration on March 25, 2020 by the Town of Scriba Planning Board, acting as lead agency, and therefore no further environmental review is required.
- b. Ratifies the findings in its Initial Resolution.
- c. The Project constitutes a “project” within the meaning of the Act.
- d. The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the Town of Scriba, County of Oswego. The Financial Assistance consists solely of an exemption from real property taxes.
- e. The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, install, equip and complete the Project Facility.

- f. The acquisition of a controlling interest in the Project Facility by the Agency and the granting of Financial Assistance will be an inducement to the Company to acquire, construct, install, equip and complete the Project Facility in the Town of Scriba, County of Oswego, and will serve the purposes of the Act by, among other things, advancing the general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, construction, installation, equipping and completion of the Project Facility.
- g. The Project will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of 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 Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the terms of this Resolution, the conditions set forth in Section 4.02 of the Agreement (as defined herein), the Agency's approval of the PILOT schedule and the execution and delivery of the Project Agreement (as defined herein), the Agency will: (i) acquire a controlling interest in the Land and Facility pursuant to a lease agreement (and/or sublease agreement (collectively, the "**Company Lease**") to be entered into between the Company (and/or the owner of the Land); (ii) sublease the Project Facility to the Company (and/or the owner of the Land) pursuant to a sublease agreement (the "**Agency Lease**" and together with the Company Lease, the Project Agreement and any other certificates and documents deemed necessary by the Agency to undertake the Project, collectively, the "**Lease Documents**") to be entered into between the Agency and the Company; and (iii) grant the approved Financial Assistance.

Section 4. As a condition to the granting of the Financial Assistance, the Company agrees to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Company with respect to the Project. The form and substance of the proposed agreement (as set forth as on **Exhibit "A"** attached hereto and presented at this meeting) (the "**Agreement**") are hereby approved. The Chief Executive Officer or (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting and attached hereto as **Exhibit "A"**, with changes in terms and form as shall be consistent with this Resolution and as the Chief Executive Officer or (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. The Company acknowledges and agrees, that the Agency shall, and in some cases may, recapture from the Company the Financial Assistance (the "**Recapture Amount**") in the event that any of the events set forth in the Agency's Recapture Policy occur or there is a Deficit (as defined in the Agency's Recapture Policy). The Company further agrees that it will cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such Financial Assistance and shall promptly pay over any such amounts to the Agency that it requests.

Section 6. As another condition precedent to the extension of Financial Assistance, the Company and the Agency shall execute and deliver a project agreement (the “***Project Agreement***”) setting forth certain terms and conditions relative to the approved Financial Assistance.

Section 7. The Chief Executive Officer and/or (Vice) Chairperson of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution and the Agreement.

Section 8. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of, among other things, an environmental compliance and indemnification agreement (the “***Environmental Compliance and Indemnification Agreement***”) in favor of the Agency in form and substance acceptable to the Agency and its counsel by the Company, and some or all of its principals, in the discretion of the Chief Executive Officer or (Vice) Chairperson of the Agency.

Section 9. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to herein on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 10. Should the Agency’s participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency’s counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

Section 11. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 12. The Chief Executive Officer and/or (Vice) Chairperson 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 13. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

Section 14. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

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

I, the undersigned Chair of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on April 28, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on April 28, 2020.

Gary Toth
Chair

(SEAL)

EXHIBIT "A"

AGENCY/COMPANY AGREEMENT

This Agreement is between the **COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY** (the "**Agency**") and **SSC SCRIBA LLC**, a Florida limited liability Company (the "**Company**").

Article 1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

1.01. The Agency is authorized and empowered by the provisions of Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "**State**"), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the "**Act**") to grant "financial assistance" (as defined in the Act) in connection with "Projects" (as defined in the Act) and to lease or sell the same upon such terms and conditions as the Agency may deem advisable and designate an agent for constructing, installing and equipping "projects" (as defined in the Act).

1.02. The purposes of the Act are to promote, attract, encourage and develop recreation and economically sound commerce and industry in order to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration. The Act vests the Agency with all powers necessary to enable it to accomplish such purposes, including the power to grant financial assistance, acquire and dispose of interests in real property and to appoint agents for the purpose of completion of projects undertaken by the Agency.

1.03. The Company submitted an application to the Agency (the "**Application**"), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the "**Project**") consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 70 acres of real property located on 5859 State Route 104 (tax map no. 129.00-04-04) in the Town of Scriba, County of Oswego, State of New York (the "**Land**"); (ii) the construction on the Land of an approximately 28 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, utility poles, perimeter security fencing and an access road (the "**Facility**"); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the "**Equipment**") (the Land, the Facility and Equipment are hereinafter collectively referred to as the "**Project Facility**"); (B) the granting of certain financial assistance in the form of an exemption from real property taxes (the "**Financial Assistance**"); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement.

1.03(a). All documents necessary to effectuate the Agency's undertaking of the Project and the granting of the Financial Assistance between the Agency and the Company, including but not limited to, a company lease, an agency lease, a project agreement, an environmental

compliance and indemnification agreement and a payment in lieu of tax agreement, shall be collectively referred to herein as the “**Lease Documents**”.

1.04. The Company hereby represents to the Agency that undertaking the Project: (i) will be an inducement to it to construct, install, equip and complete the Project Facility in the County of Oswego (the “**County**”); and (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another or in the abandonment of one or more plants or facilities of the Company or of any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

1.05. The Agency has determined that the acquisition or continuation of a controlling interest in, and the construction, installation and equipping of the Project Facility and the subleasing of the same to the Company will promote and further the purposes of the Act.

1.06. On April 28, 2020, the Agency adopted a resolution (the “**Inducement Resolution**”) agreeing, subject to the satisfaction of all conditions precedent set forth in such Resolution, determining that the leasing of the same to the Company will promote further purposes of the Act.

Article 2. Undertakings on the Part of the Agency. Based upon the statements, representations and undertakings of the Company and subject to the conditions set forth herein, the Agency agrees as follows:

2.01. The Agency will adopt such proceedings and authorize the execution of such Agency documents as may be necessary or advisable for: (i) acquisition of a controlling interest in the Project Facility; and (ii) the leasing or subleasing of the Project Facility to the Company, all as shall be authorized by law and be mutually satisfactory to the Agency and the Company.

2.02. Nothing contained in this Agreement shall require the Agency to apply its funds to Project costs.

2.03. After satisfying the conditions precedent set forth in the Section 4.02 hereof and in the Inducement Resolution, the Company may proceed with the acquisition, construction, installation, equipping and completion of the Project Facility.

2.04. The Agency will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

Article 3. Undertakings on the Part of the Company. Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Company agrees as follows:

3.01. (a) The Company shall indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on labor, services, materials and supplies, including equipment, ordered or used in connection with the acquisition of a controlling interest in, constructing, installing, equipping and completion of the Project Facility

(including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of any of the foregoing).

(b) The Company shall not permit to stand, and will, at its own expense, take all steps reasonably necessary to remove, any mechanics' or other liens against the Project Facility for labor or material furnished in connection with the acquisition, construction, installation, equipping and completion of the Project Facility.

(c) The Company shall indemnify and hold the Agency, its members, officers, employees and agents and anyone for whose acts or omissions the Agency or any one of them may be liable, harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of the foregoing.

(d) The Company shall defend, indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on the non-disclosure of information, if any, requested by the Company in accordance with Section 4.05 hereof.

(e) The defense and indemnities provided for in this Article 3 shall survive expiration or termination of this Agreement and shall apply whether or not the claim, liability, cause of action or expense is caused or alleged to be caused, in whole or in part, by the activities, acts, fault or negligence of the Agency, its members, officers, employees and agents, anyone under the direction and control of any of them, or anyone for whose acts or omissions the Agency or any of them may be liable, and whether or not based upon the breach of a statutory duty or obligation or any theory or rule of comparative or apportioned liability, subject only to any specific prohibition relating to the scope of indemnities imposed by statutory law.

(f) The Company shall provide and carry: (i) worker's compensation and disability insurance as required by law; and (ii) comprehensive liability and property insurance with such coverages (including without limitation, owner's protective coverage for the benefit of the Agency, naming the Agency as an additional insured on all policies of coverage regarding the Project; providing the coverage with respect to the Agency be primary and non-contributory; and contractual coverage covering the indemnities herein provided for), with such limits and which such companies as may be approved by the Agency. The Company shall provide certificates and/or policies of insurance in form satisfactory to the Agency evidencing such insurance.

(g) The Company shall include the Agency as a named insured under all public liability insurance policies obtained by the Company with respect to the Project Facility.

(h) The Company shall apply and diligently pursue all approvals, permits and consents from the State of New York, the Town of Scriba, County of Oswego and any other governmental authority which approvals, permits and consents are required under applicable law for the development, construction and equipping of the Project and any related site improvements. The Company acknowledges and agrees that the Agency's findings and determinations under SEQRA do not and shall not in and of themselves (except as specifically set forth in SEQRA) satisfy or be deemed to satisfy applicable laws, regulations, rules and procedural requirements

applicable to such approvals, permits and consents.

3.02. The Company agrees that it will comply at the Company's sole cost and expense with all the requirements of all federal, state and local laws, rules and regulations of whatever kind and howsoever denominated applicable to the Agency and/or Company with respect to the Project Facility, the acquisition of a controlling interest therein, construction, installation and equipping thereof, the operation and maintenance of the Project Facility, supplemental review of adverse environmental impacts in accordance with SEQRA and the financing of the Project. Every provision required by law to be inserted herein shall be deemed to be set forth herein as if set forth in full, including, but not limited to, Section 875 of the Act; and upon the request of any party, this Agreement shall be amended to specifically set forth any such provision or provisions.

3.03. (a) The Company agrees that to the extent that such provisions of law are in fact applicable (without creating an obligation by contract beyond that which is created by statute), it will comply with all the requirements Section 220 of the Labor Law of the State of New York, as amended.

(b) The Company agrees that, whenever practicable, the Company shall hire employees from the Agency's Labor Market Area which is defined to include the following counties: Oswego, Jefferson, Onondaga, Madison, Oneida and Cayuga.

3.04. The Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

3.05. The Company shall proceed with the acquisition, construction, installation, equipping and completion of the Project Facility and advance such funds as may be necessary to accomplish such purposes.

3.06. The Company hereby ratifies and confirms its obligation to pay an administrative fee to the Agency in the amount of .75% of the Project costs. Such amount is due and payable in full at closing.

3.07. The Company hereby ratifies and confirms its obligation to pay an annual administrative reporting fee of \$500.00 to cover administrative and reporting requirements to comply with New York State reporting regulations on Agency assisted projects.

Article 4. General Provisions.

4.01. This Agreement shall take effect on the date of the execution hereof by the Agency and the Company and, subject to Section 4.04 hereof, shall remain in effect until the Lease Documents become effective. It is the intent of the Agency and the Company that, except as to those provisions that survive, this Agreement be superseded in its entirety by the Lease Documents.

4.02. It is understood and agreed by the Agency and the Company that the grant of Financial Assistance and the execution of the Lease Documents and related documents are subject to: (i) payment by the Company of the Agency's fee and Agency's counsel and special counsel fees; (ii) obtaining all necessary governmental approvals, permits and consents of any kind required in connection with the Project Facility; (iii) approval by the members of the Agency; (iv) approval by the Company; and (v) the condition that there are no changes in New York State Law, including regulations, which prohibit or limit the Agency from fulfilling its obligations hereunder.

In accordance with the Agency's Recapture Policy (which is published on the Agency's website or available at the Agency's office), the Agency may recapture all or a portion of the Financial Assistance in the event there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy).

4.03. The Company agrees that it will, within thirty (30) days of a written request for same, regardless of whether or not this matter closes or the Project Facility is completed: (i) reimburse the Agency for all reasonable and necessary expenses, including without limitation the fees and expenses of counsel to the Agency arising from, out of or in connection with the Project, and/or any documents executed in connection therewith, including, but not limited to any claims or actions taken by the Agency against the Company or third parties; and (ii) indemnify the Agency from all losses, claims, damages and liabilities, in each case which the Agency may incur as a consequence of executing this Agreement or performing its obligations hereunder.

4.04. If for any reason the Lease Documents are not executed and delivered by the Company and the Agency on or before eighteen (18) months from the execution hereof, the provisions of this Agreement (other than the provisions of Articles 2.02, 2.04, 3.01, 3.02, 3.03, 4.02, 4.03, 4.04, 4.05 and 4.06, which shall survive) shall, unless extended by agreement of the Agency and the Company, terminate and be of no further force or effect, and following such termination neither party shall have any rights against the other party except:

(a) The Company shall pay the Agency for all expenses incurred by the Agency in connection with the acquisition, construction, installation and equipping of the Project Facility; and

(b) The Company will pay the out-of-pocket expenses of members of the Agency, counsel for the Agency and special Agency counsel incurred in connection with the Project and will pay the fees of counsel for the Agency and special Agency counsel for legal services relating to the Project Facility or the proposed financing thereof.

4.05. The Company acknowledges that Section 875(7) of the New York General Municipal Law ("*GML*") requires the Agency to post on its website all resolutions and agreements relating to the Project, including this Agreement; and Article 6 of the New York Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the Company feels that there are elements of the Project or information about the Company in the Agency's possession which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the Company's competitive position, the Company must identify such elements in writing, supply same to the Agency: (i) with respect to

this Agreement, prior to or contemporaneously with the execution hereof; and (ii) with respect to all other agreements executed in connection with the Project, on or before the Closing Date, and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law. Failure to do so will result in the posting by the Agency of all information in accordance with Section 875 of the GML.

4.06 That every controversy, dispute or claim arising out of or relating to this Agreement shall be governed by the laws of the State of New York, without regard to its conflict-of-laws provisions that if applied might require the application of the laws of another jurisdiction; and that the Company irrevocably and expressly submits to the exclusive personal jurisdiction of the Supreme Court of the State of New York and the United States District Court for the Northern District of New York, to the exclusion of all other courts, for the purposes of litigating every controversy, dispute or claim arising out of or relating to this Agreement.

IN WITNESS WHEREOF, the parties hereto have entered in this Agreement as of April 28, 2020.

**COUNTY OF OSWEGO INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
Gary Toth
Chair

SSC SCRIBA LLC

By: _____
Name:
Title:

PILOT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on April 28, 2020, at 9:00 a.m., remotely by conference or similar service pursuant to New York State Executive Order 202.1

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Frank Castiglia, John Kenyon, Tom Kenyon, Kevin LaMontagne, L. Michael Treadwell, David Turner, Austin Wheelock, Bob Willmot and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the

acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, SSC Scriba LLC, a Florida limited liability company, or an entity to be formed (the “Company”) submitted an application to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 70 acres of real property located on 5859 State Route 104 (tax map no. 129.00-04-04) in the Town of Scriba, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 28 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, utility poles, perimeter security fencing and an access road (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes (the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Francis Krul;

WHEREAS, the Agency adopted a resolution on January 17, 2020 describing the Project, the Financial Assistance and authorizing a public hearing (the “**Initial Resolution**”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on February 25, 2020 pursuant to Section 859-a of the Act, notice of which was published on January 27, 2020 in The Palladium-Times, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated January 24, 2020; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake of the Project constitutes such an action; and

WHEREAS, the Town of Scriba Planning Board acted as lead agency for the purpose of conducting a coordinated environmental review of the Project under SEQRA, 6 NYCRR Part 617, determined that the Project will not result in any significant adverse environmental impacts, and issued a negative declaration for the Project dated March 25, 2020; and

WHEREAS, on April 28, 2020 the Agency adopted a Resolution (the “**Inducement Resolution**”) agreeing to undertake the Project; and

WHEREAS, in the Application, the Company also requested that the Agency consider a payment in lieu of taxes agreement (the “**PILOT Agreement**”) with respect to the Project Facility, pursuant to a payment in lieu of tax schedule (the “**PILOT Schedule**”), more fully described on **Exhibit “A”** attached hereto; and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) established pursuant to Section 874(4) of the Act, but comports with other payment in lieu of taxes schedules relative to other similar projects; and

WHEREAS, by letters dated February 4, 2020, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “**Notice**”), at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the affected taxing jurisdictions regarding the proposed deviation from the UTEP; and

WHEREAS, no representatives from the affected tax jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEP; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Town of Scriba, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York (the “**State**”) to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State; and

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency, as follows:

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. The Agency ratifies all prior Resolutions passed in connection with this proposed Project.

Section 3. Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT schedule, as set forth in the **Exhibit “A”** attached hereto, the PILOT schedule is hereby approved subject to the terms and

conditions of the Resolutions¹. The Chief Executive Officer and the (Vice) Chairperson of the Agency are each hereby authorized to execute and deliver a PILOT Agreement and any related documents reflecting the PILOT schedule in a form substantially similar to PILOT agreements used in similar transactions with the Agency which is acceptable to the Chief Executive Officer or the (Vice Chairperson) upon advice of counsel.

Section 4. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to herein on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 5. A copy of this Resolution, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 6. The Chief Executive Officer and/or Chairperson 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 as well as all previously approved Resolutions.

Section 7. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance, including, but not limited to, a PILOT Agreement.

Section 8. This Resolution shall take effect immediately. The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick		X			
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

¹ The PILOT payment was reduced from \$5,000/MW to \$3,500/MW since the application was submitted and the project was qualified prior to the adoption of the Solar Projects PILOT Deviation Policy on April 28, 2020.

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

I, the undersigned Chair of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “**Agency**”) held on April 28, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on April 28, 2020.

Gary Toth
Chair

(SEAL)

EXHIBIT "A"

PILOT SCHEDULE

Term: 20 years

Annual payments: \$3,500 per MW

A 2% annual escalator

Distribution of annual PILOT Payments will be based on the pro-rata share of each of the taxing authorities for each respective year.

FINAL APPROVING RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on April 28, 2020, at 9:00 a.m., remotely by conference or similar service pursuant to New York State Executive Order 202.1.

The meeting was called to order by The Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Frank Castiglia, John Kenyon, Tom Kenyon, Kevin LaMontagne, L. Michael Treadwell, David Turner, Austin Wheelock, Bob Willmot and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the

acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, SSC Scriba LLC, a Florida limited liability company, or an entity to be formed (the “**Company**”), submitted an application to the Agency on or about January 2, 2020 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency undertake a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 70 acres of real property located on 5859 State Route 104 (tax map no. 129.00-04-04) in the Town of Scriba, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 28 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, utility poles, perimeter security fencing and an access road (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Francis Krul;

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on February 25, 2020 pursuant to Section 859-a of the Act, notice of which was published on January 27, 2020 in The Palladium-Times, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated January 24, 2020; and

WHEREAS, the Company also requested that the Agency consider a payment in lieu of tax (“**PILOT**”) schedule, and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) established pursuant to Section 874(4) of the Act; and

WHEREAS, by letters dated February 4, 2020, the Agency gave to the chief executive officers of the affected tax jurisdictions notice pursuant to Section 874 of the Act of this meeting, at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the affected taxing jurisdictions regarding the proposed deviation from the UTEP; and

WHEREAS, no representatives from the affected taxing jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEP; and

WHEREAS, the Agency adopted a resolution on January 17, 2020 (the “*Initial Resolution*”) entitled:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF SSC SCRIBA LLC CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on April 28, 2020 (the “*Inducement Resolution*”) entitled:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, INSTALLATION, EQUIPPING AND COMPLETION OF A CERTAIN PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Town of Scriba, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State; and

WHEREAS, the Agency adopted a resolution on April 28, 2020 (the “*PILOT Resolution*”) entitled:

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

which resolution is in full force and effect and has not been amended or modified;

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency, as follows:

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- a) Ratifies the findings in its Initial, Inducement and PILOT Resolutions.
- b) The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the Town of Scriba, County of Oswego; and will assist the Company in the construction, installation and equipping of the Project Facility.
- c) The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, install, equip and complete the Project Facility.
- d) The acquisition of a controlling interest in the Project Facility by the Agency will be an inducement to the Company to acquire, construct, improve, install, equip and complete the Project Facility in the Town of Scriba, County of Oswego, and will serve the purposes of the Act by, among other things, advancing the general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, construction, installation, equipping and completion of the Project Facility.
- e) The Project will not result in the removal of any commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement, the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution and the PILOT Resolution (collectively the “**Resolutions**”), the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Company (and/or the owner of the Land) pursuant to a lease agreement between the Agency and the Company (and/or the owner of the Land) (the “**Company Lease**”) and sublease the Project Facility to the Company, pursuant to a sublease agreement which shall be consistent with this Resolution and approved by the Chief Executive Officer, Chairperson or (Vice) Chairperson of the Agency upon

the advice of counsel to the Agency (the “*Agency Lease*”, and together with the Company Lease, the Agency Lease and the Project Agreement, the “*Lease Documents*”); (C) execute and deliver a payment in lieu of tax agreement (“*PILOT Agreement*”) providing for the payment schedule approved by the Agency pursuant to the PILOT Resolution, and (D) execute and deliver any other documents necessary to effectuate the intent of the Resolutions and the granting of the Financial Assistance as contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 4. The Chief Executive Officer and the (Vice) Chairperson are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution. The execution thereof by the Chief Executive Officer, Chairperson or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 6. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 7. The Chief Executive Officer and/or (Vice) Chairperson 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. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and to consummate the transactions contemplated by this Resolution.

Section 9. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call,

which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Chair of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on April 28, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on April 28, 2020.

Gary Toth
Chair

(SEAL)