

**COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION #2016-3 (INITIAL RESOLUTION)**

A special meeting of the County of Franklin Industrial Development Agency was convened in public session on Monday, April 18, 2016, at 4:00 p.m. at the offices of the County of Franklin Industrial Development Agency located at 10 Elm Street, Suite 2, in Malone, New York.

The meeting was called to order by John Child and, upon the roll being duly called, the following Members were:

MEMBER	PRESENT	ABSENT
John Child	X	
Andrea Dumas	X	
James T. Ellis		X
Earl LaVoie	X	
Justus Martin	X	
Andrew Schrader	X	
Phil Wagschal		X

The following persons were ALSO PRESENT:

Maria Bourgeois, Executive Assistant
 Paul Cantwell, Agency Counsel
 Frank DiFiore, Malone Telegram
 Loretta Fowler, Chateaugay School Superintendent
 Russ Kinyon, Franklin County Economic Development Office
 Donna Kissane, Franklin County Manager
 Carl Sherwin, Franklin County Legislator
 John Tubbs, Chief Executive Officer

After the meeting had been duly called to order, Chairman John Child announced that among the purposes of the meeting was the consideration of certain matters pertaining to the Jericho Rise Wind Farm Project.

The following resolution #2016-3 was duly moved by Earl LaVoie, seconded by Andrew Schrader, discussed:

RESOLUTION #2016-3 OF THE COUNTY OF FRANKLIN
 INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
 THE UNDERTAKING OF CERTAIN ACTIONS IN
 CONNECTION WITH THE JERICHO RISE WIND FARM
 PROJECT.

WHEREAS, the New York State Industrial Development Agency Act, being Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of the State of New York, as amended (hereinafter referred to as the "*Enabling Act*") authorizes the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State of New York (the "*State*") and empowers such agencies, among other things, to acquire, construct, reconstruct, improve, maintain, equip and furnish real and personal property, whether or not now in existence or under construction, which shall be suitable for, among others, manufacturing,

warehousing, research, commercial or industrial purposes, in order to 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; and

WHEREAS, pursuant to and in accordance with the provisions of the Enabling Act, Chapter 453 of the Laws of 1970 of the State, as amended (said chapter and the Enabling Act being hereinafter collectively referred to as the "Act") created the County of Franklin Industrial Development Agency (the "Agency") for the benefit of Franklin County (the "County") and the inhabitants thereof; and

WHEREAS, the Act authorizes each such agency to lease or sell its projects, to charge and collect rent or the purchase price therefor, and to provide financial assistance to the occupants of its projects; and

WHEREAS, Jericho Rise Wind Farm LLC, a limited liability company formed and existing under the laws of the State of Delaware and authorized to conduct its business in the State of New York, with offices at c/o EDP Renewables North America LLC, 808 Travis Street, Suite 700, Houston, Texas 77002 (the "Company"), submitted an application, dated November 20, 2015 (the "Application"), to the Agency requesting the Agency undertake a project for the benefit of the Company (the "Project") consisting of: (a)(1) the acquisition by the Agency of a leasehold interest in approximately 6,100 acres of land (collectively, the "Land") located in the Town of Bellmont, Franklin County, New York ("Bellmont"), and the Town of Chateaugay, Franklin County, New York ("Chateaugay"), (2) the acquisition, construction, installation and equipping on the Land of: (i) one or more permanent meteorological towers, (ii) a buried and overhead electrical collection system, (iii) an operation and maintenance building, (iv) a project substation facility, (v) an interconnection substation facility at 879 County Route 33, Town of Chateaugay, Franklin County, New York, and (vi) a system of gravel access roads, parking, landscaping and related improvements to the Land (collectively, the "Improvements"), and (3) the acquisition, installation and equipping therein and thereon of certain equipment, including approximately thirty-seven (37) wind turbine generators with a total rated capacity of approximately 77.7 megawatts ("MW") to be mounted on steel monopole towers and concrete foundations, furniture, fixtures, and machinery (the "Equipment"), all of the foregoing for use by the Company as a wind-powered electric generating facility (collectively, the "Project Facility"); (b) the grant by the Agency of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and *ad valorem* levies) (collectively, the "Financial Assistance"); and (c) the lease of the Project Facility by the Company to the Agency and a lease of the Project Facility by the Agency back to the Company; all as contemplated by and in furtherance of the purposes of the Enabling Act; 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 "SEQR"), the Agency is required to make a determination with respect to the environmental impact of any "action" (as defined by SEQR) to be taken by the Agency and the approval of the Project and the contemplated provision of the Financial Assistance with respect thereto constitutes such an action; and

WHEREAS, the Agency understands that Belmont and Chateaugay have agreed to act together as “lead agency” with respect to the undertaking of the Project, pursuant to and within the meaning of SEQR; and

NOW, THEREFORE, BE IT RESOLVED by the Agency as follows:

SECTION 1. Based in part upon the information and representations made by the Company to the Agency, including information in the Application, the Agency hereby preliminarily finds and determines that the Project constitutes a “project” within the meaning of the Act.

SECTION 2. Based upon a review of the Application, the Agency hereby agrees to proceed as an “involved agency” as such quoted term is defined by SEQR in connection with the Project and will take such actions as are necessary to comply with SEQR. The Chief Executive Officer of the Agency and other appropriate officials of the Agency and its agents and employees are hereby authorized and directed to participate in the SEQR process as an “involved agency” on behalf of the Agency and to take such actions as are necessary for the Agency to comply with SEQR, subject to the prior approval of the Agency of any formal action to be undertaken by or on behalf of the Agency with respect thereto.

SECTION 3. In connection with the Agency’s continuing review of the Application, the Project and the financial assistance proposed in the Application, the Agency shall engage a consultant to prepare a cost/benefit analysis (the “Cost/Benefit Analysis”).

SECTION 4. The Chairman, Vice Chairman and Secretary of the Agency and other appropriate officials of the Agency and its agents and employees, including, without limitation, its Chief Executive Officer, are hereby authorized and directed to enter into an agreement with a consultant for the Cost/Benefit Analysis with respect to the Project and the financial assistance proposed in the Application, to enter into a reimbursement or indemnity agreement with the Company with respect to the Agency’s preliminary costs in connection with the Project, and to take whatever steps may be necessary to assist the Company in proceeding with the Project.

SECTION 5. The Agency hereby authorizes and directs the Chief Executive Officer of the Agency, after consultation with the members of the Agency and upon the advice of Special Counsel (hereinafter defined), to: (i) establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (ii) to cause the Public Hearing to be held in either of Belmont or Chateaugay, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the County, Belmont and Chateaugay, such notices to comply with section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such Public Hearing; (iii) to cause the notice of the Public Hearing to be given to the chief executive officer of the County, Belmont, Chateaugay, and the Chateaugay Central School District no fewer than ten (10) days prior to the date established for the Public Hearing; (iv) to conduct such Public Hearing; (v) to cause a report of the Public Hearing fairly summarizing the views presented at the Public Hearing (the “Report”) to be prepared; and (vi) to cause a copy of the Report to be available to the members of the Agency.

SECTION 6. The Agency hereby authorizes and directs the Chief Executive Officer of the Agency, in consultation with the members of the Agency and with the advice of Special Counsel to negotiate (but not execute and deliver) (A) a lease to Agency agreement pursuant to which the Company will lease the Project Facility to the Agency, (B) a lease agreement pursuant to which the Agency will lease its interest in the Project Facility back to the Company, (C) a payment in lieu of tax agreement pursuant to which the Company will make payments in lieu of real property taxes for the benefit of the County, Belmont, Chateaugay, and the Chateaugay Central School District; and (D) related documents; provided, the terms of such payment in lieu of tax agreement are consistent with the Agency's Uniform Tax Exemption Policy or the Agency has complied with the procedures for deviation.

SECTION 7. The Chief Executive Officer of the Agency is hereby authorized and directed to give notice in writing to the chief executive officer of each affected tax jurisdiction regarding any proposed deviation of the terms of a payment in lieu of tax agreement with respect to the Project from the Agency's Uniform Tax Exemption Policy, and to do such further things or perform such acts as may be necessary to comply with Section 874 of the Act.

SECTION 8. The appointment of Norton Rose Fulbright US LLP, New York, New York ("*Special Counsel*") as special counsel to the Agency and the authorization and direction to assist the Agency, its officers, members, agents and the Company with the actions contemplated by this resolution are hereby ratified and confirmed in all respects.

SECTION 9. Any expenses incurred by the Agency with respect to the Project and the financial assistance proposed in the Application, including, without limitation, the cost of the Cost/Benefit Analysis and the fees and expenses of Special Counsel, shall be paid by the Company.

SECTION 10. The officers, employees and agents of the Agency, including, without limitation, the Chief Executive Officer of the Agency, are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

SECTION 11. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

SECTION 12. This resolution shall take effect immediately.

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

MEMBER	AYE	NAY	ABSENT	ABSTAINED
John Child	X			
Andrea Dumas	X			
James T. Ellis			X	
Earl LaVoie	X			
Justus Martin	X			
Andrew Schrader	X			
Phil Wagschal			X	

The resolution #2016-3 was thereupon declared duly adopted.

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