

**COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION #2016-4 (RESOLUTION FOR AGENCY)**

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 #2016-4 was duly moved by Justus Martin, seconded by Earl LaVoie, discussed:

RESOLUTION #2016-4 OF THE COUNTY OF FRANKLIN
 INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING
 THE UNDERTAKING OF CERTAIN ACTIONS IN
 CONNECTION WITH THE JERICO 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

WHEREAS, the Agency adopted an initial resolution with respect to the Project on April 18, 2016, authorizing the Agency to engage a consultant to perform a costs and benefits analysis with respect to the Project, to participate in the SEQR process as an “involved agency” within the meaning of SEQR, and to call a hearing of the Agency pursuant to Section 859-a of the Act to hear all persons with respect to the Project and the Financial Assistance; and

WHEREAS, in connection with rentals and purchases of services and personal property reasonably related to the acquisition, construction, installation and equipping of the Project Facility prior to June 30, 2017 (as further described below, the “Project Expenditures”), the Company has requested the Agency to provide an exemption from the payment of State of New York and local sales and use taxes; and

WHEREAS, pursuant to the Enabling Act, the Agency desires to adopt a resolution describing the Project Expenditures and the proposed Financing Assistance that the Agency is considering with respect to the Project Expenditures; and

WHEREAS, it is contemplated that the Agency will (1) designate the Company as its agent for the limited purpose of undertaking the Project Expenditures pursuant to an agent agreement (the “Agent Agreement”) and (2) provide certain Financial Assistance to the Company consisting of a sales and use tax exemption for the Project Expenditures (the “Sales and Use Tax Exemption”); and

WHEREAS, pursuant to the Enabling Act, the Sales and Use Tax Exemption may not exceed \$100,000 until a public hearing is held.

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 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 appoint the Company as its agent for the limited purpose of undertaking the Project Expenditures; 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 Expenditures, thereby increasing employment opportunities in the County, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) the Project Expenditures 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 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 within the State; and

(F) the Project Expenditures consists of rentals and the purchase of furnishings, trade fixtures, machinery, equipment, tools, materials, supplies, fuel, or other tangible personal property and services reasonably related to the acquisition, construction, installation and equipping of the Project Facility, and the aggregate cost of such expenditures shall not exceed the amount set forth in Section 4.1(A)(1) of the Application.

SECTION 2. Subject to the execution and delivery of the Agent Agreement by the Company, the Agency hereby authorizes the Company to proceed with the undertaking of the Project Expenditures and hereby appoints the Company as the true and lawful agent of the Agency (A) to acquire, construct, install and equip any and all aspects of the Project Facility, (B) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project Expenditures, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the Agent Agreement shall expire on June 30, 2017 (unless extended by the Agency in its sole discretion).

SECTION 3. The Chairman or Vice Chairman of the Agency, acting alone, is authorized and directed on behalf of the Agency to execute and deliver the Agent Agreement, in substantially the form presented to this meeting, which form is approved, subject to such changes as may be approved by the signing official such execution and delivery thereof evidencing approval thereof. The Chairman or Vice Chairman of the Agency, are each authorized to affix or cause to be affixed the official seal of the Agency to the Agent Agreement. Each of such officials, acting alone, is also authorized on behalf of the Agency to execute and deliver such other documents as may be deemed appropriate or necessary by the signing official, such execution and delivery thereof evidencing approval by the Agency of such documents.

SECTION 4. The Sales and Use Tax Exemption approved by this resolution shall not exceed \$100,000 until such time as a public hearing is held.

SECTION 5. Based upon information received by the Agency regarding SEQR review of the Project:

(A) the Agency determines that (1) the Project may constitute a "Type I action", (2) the Project involves more than one "involved agency", and (3) therefore the coordinated review procedures outlined in the SEQR regulations are required with respect to the Project;

(B) the Chief Executive Officer of the Agency reported that (1) all "involved agencies" with respect to the Project had agreed that the Town of Bellmont and the Town of Chateaugay, acting as a joint lead agency, should act as lead agency (the "Lead Agency") pursuant to SEQR

with respect to the Project, (2) that the Lead Agency on February 19, 2016 accepted an environmental impact statement prepared with respect to the Project (the "FEIS") as the "final environmental impact statement" with respect thereto (as such quoted term is defined in SEQR), and (3) that the Lead Agency on March 7, 2016 adopted a joint statement of findings and decision relative to the FEIS (the "Findings Statement") as the Lead Agency's written findings statement relative to the Project, as required by Section 617.11(a) of the SEQR regulations; and

(C) the Agency (1) adopts the Findings Statement as the Agency's written findings statement relative to the Project, as required by Section 617.11(c) of the SEQR regulations, and (2) determines to proceed with the Project.

SECTION 6. 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 7. 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 8. This resolution shall take effect immediately.

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

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 #2016-4 was thereupon declared duly adopted.

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