

**COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION 2016-6 (AUTHORIZING EXECUTION OF DOCUMENTS)**

A regular meeting of the County of Franklin Industrial Development Agency was convened in public session on October 12, 2016, at 3:01 pm, in the Sporck Center Conference Room at Paul Smith’s College located at 7777 New York 30 in the Town of Brighton, Franklin County, New York.

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

MEMBER	PRESENT	ABSENT
John Child	X	
Andrea Dumas	X	
James T. Ellis	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
- Russ Kinyon, Franklin County Economic Development Office
- 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 #2016-6 was duly moved by Andrew Schrader, seconded by James Ellis, discussed:

RESOLUTION #2016-6 AUTHORIZING THE EXECUTION OF DOCUMENTS 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

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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 the 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, the Agency adopted an initial resolution with respect to the Project on April 18, 2016 (the "Initial Resolution") authorizing the Agency to participate in the SEQR (hereinafter defined) process as an "involved agency" within the meaning of 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, "SEQR"); and

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WHEREAS, pursuant to 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 Financial Assistance with respect thereto constitutes such an action; and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQOR Act”) and the regulations (the “SEQRA Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (collectively with the SEQOR Act, “SEQORA”), by resolution adopted by members of the Agency on April 18, 2016 (the “SEQORA Resolution”), (A) the Agency determined (1) that the Project may constitute a “Type I action”, (2) that the Project involves more than one “involved agency”, and (3) therefore that the coordinated review procedures outlined in the SEQRA Regulations are required with respect to the Project, (B) the Executive Director of the Agency reported that (1) all “involved agencies” with respect to the Project had agreed that the Town Boards of the Towns of Bellmont and Chateaugay, Franklin County, New York (together, the “Towns”), acting as a joint lead agency, should act as lead agency (the “Lead Agency”) pursuant to SEQRA 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 SEQRA), 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 SEQRA Regulations, and (C) the Agency (1) adopted the Findings Statement as the Agency’s written findings statement relative to the Project, as required by Section 617.11(c) of the SEQRA Regulations, and (2) determined to proceed with the Project; and

WHEREAS, by resolution adopted April 18, 2016, the Agency authorized the Company to act as its agent for the purposes of undertaking the Project subject to the terms and conditions of the Agent Agreement, dated as of April 26, 2016, by and between the Company and the Agency; and

WHEREAS, the Agency: (1) caused notice of a hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act to hear all persons with respect to the Project and the Financial Assistance, to be mailed to the chief executive officers of the Affected Tax Jurisdictions (hereinafter defined) on April 22, 2016; (2) caused notice of the Public Hearing to be published on April 22, 2016 in *The Malone Telegram* and on April 22, 2016 in the *Adirondack Daily Enterprise*, together, newspapers of general circulation available to the residents of the County and the Towns; (3) conducted the Public Hearing on May 2, 2016 at 5:00 p.m., New York time, at the Town of Chateaugay Town Hall located at 191 E. Main Street, in the Town of Chateaugay, Franklin County, New York; and (4) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly and accurately summarizing the views presented at the Public Hearing and caused copies of the Public Hearing Report to be made available to the members of the Agency; and

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WHEREAS, Franklin County, New York (the "County"), the Towns and the Chateaugay Central School District (the "School District", together with the County and the Towns, the "Affected Tax Jurisdictions") are the "affected tax jurisdictions" within the meaning of the Act;

WHEREAS, each of the Affected Tax Jurisdictions approved the terms and conditions of the PILOT Agreement (hereinafter defined) as follows: the County, by resolution adopted on September 15, 2016; Chateaugay, by resolution adopted on September 26, 2016; the School District, by resolution adopted on September 26, 2016; and Bellmont, by resolution adopted on September 29, 2016.

WHEREAS, it is now desired to approve the providing of the Financial Assistance described in the Initial Resolution, approve the Project Documents (hereinafter defined) and direct the Chairman of the Agency to sign all documents in connection with the Project to which the Agency is a party.

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

SECTION 1. All action taken by the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

SECTION 2. The Agency hereby reaffirms 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) the Project constitutes a "project," as such term is defined in the Act.

SECTION 3. The Agency hereby finds and determines that:

- (A) the Project site is located entirely within the boundaries of the County.
- (B) the acquisition and construction of the Project Facility, the lease of the Project Facility by the Agency to the Company, and the granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Franklin County, New York and the State and improve their standard of living and thereby serve the public purposes of the Act; and
- (C) it is desirable and in the public interest for the Agency to enter into the Project Documents.

SECTION 4. In consequence of the foregoing, the Agency hereby determines to: (a) proceed with the Project; (b) lease the Project Facility pursuant to the Lease Agreement by and between the Company, as lessor, and the Agency, as lessee, (the "Lease to Agency"); (c) lease the Project

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Facility to the Company pursuant to the Lease Agreement by and between the Agency, as landlord, and the Company, as tenant (the "Lease Agreement"), pursuant to which, among other things, the Company, as agent for the Agency, will undertake and complete the Project, including, without limitation, the construction of the Project and the acquisition and installation of the Equipment; and (d) enter into the Payment In Lieu of Tax Agreement by and between the Company and the Agency, pursuant to which, among other things, the Company will make certain payments in lieu of taxes (the "PILOT Agreement", together with the Lease to Agency and the Lease Agreement, the "Project Documents").

SECTION 5. The Agency is hereby authorized to lease the Project Facility from the Company pursuant to the Lease to Agency and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions and hereby approved, ratified and confirmed.

SECTION 6. The Agency is hereby authorized to acquire, construct, and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, and installation are hereby ratified, confirmed, and approved.

SECTION 7. The Chairman or Vice Chairman of the Agency, acting alone, is authorized and directed on behalf of the Agency to execute and deliver the Lease to Agency, the Lease Agreement and the PILOT Agreement, each 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 each of the Project Documents. 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 8. The officers, employees, and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Project Documents, and to execute and deliver all such additional certificates, instruments, and documents, to pay all such fees, charges, and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Project Documents binding upon the Agency.

SECTION 9. 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.

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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	ABSTAIN
John Child	X		
Andrea Dumas	X		
James T. Ellis	X		
Justus Martin	X		
Andrew Schrader	X		
Phil Wagschal	X		

The resolution #2016-6 was thereupon declared duly adopted.

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STATE OF NEW YORK)
) SS:
COUNTY OF FRANKLIN)

I, the undersigned Secretary of the County of Franklin Industrial Development Agency,
DO HEREBY CERTIFY:

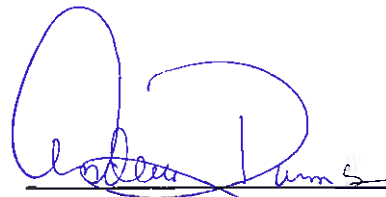
That I have compared the annexed extract of the minutes of the meeting of the County of Franklin Industrial Development Agency (the "Agency"), including the resolution and exhibits contained therein, held the 12 day of October, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that all members of the Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of October, 2016.



Andrea Dumas, Secretary

(SEAL)