

INDUCEMENT RESOLUTION

(Canandaigua Power Partners II, LLC Project – Mortgage Recording Tax Exemption)

A regular meeting of the Steuben County Industrial Development Agency on Thursday, October 22, 2020.

The following resolution was duly offered and seconded, to wit:

Resolution No. 10/2020 - _____

RESOLUTION OF THE STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACCEPTING AN APPLICATION FROM CANANDAIGUA POWER PARTNERS II, LLC (THE "COMPANY") REQUESTING A MORTGAGE RECORDING TAX EXEMPTION AS PERMITTED BY LAW (THE "FINANCIAL ASSISTANCE") ON THE RECORDING OF A MORTGAGE OR MORTGAGES TO FINANCE OR RE-FINANCE THE COMPANY'S PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) MAKING A DETERMINATION PURSUANT TO SEQRA (AS DEFINED BELOW) WITH RESPECT TO THE FINANCIAL ASSISTANCE; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE FINANCIAL ASSISTANCE

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 178 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), **STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by resolutions adopted by the Agency October 24, 2019 (the "Authorizing Resolution"), the Agency authorized the execution and delivery of certain documents in connection with a certain project (the "Project") undertaken by **CANANDAIGUA POWER PARTNERS II, LLC** (the "Company"), as agent of the Agency, consisting of: (i) the acquisition or retention by the Agency of fee title to or a leasehold interest in various parcels of land consisting of approximately 2,560 acres of leased land located off of Shults Hill Road, Fleishman Road, Davis Hollow Road, Dutch Hill Road, Drum Road, Atlanta Back Road, Jeh Road, State Route 371 and Edmond Road, all within the Town of Cohocton, Steuben County, New York (the "Land"); (ii) the replacement on the Land of a wind energy generation facility consisting of approximately fifteen (15) wind turbines with the capacity to produce, in the aggregate, 37.5 megawatts of power, based on the manufactured design specifications of each wind turbine (a "nameplate capacity"), together with related substations, overhead and underground cabling and roadways for the production of wind-generated electricity (the "Improvements"), (iii) the acquisition of and installation in and around the Improvements of certain additional items of equipment and personal property necessary for the operation and maintenance of the wind energy generation

facility (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, in connection with the Project, the Agency provided certain financial assistance to the Company in the form of: (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, and (b) a partial real property tax abatement structured through a tax agreement (together, the "Financial Assistance"); and

WHEREAS, the Company has secured mortgage financing for the Project, and has requested that the Agency now provide *additional* financial assistance to the Company in the form of a mortgage recording tax exemption as permitted by New York State law in the amount of up to **\$1,500,000.00** on the recording of a mortgage or mortgages to finance or re-finance the Project (the "Financial Assistance"); and

sWHEREAS, Financial Assistance to be provided by the Agency to the Company exceeds \$100,000 and, therefore, the Agency must conduct a public hearing under the Act; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the foregoing; and

WHEREAS, it is contemplated that the Agency will (i) retain its interest in the Facility, (ii) hold a public hearing with respect to the Financial Assistance, (iii) negotiate and enter into a mortgage or mortgages with the Company in favor of a lender or lenders identified by the Company for the purpose of financing or refinancing the Project, and (iv) provide Financial Assistance to the Company in the form of a mortgage recording tax exemption as permitted by New York State law on the recording of a mortgage or mortgages to finance or re-finance the Project.

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

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's 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) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Steuben County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Agency finds that the proposed action and the providing of Financial Assistance to the Company constitutes a "Type II action" pursuant to 6 N.Y.C.R.R. Part 617.5 and therefore is exempt from review under SEQRA.

Section 3. The Agency is hereby authorized to conduct a public hearing in compliance with the Act.

Section 4. 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 and to execute and deliver all such 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 resolutions 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 5. These resolutions shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Michael L. Nisbet	[✓]	[]	[]	[]
Scott J. Van Etten	[✓]	[]	[]	[]
Anthony Russo	[✓]	[]	[]	[]
Mark R. Alger	[✓]	[]	[]	[]
Michael J. Doyle	[✓]	[]	[]	[]
Christine G. Sharkey	[✓]	[]	[]	[]
Dean Strobel	[✓]	[]	[]	[]

The resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION

(Canandaigua Power Partners II, LLC Project – Mortgage Recording Tax Exemption)

STATE OF NEW YORK)
COUNTY OF STEUBEN) SS:

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

That I have compared the annexed extract of the minutes of the meeting of the Steuben County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 22, 2020, with the original thereof on file the Agency's 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 Directors 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 said Agency this 22nd day of October, 2020.


Secretary

[SEAL]