

**ConnectGen Solar  
Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Isaac Phillips	ConnectGen
Derek Rieman	ConnectGen
Peter Swartz	ConnectGen
Danielle O’Connor	Sherman Central School Dist.
Nate Aldrich	CCPEG Staff

Monica Simpson  
Rebecca Wurster  
Jason Toczydlowski

CCPEG Staff  
CREDC Staff  
CCIDA Staff

The attached resolution no. 01-25-22-01 was offered by Steven Thorpe, seconded by Gary Henry:

Resolution No. 01-25-22-01

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM  
TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA  
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT  
TO A PROJECT FOR CONNECTGEN CHAUTAUQUA COUNTY LLC  
AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, CONNECTGEN CHAUTAUQUA COUNTY LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in the Applicant’s fee, leasehold, and easement interests in certain parcels of land located at and in the vicinity of the intersection of Route 3 (Miller Road) and Route 6 (NE Sherman Road) in the Town of Ripley, Chautauqua County, New York (collectively, the “Land”), (2) the construction, installation and equipping on or under the Land of: (i) a buried and overhead collection line system, (ii) a collection substation, (iii) a feeder line to carry electricity to the point of interconnection, (iv) an interconnection

substation facility, (v) a battery energy storage facility, (vi) operations and maintenance structure(s), and (vii) a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition of an interest in certain furniture, fixtures, machinery and equipment necessary for the completion thereof, including photovoltaic panels producing direct current (“DC”) electricity with a planned total rated alternating current (“AC”) output capacity of up to 270 megawatts (“MW”) to be mounted on fixed-tilt or tracking panel racks, inverters to convert DC electricity to AC electricity, battery storage and related facilities (collectively, the “Equipment”), all of the foregoing for use by the Applicant as a solar-powered electric generating facility (collectively, the “Project Facility”), (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Application states that the Applicant is seeking an exemption from real property taxes with respect to the Improvements that, if granted, would constitute a deviation from the Agency’s established Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) that is published on the Agency’s website; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused letters dated January 7, 2022 (the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 25, 2022 (the “IDA Meeting”), consider a proposed deviation from the Tax Exemption Policy with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Improvements; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 2. Prior to making the determinations set forth in this Resolution, the members of the Agency have considered and weighed all of the factors set forth in the Tax Exemption Policy.

Section 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letters (copies of which are attached hereto as Exhibit A) because the Property Tax Exemption (as defined in the Pilot Deviation Notice Letters) is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Section 4. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed straight-lease transaction with the Applicant (the “Transaction”), the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement providing for, among other things, the making of payments in lieu of property taxes consistent with the Pilot Deviation Notice Letters, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Improvements.

Section 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.

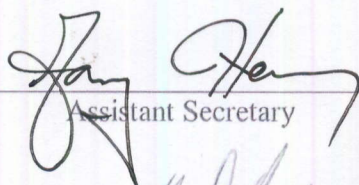
STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF CHAUTAUQUA    )


WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman

**EXHIBIT A**

Pilot Deviation Notice Letters

See Attached



County of Chautauqua Industrial Development Agency

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January 7, 2022

**EMAIL & US MAIL DISTRIBUTION (COVID-19 PANDEMIC)**  
**CERTIFIED MAIL/RETURN RECEIPT**  
**DELIVERY AND READ RECEIPTS REQUESTED**

Mr. Paul M. Wendel Jr., Chautauqua County Executive  
Mr. Douglas Bowen, Ripley Town Supervisor  
Mr. William Caldwell, Ripley Central School Superintendent  
Ms. Danielle O'Connor, Sherman Central School Superintendent

**NOTICE OF PROPOSED DEVIATION FROM UNIFORM  
TAX EXEMPTION POLICY AND GUIDELINES**

Ladies and Gentlemen:

Notice is hereby given that at a meeting of the County of Chautauqua Industrial Development Agency (the "Agency") to be held on January 25, 2022, at 10:00 a.m., local time, from the offices of the Agency, 201 West Third Street, Jamestown, County of Chautauqua, New York, the Agency will consider whether to approve the application of CONNECTGEN CHAUTAUQUA COUNTY LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the "Applicant"), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy and Guidelines (the "Policy") with respect to the payment of real property taxes.

The Applicant submitted an application for financial assistance (the "Application") to the Agency requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in the Applicant's fee, leasehold, and easement interests in certain parcels of land located at and in the vicinity of the intersection of Route 3 (Miller Road) and Route 6 (NE Sherman Road) in the Town of Ripley, Chautauqua County, New York (collectively, the "Land"), (2) the construction, installation and equipping on or under the Land of: (i) a buried and overhead collection line system, (ii) a collection substation, (iii) a feeder line to carry electricity to the point of interconnection, (iv) an interconnection substation facility, (v) a battery energy storage facility, (vi) operations and maintenance structure(s), and (vii) a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the "Improvements"), and (3) the acquisition of an interest in certain furniture, fixtures,

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201 W. Third Street, Suite 115, Jamestown, NY 14701-6902  
PH 716-661-8900 / FAX 716-664-4515  
[ccida@ccida.com](mailto:ccida@ccida.com)





County of Chautauqua Industrial Development Agency

machinery and equipment necessary for the completion thereof, including photovoltaic panels producing direct current (“DC”) electricity with a planned total rated alternating current (“AC”) output capacity of up to 270 megawatts (“MW”) to be mounted on fixed-tilt or tracking panel racks, inverters to convert DC electricity to AC electricity, battery storage and related facilities (collectively, the “Equipment”), all of the foregoing for use by the Applicant as a solar-powered electric generating facility (collectively, the “Project\_Facility”), (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency.

The Project Facility would be initially owned, operated and/or managed by the Applicant (or such other designated entity(ies)).

The Application states that the Applicant is seeking an abatement of real property taxes with respect the Project Facility. Based upon negotiations between representatives of the Applicant and the Agency, the parties contemplate that the Agency may agree to grant a real property tax exemption with respect to the Improvements only (the “Property Tax Exemption”). The Property Tax Exemption would result in a payment in lieu of taxes (“PILOT”) agreement between the Agency and the Applicant and/or its affiliates having a term of thirty (30) fiscal tax years (the “PILOT Term”), with annual PILOT payments with respect to the Improvements as follows:

<b>PILOT Year</b>	<b>Annual PILOT Payment</b>
1	\$2,750 per Megawatt A/C
2	Year 1 PILOT Payment increased by 2%
3	Year 2 PILOT Payment increased by 2%
4	Year 3 PILOT Payment increased by 2%
5	Year 4 PILOT Payment increased by 2%
6	Year 5 PILOT Payment increased by 2%
7	Year 6 PILOT Payment increased by 2%
8	Year 7 PILOT Payment increased by 2%
9	Year 8 PILOT Payment increased by 2%
10	Year 9 PILOT Payment increased by 2%
11	Year 10 PILOT Payment increased by 2%

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12	Year 11 PILOT Payment increased by 2%
13	Year 12 PILOT Payment increased by 2%
14	Year 13 PILOT Payment increased by 2%
15	Year 14 PILOT Payment increased by 2%
16	Year 15 PILOT Payment increased by 2%
17	Year 16 PILOT Payment increased by 2%
18	Year 17 PILOT Payment increased by 2%
19	Year 18 PILOT Payment increased by 2%
20	Year 19 PILOT Payment increased by 2%
21	Year 20 PILOT Payment increased by 2%
22	Year 21 PILOT Payment increased by 2%
23	Year 22 PILOT Payment increased by 2%
24	Year 23 PILOT Payment increased by 2%
25	Year 24 PILOT Payment increased by 2%
26	Year 25 PILOT Payment increased by 2%
27	Year 26 PILOT Payment increased by 2%
28	Year 27 PILOT Payment increased by 2%
29	Year 28 PILOT Payment increased by 2%
30	Year 29 PILOT Payment increased by 2%

No exemption from real property taxes and assessments would be granted by the Agency with respect to the Land or the existing improvements thereon and the Land and such improvements would remain on the tax rolls as taxable property subject to taxation at their then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

Thereafter, and through the end of the term of the lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Improvements were returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would be a deviation from the Policy.

The reason for the proposed deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in



County of Chautauqua Industrial Development Agency

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this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Based on amendments to the New York State Open Meetings Law as a result of the COVID-19 pandemic, the meeting will be held via Zoom meeting and telephone conference call rather than a meeting open for the public to attend in person. You as a representative of a potentially affected tax jurisdiction, may address the Agency with your comments during the meeting and/or submit correspondence prior to the meeting.

You may view or listen to the meeting by logging into the following website and/or using the following dial-in information:

Topic: CCIDA Board Meeting

Time: Jan 25, 2022 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/84125987694>

Meeting ID: 841 2598 7694

One tap mobile

+19292056099,,84125987694# US (New York)

+13017158592,,84125987694# US (Washington DC)

Dial by your location

+1 929 205 6099 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

Meeting ID: 841 2598 7694

Find your local number: <https://us02web.zoom.us/j/84125987694>

Comments may also be submitted to the Agency in writing or electronically to: [StrandbR@chqgov.com](mailto:StrandbR@chqgov.com).

The meeting will be streamed on the Agency's website in real-time and a recording of the meeting will be posted on the Agency's website, all in accordance with Section 857 of the New York General Municipal Law, as amended.

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County of Chautauqua Industrial Development Agency

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Copies of the Application, including the request for a deviation from the Policy, are available for review by the public online at [www.ccida.com](http://www.ccida.com). For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Richard E. Dixon  
Chief Financial Officer

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**ConnectGen Solar  
Final Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
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Derek Rieman	ConnectGen
Peter Swartz	ConnectGen
Danielle O’Connor	Sherman Central School Dist.
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff

**ConnectGen Solar  
Final Approving Resolution**

The attached resolution no. 01-25-22-02 was offered by Gary Henry, seconded by Jay Churchill:

Resolution No. 01-25-22-02

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR  
CONNECTGEN CHAUTAUQUA COUNTY LLC AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, CONNECTGEN CHAUTAUQUA COUNTY LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in the Applicant’s fee, leasehold, and easement interests in certain parcels of land located at and in the vicinity of the intersection of Route 3 (Miller Road) and Route 6 (NE Sherman Road) in the Town of Ripley, Chautauqua County, New York (collectively, the “Land”), (2) the construction, installation and equipping on or under the Land of: (i) a buried and overhead collection line system, (ii) a collection substation, (iii) a feeder line to carry electricity to the point of interconnection, (iv) an interconnection substation facility, (v) a battery energy storage facility, (vi) operations and maintenance structure(s), and (vii) a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3)

the acquisition of an interest in certain furniture, fixtures, machinery and equipment necessary for the completion thereof, including photovoltaic panels producing direct current (“DC”) electricity with a planned total rated alternating current (“AC”) output capacity of up to 270 megawatts (“MW”) to be mounted on fixed-tilt or tracking panel racks, inverters to convert DC electricity to AC electricity, battery storage and related facilities (collectively, the “Equipment”), all of the foregoing for use by the Applicant as a solar-powered electric generating facility (collectively, the “Project Facility”), (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Administrative Director/CEO of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on January 7, 2022 to the chief executive officer of the County of Chautauqua (the “County”) and of each other affected tax jurisdiction within which the Project Facility is or is to be located, and posted a copy of the Application on the Agency’s website; (B) caused notice of the Public Hearing to be published on January 8, 2022 in *The Observer*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on January 20, 2022, at 10:00 a.m., local time, at Meeder’s Restaurant, 19 East main Street, Ripley, Town of Ripley, County of Chautauqua, New York; (D) caused the Public Hearing to be streamed on the Agency’s website in real-time and a recording of the Public Hearing to be posted on the Agency’s website, all in accordance with Section 857 of the Act, as amended; and (E) caused a written report of the Public Hearing to be prepared which fairly summarizes the views presented at the Public Hearing and collected written comments from the public (collectively, the “Report”) and distributed the Report to the members of the Agency; and

WHEREAS, the Applicant has submitted an application to the New York State Office of Renewable Energy Siting for review of the Project pursuant to Executive Law Section 94-c; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), Section 8-0111(5)(b), the Agency is precluded from undertaking a review of the Project since the Project requires a permit under Executive Law Section 94-c; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letter dated January 7, 2022 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 20, 2022 (the "IDA Meeting"), consider a proposed deviation from the Agency's Uniform Tax Exemption Policy and Guidelines (the "Tax Exemption Policy") with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Improvements and pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (B) the members of the Agency conducted the IDA Meeting on the date hereof, reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy and approved the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, the Applicant and/or one (1) or more of its affiliates will (A) execute and deliver a certain Company Lease Agreement (the "Company Lease"), pursuant to which the Applicant and/or such affiliate(s) will grant to the Agency a leasehold interest in the Project Facility; (B) execute and deliver a certain Agency Lease Agreement (Uniform Project Agreement) (the "Agency Lease"), pursuant to which the Agency will grant to the Applicant and/or such affiliate(s) a subleasehold interest in the Project Facility; (C) execute and deliver a certain Payment in Lieu of Taxes Agreement (the "PILOT Agreement") pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (D) execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Company Lease, the Agency Lease and the PILOT Agreement, collectively, the "Transaction Documents");

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

Section 1. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the Financial Assistance (the "Analysis"). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Applicant to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevention of economic deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency's purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a "project" within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicant;

(d) the completion of the Project Facility, the sublease thereof by the Agency to the Applicant and the operation thereof by the Applicant will not result in the removal of a facility or plant of the Applicant or any other occupant or user 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 Applicant or any other occupant or user located within the State (but outside of the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of



paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers;

(h) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicant in undertaking the Project in the County, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act; and

(i) the Project will not result in the removal or abandonment of a plant or facility of the Applicant or any other occupant or user of the Project Facility, currently located within the County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the Application, the Analysis and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at or in connection with the Public Hearing and the IDA Meeting, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance, subject to the terms hereof. The Agency hereby approves the granting of (a) an exemption from real property taxes having an estimated value of \$38,157,743, (b) an exemption from mortgage recording taxes in the maximum amount of \$4,355,975, and (c) an exemption from sales and use taxes in the maximum amount of \$27,878,240.

Section 5. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 6. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Company Lease and the other Transaction Documents, (b) grant a subleasehold interest in the Project Facility pursuant to the Agency Lease and the other Transaction Documents, (c) grant the Financial Assistance, (d) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine (such bank, governmental agency or financial institution, the “Bank”), encumbering the Project Facility, solely to subject the Agency’s interest in the Project Facility to the lien thereof, all to secure one (1) or more loans made by the Bank to the Applicant with respect to the Project Facility, and (e) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chairman, the Vice Chairman, the Administrative Director/CEO or the Chief Financial Officer may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with

such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 11. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
(Vice Chairman)

## Athenex Consent Resolution

A special meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

### PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

### NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff
Dr. Patrick Soon-Shiong	Founder, Exec. Chairman & Global Chief Scientific & Medical Officer of ImmunityBio
Richard Adcock	Chief Executive Officer & Pres. of ImmunityBio

**Athenex Consent Resolution**

Jason Liljestrom  
Phil Yang  
Stephen Yonaty

General Counsel of ImmunityBio  
VP of Strategic Initiatives of ImmunityBio  
Cannon Heyman & Weiss LLP, outside transaction  
counsel to ImmunityBio

The attached resolution no. 01-25-22-03 was offered by Hans Auer, seconded by Gary Henry:

Resolution No. 01-25-22-03

**RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE TRANSACTION WITH ATHENEX, INC.**

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, ATHENEX, INC. (the “Company”) submitted an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest, by sublease, in an approximately 33.6 acre parcel of vacant land located at 3805 Lake Shore Drive East, Dunkirk, County of Chautauqua, New York (the “Land”), (2) the construction of an approximately 320,000 square foot building (the “Building”) on the Land with potential parking, landscaping and related improvements to the Land (together with the Building,

the “Facility”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing for use by the Company as a biopharmaceutical manufacturing facility (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility back to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, on July 25, 2017, the Agency adopted a resolution (the “Approving Resolution”), authorizing the undertaking of the Project and the granting of the Financial Assistance with respect to the Project and the Project Facility; and

WHEREAS, on or about October 6, 2021, the Agency appointed the Company as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Project Facility and the Agency leased the Project Facility to the Company, all pursuant to the terms and conditions set forth in that certain Agency Lease Agreement (Uniform Project Agreement) dated as of October 1, 2021 between the Company and the Agency (as amended, modified, supplemented or restated to date, the “Agency Lease”), and the other Transaction Documents (as defined in the Agency Lease); and

WHEREAS, in connection with the Project, the Company agreed to make certain payments in lieu of real property taxes with respect to the Project Facility pursuant to that certain Payment in Lieu of Taxes Agreement dated as of October 1, 2021 between the Agency and the Company (as amended, modified, supplemented or restated to date, the “PILOT Agreement”); and

WHEREAS, the Company has requested that the Agency consent to the assignment by the Company of its right, title and interest in and to the Project Facility, the Agency Lease, the PILOT Agreement and the other Transaction Documents to ImmunityBio, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Assignee”), and the assumption by the Assignee of all of the duties and obligations of the Company under the Agency Lease, the PILOT Agreement and the other Transaction Documents (the “Proposed Transaction”); and

WHEREAS, the Agency is willing to consent to the Proposed Transaction, subject to the terms of this Resolution;

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Agency Lease.

Section 2. The Agency determines that the Company's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (the "SEQR Act") and the regulations adopted by the New York State Department of Environmental Conservation (the "Regulations" and together with the SEQR Act, "SEQRA") involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 3. No additional "financial assistance" (as such term is used in the Act) is being requested by the Company with respect to the Proposed Transaction and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 4. The Agency has considered the Company's request with respect to the Proposed Transaction and hereby finds and determines that the granting of the requested consents by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Chautauqua County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 5. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other applicable laws, rules and regulations that relate thereto.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other applicable laws, rules and regulations that relate to the Proposed Transaction.

Section 7. Based upon the representations made by the Company to the Agency, the Agency hereby approves and consents to the Proposed Transaction and acknowledges and agrees that the provisions of Section 9.1 of the Agency Lease are hereby waived with respect to the Proposed Transaction; provided, however, that (a) nothing herein shall be construed as an agreement by the Agency to grant the Company or the Assignee any other or further consent, waiver or amendment, (b) the Agency's consent to the Proposed Transaction shall not affect or impair in any way the validity, binding effect or enforceability of the Agency Lease, the PILOT Agreement or any other Transaction Document, and (c) nothing herein shall constitute a waiver by the Agency of any default or Event of Default under the Agency Lease, the PILOT Agreement or any other Transaction Document, except as expressly set forth herein with respect to the application of Section 9.1 of the Agency Lease to the Proposed Transaction.



Section 8. The Agency hereby consents to the execution and delivery of such documents, instruments and agreements as the Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, shall deem necessary or desirable to effectuate the Proposed Transaction (collectively, the “Amendment Documents”). The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all other consents, papers, instruments, opinions, certificates, tax certificates, tax filings, affidavits and other documents (collectively, the “Consent Documents”) and to do and cause to be done any and all acts and things necessary or desirable for carrying out this Resolution. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred, and duties and liabilities imposed, upon the Agency or the members thereof by the provisions of this Resolution, the Amendment Documents and the Consent Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The authorizations set forth in this Resolution are subject to the condition that the Company shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, all reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 12. The Agency hereby authorizes the Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, to

approve modifications to the terms approved hereby which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of said officers of the Amendment Documents and/or Consent Documents containing such modifications.

Section 13. The Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Company and such other parties as any such officer may determine.

Section 14. 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:

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.

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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman

**Atwater Capital, LLC Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff
Vince DeJoy	City of Dunkirk
Dick Purol	Town of Dunkirk Supervisor
Rich Morrisroe	Attorney

## Atwater Capital, LLC Deviation Approval Resolution

The attached resolution no. 01-25-22-04 was offered by Jay Churchill, seconded by Kelly Farrell-DuBois:

Resolution No. 01-25-22-04

### RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT FOR ATWATER CAPITAL, LLC AND ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, ATWATER CAPITAL, LLC, a limited liability company duly organized and existing under the laws of the State of Florida and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in a parcel of land located at 181 Stegelske Avenue, Town of Dunkirk, Chautauqua County, New York (collectively, the “181 Stegelske Parcel”), (2) the renovation of the existing approximately 186,000 square foot warehouse/distribution facility located on the 181 Stegelske Parcel (collectively, the “181 Stegelske Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion

thereof (the “181 Stegelske Equipment”), all of the foregoing for use by the Applicant and/or its affiliates as a warehouse and distribution facility (the 181 Stegelske Parcel, the 181 Stegelske Improvements and the 181 Stegelske Equipment being referred to herein collectively as the “181 Stegelske Project Facility”); (B)(1) the acquisition of an interest in a parcel of land located at 6 Stegelske Avenue, City of Dunkirk, Chautauqua County, New York (the “6 Stegelske Parcel” and together with the 181 Stegelske Parcel, the “Land”), (2) the renovation of the existing approximately 500 square foot pump house located on the 6 Stegelske Parcel (collectively, the “6 Stegelske Improvements” and together with the 181 Stegelske Improvements, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “6 Stegelske Equipment” and together with the 181 Stegelske Equipment, the “Equipment”), all of the foregoing for use by the Applicants and/or its affiliates as a pump house facility (the 6 Stegelske Parcel, the 6 Stegelske Improvements and the 6 Stegelske Equipment being referred to herein collectively as the “6 Stegelske Project Facility” and together with the 181 Stegelske Project Facility, the “Project Facility”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Chief Executive Officer of the Agency caused a letter dated January 6, 2022 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 25, 2022 (the “IDA Meeting”), consider a proposed deviation from the Agency’s Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 2. Prior to making the determinations set forth in this Resolution, the members of the Agency have considered and weighed all of the factors set forth in the Tax Exemption Policy.

Section 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letters (copies of which are attached hereto as Exhibit A) because the Property Tax Exemption (as defined in the Pilot Deviation Notice Letters) is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Section 4. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed straight-lease transaction with the Applicant (the “Transaction”), the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into one (1) or more Payment in Lieu of Taxes Agreements providing for, among other things, the making of payments in lieu of property taxes consistent with the Pilot Deviation Notice Letters, and (B) file one (1) or more applications for real property tax exemption with the appropriate assessor(s) with respect to the Project Facility.

Section 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.




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


WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman



County of Chautauqua Industrial Development Agency

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January 6, 2022

**EMAIL & US MAIL DISTRIBUTION (COVID-19 PANDEMIC)**  
**CERTIFIED MAIL/RETURN RECEIPT**  
**DELIVERY AND READ RECEIPTS REQUESTED**

County Executive Wendel  
3 North Erie Street  
Mayville, NY 14757  
Email: [WendelP@chqgov.com](mailto:WendelP@chqgov.com)

City of Dunkirk  
Mayor Wilfred Rosas  
342 Central Avenue  
Dunkirk, NY 14048  
Email: [wrosas@cityofdunkirk.com](mailto:wrosas@cityofdunkirk.com)

Town of Dunkirk  
Supervisor Richard Purol  
4737 Willow Road  
Dunkirk, NY 14048  
Email: [Dickpurol@dunkirkny.org](mailto:Dickpurol@dunkirkny.org)

Dunkirk City Schools  
Superintendent Michael Mansfield  
620 Marauder Drive  
Dunkirk, NY 14048  
Email: [mmansfield@dunkirkcsd.org](mailto:mmansfield@dunkirkcsd.org)

**NOTICE OF PROPOSED DEVIATION FROM UNIFORM  
TAX EXEMPTION POLICY AND GUIDELINES**

Gentlemen:

Notice is hereby given that at a meeting of the County of Chautauqua Industrial Development Agency (the "Agency") to be held on January 25, 2022 at 10:00 a.m., local time, from the offices of the Agency, 201 West Third Street, Jamestown, County of Chautauqua, New York, the Agency will consider whether to approve the application of ATWATER CAPITAL, LLC, a limited liability company duly organized and existing under the laws of the State of Florida and qualified to do business in the State of New York as a foreign limited liability company (the "Applicant"), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy and Guidelines (the "Policy") with respect to the payment of real property taxes.

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201 W. Third Street, Suite 115, Jamestown, NY 14701-6902  
PH 716-661-8900 / FAX 716-664-4515  
[ccida@ccida.com](mailto:ccida@ccida.com)





County of Chautauqua Industrial Development Agency

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The Applicant submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in a parcel of land located at 181 Stegelske Avenue, Town of Dunkirk, Chautauqua County, New York (collectively, the “181 Stegelske Parcel”), (2) the renovation of the existing approximately 186,000 square foot warehouse/distribution facility located on the 181 Stegelske Parcel (collectively, the “181 Stegelske Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “181 Stegelske Equipment”), all of the foregoing for use by the Applicant and/or its affiliates as a warehouse and distribution facility (the 181 Stegelske Parcel, the 181 Stegelske Improvements and the 181 Stegelske Equipment being referred to herein collectively as the “181 Stegelske Project Facility”); (B)(1) the acquisition of an interest in a parcel of land located at 6 Stegelske Avenue, City of Dunkirk, Chautauqua County, New York (the “6 Stegelske Parcel” and together with the 181 Stegelske Parcel, the “Land”), (2) the renovation of the existing approximately 500 square foot pump house located on the 6 Stegelske Parcel (collectively, the “6 Stegelske Improvements” and together with the 181 Stegelske Improvements, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “6 Stegelske Equipment” and together with the 181 Stegelske Equipment, the “Equipment”), all of the foregoing for use by the Applicants and/or its affiliates as a pump house facility (the 6 Stegelske Parcel, the 6 Stegelske Improvements and the 6 Stegelske Equipment being referred to herein collectively as the “6 Stegelske Project Facility” and together with the 181 Stegelske Project Facility, the “Project Facility”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency.

The Project Facility would be initially owned, operated and/or managed by the Applicant (or such other designated entity(ies)).

The Application states that the Applicant is seeking an abatement of real property taxes with respect the Project Facility. Based upon negotiations between representatives of the Applicant and the Agency, the parties contemplate that the Agency may agree to grant a real property tax exemption with respect to the Project Facility (the “Property Tax Exemption”) that would result in a payment in lieu of taxes (“PILOT”) agreement between the Agency and the Applicant and/or its affiliates having a term of ten (10) fiscal tax years (the “PILOT Term”), with annual PILOT payments with respect to the Project Facility as follows:

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County of Chautauqua Industrial Development Agency

**181 Stegelske Avenue**

<b><u>PILOT Year</u></b>	<b><u>Annual PILOT Payment</u></b>
1	\$92,421
2	\$92,421
3	\$92,421
4	\$92,421
5	\$92,421
6	\$92,421
7	\$92,421
8	\$92,421
9	\$92,421
10	\$92,421

**6 Stegelske Avenue**

<b><u>PILOT Year</u></b>	<b><u>Annual PILOT Payment</u></b>
1	\$920
2	\$920
3	\$920
4	\$920
5	\$920
6	\$920
7	\$920
8	\$920
9	\$920
10	\$920

Thereafter, and through the end of the term of the lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Project Facility was returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would be a deviation from the Policy.

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County of Chautauqua Industrial Development Agency

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The reason for the proposed deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Based on amendments to the New York State Open Meetings Law as a result of the COVID-19 pandemic, the meeting will be held via Zoom meeting and telephone conference call rather than a meeting open for the public to attend in person. You as a representative of a potentially affected tax jurisdiction, may address the Agency with your comments during the meeting and/or submit correspondence prior to the meeting.

You may view or listen to the meeting by logging into the following website and/or using the following dial-in information:

Topic: CCIDA Board Meeting

Time: Jan 25, 2022 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/84125987694>

Meeting ID: 841 2598 7694

One tap mobile

+19292056099,,84125987694# US (New York)

+13017158592,,84125987694# US (Washington DC)

Dial by your location

+1 929 205 6099 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

Meeting ID: 841 2598 7694

Find your local number: <https://us02web.zoom.us/j/84125987694>

Comments may also be submitted to the Agency in writing or electronically to: [morabitk@chqgov.com](mailto:morabitk@chqgov.com).

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PH 716-661-8900 / FAX 716-664-4515

[ccida@ccida.com](mailto:ccida@ccida.com)





County of Chautauqua Industrial Development Agency

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The meeting will be streamed on the Agency's website in real-time and a recording of the meeting will be posted on the Agency's website, all in accordance with Section 857 of the New York General Municipal Law, as amended.

Copies of the Application, including the request for a deviation from the Policy, are available for review by the public online at [www.ccida.com](http://www.ccida.com). For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA INDUSTRIAL  
DEVELOPMENT AGENCY

A handwritten signature in blue ink that reads "Richard E. Dixon".

By: \_\_\_\_\_

Richard E. Dixon  
Chief Financial Officer

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[ccida@ccida.com](mailto:ccida@ccida.com)



**Atwater Capital, LLC Authorizing Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff
Vince DeJoy	City of Dunkirk
Dick Purol	Town of Dunkirk Supervisor
Rich Morrisroe	Attorney

## Atwater Capital, LLC Authorizing Resolution

The attached resolution no. 01-25-22-05 was offered by Kelly Farrell-DuBois, seconded by Steven Thorpe:

Resolution No. 01-25-22-05

### RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR ATWATER CAPITAL, LLC AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, ATWATER CAPITAL, LLC, a limited liability company duly organized and existing under the laws of the State of Florida and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in a parcel of land located at 181 Stegelske Avenue, Town of Dunkirk, Chautauqua County, New York (collectively, the “181 Stegelske Parcel”), (2) the renovation of the existing approximately 186,000 square foot warehouse/distribution facility located on the 181 Stegelske Parcel (collectively, the “181 Stegelske Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion



thereof (the “181 Stegelske Equipment”), all of the foregoing for use by the Applicant and/or its affiliates as a warehouse and distribution facility (the 181 Stegelske Parcel, the 181 Stegelske Improvements and the 181 Stegelske Equipment being referred to herein collectively as the “181 Stegelske Project Facility”); (B)(1) the acquisition of an interest in a parcel of land located at 6 Stegelske Avenue, City of Dunkirk, Chautauqua County, New York (the “6 Stegelske Parcel” and together with the 181 Stegelske Parcel, the “Land”), (2) the renovation of the existing approximately 500 square foot pump house located on the 6 Stegelske Parcel (collectively, the “6 Stegelske Improvements” and together with the 181 Stegelske Improvements, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “6 Stegelske Equipment” and together with the 181 Stegelske Equipment, the “Equipment”), all of the foregoing for use by the Applicants and/or its affiliates as a pump house facility (the 6 Stegelske Parcel, the 6 Stegelske Improvements and the 6 Stegelske Equipment being referred to herein collectively as the “6 Stegelske Project Facility” and together with the 181 Stegelske Project Facility, the “Project Facility”); (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Administrative Director/CEO of the Agency (A) caused two (2) notices of public hearings of the Agency pursuant to Section 859-a of the Act (the “Public Hearings”) to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on December 27, 2021 to the chief executive officer of the County of Chautauqua (the “County”) and of each other affected tax jurisdiction within which the Project Facility is or is to be located, and posted a copy of the Application on the Agency’s website; (B) caused notices of the Public Hearings to be published on January 1-2, 2021 in *The Observer*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearings to be conducted on January 12, 2022 at 11:30 a.m., local time, at Town of Dunkirk Town Hall, 4737 Willow Road, Dunkirk, County of Chautauqua, New York, and on January 12, 2022, at 1:30 p.m., local time, at Fredonia Technology Incubator, 214 Central Avenue, 1st Floor Large Conference Room, City of Dunkirk, County of Chautauqua, New York;

(D) caused the Public Hearings to be streamed on the Agency’s website in real-time and a recording of the Public Hearings to be posted on the Agency’s website, all in accordance with Section 857 of the Act, as amended; and (E) caused a written report of the Public Hearings to be prepared which fairly summarizes the views presented at the Public Hearings and collected written comments from the public (collectively, the “Report”) and distributed the Report to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations” and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Agency has completed, received and/or reviewed: (1) the Application; and (2) a Short Environmental Assessment Form (“EAF”); collectively, (1)-(2) shall be referred to as the “Environmental Information”); and

WHEREAS, prior to making a recommendation about the potential environmental significance of the Project, the Agency has reviewed the Environmental Information, consulted various information sources, and considered the list of activities which are Type I Actions outlined in Section 617.4 of the Regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the Regulations and the criteria for determining significance outlined in Section 617.7 of the Regulations; and

WHEREAS, 6 NYCRR 617.2(ak) of the Regulations states that a Type II action is an action or class of actions identified under 6 NYCRR 617.5; and

WHEREAS, 6 NYCRR 617.5(a) states that actions identified as Type II actions have been determined not to have a significant impact on the environment or are otherwise precluded from environmental review under the SEQR Act; and

WHEREAS, 6 NYCRR 617.5(c) states that Type II actions not subject to further review under SEQRA include “maintenance or repair involving no substantial changes in an existing structure or facility,” “replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes, unless such action meets or exceeds any of the thresholds in section 617.4 of this Part,” the “purchase or sale of furnishings, equipment or supplies, including surplus government property” and “reuse of a residential or commercial structure, or of a structure containing mixed residential and commercial uses, where the residential or commercial use is a permitted use under the applicable zoning law or ordinance” in connection with a project; and

WHEREAS, the Project consists of renovation of the existing Project Facility within its existing footprint and improvements to the interior of the Project Facility to accommodate the installation of the Equipment and the reuse of the Project Facility;

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Chief Executive Officer of the Agency caused a letter dated January 6, 2022 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 25, 2022 (the “IDA Meeting”), consider a proposed deviation from the Agency’s Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Project Facility; and (B) the members of the Agency conducted the IDA Meeting on the date hereof, reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy and approved the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, the Applicant and/or one (1) or more of its affiliates will (A) execute and deliver one (1) or more Company Lease Agreements (collectively, the “Company Lease”), pursuant to which the Applicant and/or such affiliate(s) will grant to the Agency a leasehold interest in the Project Facility; (B) execute and deliver one (1) or more Agency Lease Agreements (Uniform Project Agreements) (collectively, the “Agency Lease”), pursuant to which the Agency will grant to the Applicant and/or such affiliate(s) a subleasehold interest in the Project Facility; (C) execute and deliver one (1) or more Payment in Lieu of Taxes Agreement (collectively, the “PILOT Agreement”), pursuant to which the Agency would grant an exemption from real property taxes with respect to the Project Facility; and (D) execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Company Lease, the Agency Lease and the PILOT Agreement, collectively, the “Transaction Documents”);

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

Section 1. Based upon the Agency’s review of the Environmental Information, the Agency has made the following findings:

(a) The Project is a Type II action under SEQRA, precluded from further environmental review, because it consists of the “replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including upgrading buildings to meet building or fire codes,” the “purchase or sale of furnishings, equipment or supplies, including surplus government property” and “reuse of a residential or commercial structure, or of a structure containing mixed

residential and commercial uses, where the residential or commercial use is a permitted use under the applicable zoning law or ordinance” in connection with a project and does not meet or exceed any threshold for a Type I action.

(b) More specifically, the Project involves the replacement, rehabilitation or reconstruction of a structure or facility, in kind, because it involves interior renovation and rehabilitation of an existing structure with use and occupancy by a type of use permitted within the zoning district occupied by the Land. The Project will not expand the footprint of the Project Facility nor increase or substantially alter environmental impacts associated with the Land. Project Finally, the Project includes the acquisition of the Equipment in connection with the above.

Section 2. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the Financial Assistance (the “Analysis”). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Applicant to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevention of economic deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency’s purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a “project” within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicant;

(d) the completion of the Project Facility, the sublease thereof by the Agency to the Applicant and the operation thereof by the Applicant will not result in the removal of a facility or plant of the Applicant or any other occupant or user 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 Applicant or any other occupant or

user located within the State (but outside of the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers;

(h) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicant in undertaking the Project in the County, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act; and

(i) the Project will not result in the removal or abandonment of a plant or facility of the Applicant or any other occupant or user of the Project Facility, currently located within the County.

Section 3. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the Application, the Analysis and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 4. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 5. Having considered fully all comments received at or in connection with the Public Hearings and the IDA Meeting, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance, subject to the terms hereof. The Agency hereby approves the granting of (a) an exemption from real property taxes having an estimated value of \$497,650, (b) an exemption from mortgage recording taxes in the maximum amount of \$58,750, and (c) an exemption from sales and use taxes in the maximum amount of \$15,500.

Section 6. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 7. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Company Lease and the other Transaction Documents, (b) grant a subleasehold interest in the Project Facility pursuant to the Agency Lease and the other Transaction Documents, (c) grant the Financial Assistance, (d) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine (such bank, governmental agency or financial institution, the "Bank"), encumbering the Project Facility, solely to subject the Agency's interest in the Project Facility to the lien thereof, all to secure one (1) or more loans made by the Bank to the Applicant with respect to the Project Facility, and (e) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 8. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chairman, the Vice Chairman, the Administrative Director/CEO or the Chief Financial Officer may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The

execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 9. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 11. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 12. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant 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. 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:

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.



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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman

**Hanover II PV, LLC  
Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff
Vince DeJoy	City of Dunkirk

Dick Puro  
Rich Morrisroe

Town of Dunkirk Supervisor  
Attorney

The attached resolution no. 01-25-22-06 was offered by Tom Harmon, seconded by Jay Churchill:

Resolution No. 01-25-22-06

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM  
TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA  
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT  
TO A PROJECT FOR HANOVER II PV, LLC  
AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, HANOVER II PV, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.5 acre parcel of land located at 11064 Hanover Road, Forestville, Town of Hanover, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) approximately 10,556 solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) twenty-three (23) inverters, (iii) two (2) transformers, (iv) underground and overhead electrical lines, (v) fencing, and (vi) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 4.75 megawatt solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within

the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Application states that the Applicant is seeking an exemption from real property taxes with respect to the Improvements that, if granted, would constitute a deviation from the Agency’s established Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) that is published on the Agency’s website; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letters dated January 5, 2022 (the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 25, 2022 (the “IDA Meeting”), consider a proposed deviation from the Tax Exemption Policy with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Improvements and pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (B) the members of the Agency conducted the IDA Meeting on the date hereof and reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 874(4) of the Act with respect to the proposed deviation from the Tax Exemption Policy;

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

Section 1. The Agency hereby determines that the Agency has fully complied with the requirements of Section 874(4) of the Act relating to the proposed deviation from the Tax Exemption Policy.

Section 2. Prior to making the determinations set forth in this Resolution, the members of the Agency have considered and weighed all of the factors set forth in the Tax Exemption Policy.

Section 3. Having reviewed all comments and correspondence received at or prior to the IDA Meeting, the Agency hereby approves the proposed deviation from the Tax Exemption Policy as described in the Pilot Deviation Notice Letters (copies of which are attached hereto as Exhibit A) because the Property Tax Exemption (as defined in the Pilot Deviation Notice Letters) is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.

Section 4. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. If the Agency hereafter adopts appropriate final approving resolutions with respect to the proposed straight-lease transaction with the Applicant (the “Transaction”), the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed, acting individually or jointly, to cause the Agency to (A) enter into a Payment in Lieu of Taxes Agreement providing for, among other things, the making of payments in lieu of property taxes consistent with the Pilot Deviation Notice Letters, and (B) file an application for real property tax exemption with the appropriate assessor(s) with respect to the Improvements.

Section 5. This Resolution shall take effect immediately, but is subject to and conditioned upon the closing of the Transaction.

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

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.

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

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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman

**EXHIBIT A**

Pilot Deviation Notice Letters

See Attached





County of Chautauqua Industrial Development Agency

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January 5, 2022

**EMAIL & US MAIL DISTRIBUTION (COVID-19 PANDEMIC)**  
**CERTIFIED MAIL/RETURN RECEIPT**  
**DELIVERY AND READ RECEIPTS REQUESTED**

Paul Wendel, County Executive  
Chautauqua County  
County Executive's Office  
Gerace Office Building  
3 N. Erie St.  
Mayville, NY 14757  
[wendelp@chqgov.com](mailto:wendelp@chqgov.com)

Todd Crandall, Superintendent  
Silver Creek Central School District  
Superintendent's Office  
1 Dickinson Street  
Silver Creek, NY 14136  
[tcrandall@silvercreekschools.org](mailto:tcrandall@silvercreekschools.org)

Todd Johnson, Supervisor  
Town of Hanover  
68 Hanover St.  
Silver Creek, NY 14136  
[toddjohnson@hanoverny.com](mailto:toddjohnson@hanoverny.com)

**NOTICE OF PROPOSED DEVIATION FROM UNIFORM  
TAX EXEMPTION POLICY AND GUIDELINES**

Gentlemen:

Notice is hereby given that at a meeting of the County of Chautauqua Industrial Development Agency (the "Agency") to be held on January 25, 2022 at 10:00 a.m., local time, from the offices of the Agency, 201 West Third Street, Jamestown, County of Chautauqua, New York, the Agency will consider whether to approve the application of HANOVER II PV, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the "Applicant"), for certain "financial assistance" which, if granted, would deviate from the Agency's Uniform Tax Exemption Policy and Guidelines (the "Policy") with respect to the payment of real property taxes.

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201 W. Third Street, Suite 115, Jamestown, NY 14701-6902  
PH 716-661-8900 / FAX 716-664-4515  
[ccida@ccida.com](mailto:ccida@ccida.com)





County of Chautauqua Industrial Development Agency

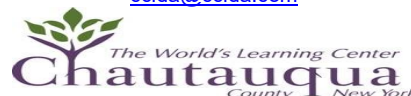
The Applicant submitted an application for financial assistance (the "Application") to the Agency requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.5 acre parcel of land located at 11064 Hanover Road, Forestville, Town of Hanover, Chautauqua County, New York (collectively, the "Land"), (2) the acquisition, construction, installation, and equipping on the Land of: (i) approximately 10,556 solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) twenty-three (23) inverters, (iii) two (2) transformers, (iv) underground and overhead electrical lines, (v) fencing, and (vi) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the "Improvements"), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment" and together with the Land and the Improvements, collectively, the "Project Facility"), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 4.75 megawatt solar-powered electrical generation facility; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency.

The Project Facility would be initially owned, operated and/or managed by the Applicant (or such other designated entity(ies)).

The Application states that the Applicant is seeking an abatement of real property taxes with respect the Project Facility. Based upon negotiations between representatives of the Applicant and the Agency, the parties contemplate that the Agency may agree to grant a real property tax exemption with respect to the Improvements only (the "Property Tax Exemption"). The Property Tax Exemption would result in a payment in lieu of taxes ("PILOT") agreement between the Agency and the Applicant and/or its affiliates having a term of twenty-five (25) fiscal tax years (the "PILOT Term"), with annual PILOT payments with respect to the Improvements as follows:

<b>PILOT Year</b>	<b>Annual PILOT Payment</b>
1	\$3,850 per Megawatt A/C
2	Year 1 PILOT Payment increased by 2%
3	Year 2 PILOT Payment increased by 2%
4	Year 3 PILOT Payment increased by 2%
5	Year 4 PILOT Payment increased by 2%
6	Year 5 PILOT Payment increased by 2%
7	Year 6 PILOT Payment increased by 2%

201 W. Third Street, Suite 115, Jamestown, NY 14701-6902  
PH 716-661-8900 / FAX 716-664-4515  
[ccida@ccida.com](mailto:ccida@ccida.com)





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8	Year 7 PILOT Payment increased by 2%
9	Year 8 PILOT Payment increased by 2%
10	Year 9 PILOT Payment increased by 2%
11	Year 10 PILOT Payment increased by 2%
12	Year 11 PILOT Payment increased by 2%
13	Year 12 PILOT Payment increased by 2%
14	Year 13 PILOT Payment increased by 2%
15	Year 14 PILOT Payment increased by 2%
16	Year 15 PILOT Payment increased by 2%
17	Year 16 PILOT Payment increased by 2%
18	Year 17 PILOT Payment increased by 2%
19	Year 18 PILOT Payment increased by 2%
20	Year 19 PILOT Payment increased by 2%
21	Year 20 PILOT Payment increased by 2%
22	Year 21 PILOT Payment increased by 2%
23	Year 22 PILOT Payment increased by 2%
24	Year 23 PILOT Payment increased by 2%
25	Year 24 PILOT Payment increased by 2%

No exemption from real property taxes and assessments would be granted by the Agency with respect to the Land or the existing improvements thereon and the Land and such improvements would remain on the tax rolls as taxable property subject to taxation at their then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

Thereafter, and through the end of the term of the lease or installment sale agreement with respect to the Project Facility, the payments would be equal to the real property taxes and assessments that would be payable as if the Improvements were returned to the tax rolls as taxable property and subject to taxation at its then current, full assessed value, as the same may be reassessed from time to time, and subject to tax rate increases imposed by the affected tax jurisdictions.

The Property Tax Exemption, if approved by the Agency, would be a deviation from the Policy.

The reason for the proposed deviation is that the Property Tax Exemption, if approved by the Agency, is necessary to induce the Applicant to undertake the Project in Chautauqua County. Deviating from the Policy in this instance will advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and Chautauqua County.



County of Chautauqua Industrial Development Agency

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Based on amendments to the New York State Open Meetings Law as a result of the COVID-19 pandemic, the meeting will be held via Zoom meeting and telephone conference call rather than a meeting open for the public to attend in person. You as a representative of a potentially affected tax jurisdiction, may address the Agency with your comments during the meeting and/or submit correspondence prior to the meeting.

You may view or listen to the meeting by logging into the following website and/or using the following dial-in information:

Topic: CCIDA Board Meeting

Time: Jan 25, 2022 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/84125987694>

Meeting ID: 841 2598 7694

One tap mobile

+19292056099,,84125987694# US (New York)

+13017158592,,84125987694# US (Washington DC)

Dial by your location

+1 929 205 6099 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

Meeting ID: 841 2598 7694

Find your local number: <https://us02web.zoom.us/j/84125987694>

Comments may also be submitted to the Agency in writing or electronically to: [morabitk@chqgov.com](mailto:morabitk@chqgov.com).

The meeting will be streamed on the Agency's website in real-time and a recording of the meeting will be posted on the Agency's website, all in accordance with Section 857 of the New York General Municipal Law, as amended.

Copies of the Application, including the request for a deviation from the Policy, are available for review by the public online at [www.ccida.com](http://www.ccida.com). For additional assistance, contact the Agency at (716) 661-8900.

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201 W. Third Street, Suite 115, Jamestown, NY 14701-6902

PH 716-661-8900 / FAX 716-664-4515

[ccida@ccida.com](mailto:ccida@ccida.com)





County of Chautauqua Industrial Development Agency

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COUNTY OF CHAUTAUQUA INDUSTRIAL  
DEVELOPMENT AGENCY

*Richard E Dixon*

By: \_\_\_\_\_  
Richard E. Dixon  
Chief Financial Officer

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201 W. Third Street, Suite 115, Jamestown, NY 14701-6902  
PH 716-661-8900 / FAX 716-664-4515  
[ccida@ccida.com](mailto:ccida@ccida.com)



A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York, on October 1, 2021, at 10:00 A.M., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

**NOT PRESENT:**

Dennis J. Rak	Vice Chairman
Brad Walters	Member

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff

The attached resolution no. 1-25-22-07 was offered by Steven Thorpe, seconded by Gary Henry:

**Resolution No. 1-25-22-07**

RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL  
DEVELOPMENT AGENCY PURSUANT TO THE STATE  
ENVIRONMENTAL QUALITY REVIEW ACT CONCERNING THE  
DETERMINATION OF SIGNIFICANCE FOR A CERTAIN PROJECT FOR  
HANOVER II PV, LLC AND/OR ITS AFFILIATES

**Name of Project:** HANOVER II PV, LLC SOLAR

**Location:** 11064 Hanover Road, Forestville, Town of Hanover, Chautauqua County,  
New York

**SEQR Status:** Type I

**Determination  
of Significance:** Negative Declaration

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, renovating, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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, among other things, (i) acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein; and (ii) acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, HANOVER II PV, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), submitted an application for financial assistance (the “Application”) to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.5 acre parcel of land located at 11064 Hanover Road, Forestville, Town of Hanover, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition,

construction, installation, and equipping on the Land of: (i) approximately 10,556 solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) twenty-three (23) inverters, (iii) two (2) transformers, (iv) underground and overhead electrical lines, (v) fencing, and (vi) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 4.75 megawatt solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, any land transfer is being undertaken solely to effectuate the Financial Assistance to facilitate the Project and the Agency will only be the nominal title holder for as long as is necessary to effectuate the Financial Assistance; 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 “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (“NYSDEC”), being 6 NYCRR Part 617, et. seq., as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, on December 22, 2021, the Agency caused to be transmitted to all other potentially Interested and Involved Agencies: (1) a cover letter describing the Project; (2) a copy of the Project Application; (2) a notice of intent to act as Lead Agency; (3) a list of potentially Involved Agencies; (4) a Full Environmental Assessment Form Part I; and (5) an acknowledgement form for the Agency to act as Lead Agency; and

WHEREAS, the other potentially Involved and Interested Agencies included: the Town of Hanover Town Board, Town of Hanover Planning Board, New York State New York State Energy Research and Development Authority, Chautauqua County Planning Board, NYSDEC, the New York State Department of Agriculture and Markets, and the New York State Historic Preservation Office; and

WHEREAS, no other potentially Involved Agency disputed the Agency’s declaration of Lead Agency status within 30 days; and

WHEREAS, the Agency is Lead Agency for the Project and undertook a coordinated review pursuant to 6 N.Y.C.R.R. 617.6(b)(3) of the Regulations; and



WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Agency has received and reviewed (1) Part 1 of a Full Environmental Assessment Form, dated September 30, 2021, together with a supplement to the same (collectively the “EAF”); (2) NYSDEC’s Environmental Resource Mapper (“NYSDEC Mapper”); (3) the New York State Cultural Resource Information System (“CRIS”); (4) an Application for Financial Assistance; (5) a wetland delineation prepared by Earth Dimensions, Inc. dated January 2021 (“Wetland Delineation”); (6) a letter from the New York State Parks, Recreation, and Historic Preservation Office dated April 12, 2021 (“No Effect Letter”); (7) a letter from NYSDEC dated January 20, 2022 (“NYSDEC Letter”); (8) correspondence from the Applicant’s counsel dated January 24, 2022 addressing the NYSDEC Letter (“Response Letter”); and (9) other relevant environmental information (collectively, 1-9 shall be referred to as the “Environmental Information”); and

WHEREAS, prior to making a recommendation about the potential environmental significance of the Project, the Agency has reviewed the Environmental Information, consulted various information sources, and considered the list of activities which are Type I Actions outlined in Section 617.4 of the SEQRA regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the SEQRA regulations and the criteria for determining significance outlined in Section 617.7 of the SEQRA regulations; and

WHEREAS, a thorough analysis of the Environmental Information and potential environmental impacts associated with the Project reveals that the Project will not have any potentially significant adverse environmental impacts; and

WHEREAS, it is appropriate that the Agency issue a negative declaration pursuant to SEQRA for the Project.

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

**Section 1.** Based upon a thorough review and examination of the Project and Environmental Information, and upon the Agency’s knowledge of the area surrounding the Land and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

- (A) The Project is Type I Action pursuant to SEQRA, as the Project involves the construction and operation of solar-powered electrical generation facilities totaling over 10 acres of disturbance;
- (B) The Agency has undertaken a coordinated review of the Project in accordance with the requirements of SEQRA; and
- (C) No potentially significant adverse impacts on the environment are noted in the Environmental Information and none are known to the Agency.

**Section 2.** Based upon the Agency’s review of the Environmental Information and

investigations of the potential environmental impacts associated with the Project, considering both the magnitude and importance of each potential environmental impact indicated, and upon the Agency's knowledge of the Land and surrounding area and such further investigations of the Project and its environmental effects as the Agency has deemed appropriate, the Agency has determined that the Project will not have a significant adverse impact upon the environment. The reasons supporting this determination are as follows:

1. Impact on Land. The Project consists of the installation of a 4.75MW array, new electric equipment, and related accessories. Although approximately 3 acres of tree clearing is proposed in connection with the Project, this treed area is a small portion of a significantly larger section of forest located adjacent to the Project, and is not habitat for any threatened or endangered species as noted in the EAF. In addition, the EAF details that the Project will mitigate the likelihood of erosion associated with this tree clearing by reseeded the area quickly after disturbance. In addition, there will be minimal physical disturbance of land to install the solar arrays as the arrays do not have large physical footprints, and the Land is relatively level, without steep slopes. The zoning classification of the Land will not change as a result of the Project, and the Project will not impact or deter existing or future adjacent land use. As noted in the NYSDEC Letter and Response Letter, an adjacent property hosts a gas well which is unrelated to the Project and will not be impacted by the same. Accordingly, the Project is not anticipated to create any potentially significant adverse impacts to land resources or land use.
2. Impact on Geological Features. The Project does not contain, and is not adjacent to, any unique geologic features or National Natural Landmarks. Accordingly, the Project will not create any potentially significant adverse impacts to geological features.
3. Impact on Surface Water. The EAF notes that the Land contains certain wetlands or other waterbodies. The Wetland Delineation and NYSDEC Letter notes that the Land contains several streams, however, the EAF notes that the Project has been modified to avoid physical disturbance to the wetlands or streams, and that the Project is not located in a FEMA floodplain or special hazard area. The Response Letter further confirms that the Tributary of Silver Creek noted in the NYSDEC Letter will not be disturbed by the Project. Further, the Project will not impact existing drainage patterns. In connection with the total ground disturbance of the Project, the Applicant will be required to obtain a SPDES permit from NYSDEC which will mitigate any potential impacts from stormwater runoff. Lastly, the EAF demonstrates that no additional water demand will be created by the Project. Accordingly, the Project will not create any significant adverse impacts on surface water.
4. Impact on Groundwater. The EAF confirms that no bulk storage of chemicals or production of hazardous waste is associated with the Project. The EAF further states that the Project does not involve any new or additional demand for water, the generation of liquid waste, bulk storage of petroleum, or any other activities which would entail any risk to groundwater. Accordingly, the Project is not anticipated to create any potentially significant adverse impacts to groundwater.

5. Impact on Flooding. The EAF states that the Project will not result in the development of lands which are subject to flooding, and does not include the impoundment of water. The NYSDEC Letter notes that the Project is located within the 100-year floodplain, however, the Response Letter notes that the Project will be constructed in accordance with any applicable local laws for flood damage prevention. Further, since coverage under the general stormwater SPDES permit will be required in connection with the total ground disturbance resulting from the Project, any stormwater runoff will be adequately managed. Accordingly, the Project is not anticipated to create any potentially significant adverse impacts to flooding.
6. Impact on Air. The Project will not be a significant source of air emissions. The Project does not entail the types of activities or operations that require the Applicant to acquire air registration permits or that are associated with a significant potential for air emissions. Any impacts to air quality from construction activities will be minor, and temporary in nature. Additionally, the Project will produce clean energy which will benefit local residents and the environment eliminating air emissions from energy supplied by combusting fossil fuels. Accordingly, the Project is not anticipated to create any significant adverse impacts to air resources.
7. Impact on Plants and Animals. Although some impacts to flora and fauna will occur from the construction of the Project on the Land as a result of the clearing of trees and conversion of farmland to solar farm, the EAF notes that no threatened or endangered species will be impacted by the Project. While the NYSDEC Letter notes that Bald Eagle activities have been documented within one mile of the Land, however, the Land is not currently known to be serving as significant habitat for any threatened or endangered plant or animal species which would be disturbed by the Project including the Bald Eagle. Further, the surrounding property will continue to serve as habitat for all the native species of plants and animals in the vicinity of the Land, without disturbance from the Project. In addition, the Response Letter notes that, in the unlikely event that a new nest or Bald Eagle activity is observed, construction activities will cease and appropriate consultation with NYSDEC will commence. Any potential impacts from the Project are further mitigated by the significant existing screening resulting from the adjacent woodlands as well as the distance buffer between the Project and known Bald Eagle activity. Lastly, the EAF notes that any tree clearing will be undertaken outside of the known roosting period of the northern long-eared bat, and that contractors will follow recommended controls for reducing potential invasive species entering the site. Accordingly, the Project is not anticipated to create any significant adverse impacts to plants, animals or natural communities, or wildlife habitat.
8. Impact on Agricultural Land Resources. While the EAF notes that the Project is located within an Agricultural District and will result in the conversion of farmland to solar farm, the Project includes only a small fraction of the overall agricultural land located in the region. Further, the owner of the Land has executed a waiver from the requirement for the Agency to undertake the Notice of Intent process in connection with the Project. In fact, while solar farms are often located on previously-active farmland, the Project will not result in significantly decreased agricultural land in the County. Based on the

foregoing, the Project will not create any significant adverse impacts to agricultural land resources.

9. Impact on Aesthetic Resources. The EAF notes that the Project will not be visible from any officially designated federal, state or local scenic or aesthetic resources. Any resulting visual impacts will be minor in nature, as the Project does not have a large visual profile and is otherwise aesthetically unobtrusive. Further, existing trees, as well as proposed vegetation to serve as screening, will serve to mitigate any potential impacts upon neighboring residences or roadway traffic. Accordingly, the Project is not anticipated to create any significant adverse impacts to aesthetic resources.
10. Impact on Historic and Archaeological Resources. The Project does not contain, nor is it adjacent to, a building, or district which is listed on, or that has been nominated to the State or National Register of Historic Places. Further, the Land is not located in an area flagged as sensitive for archaeological resources, and the No Effect Letter confirms this finding. The EAF confirms that the Project will not be visible from any properties eligible to be nominated to the State or National Register of Historic Places. Accordingly, the Project will not create any significant impacts historic or archaeological resources
11. Impact on Open Space and Recreation. The Project site does not comprise public open space nor is the Land or surrounding area currently used for public recreation. Accordingly, the Project will not create any significant impacts to open space or recreational resources.
12. Impact on Critical Environmental Areas. The Project is not located in or substantially contiguous to any Critical Environmental Areas. As such, the Project will not create any significant adverse impacts to Critical Environmental Areas.
13. Impact on Transportation. The Project does not entail the types of activities or operations that would be associated with an increased flow of traffic pursuant to the EAF. As such, the Project is not anticipated to create any significant adverse impacts to transportation.
14. Impact on Energy. The Project will not result in an increase in the use of energy, and no significant energy infrastructure improvements are necessary to accommodate the Project. The Project will be a source of clean, renewable energy which will benefit the community and the environment. As such, the Project will not create any significant adverse impacts to energy resources.
15. Impact on Noise, Odor and Light. The Project is not expected to appreciably increase ambient noise levels or to create odors or excessive lighting. Further, any impacts to noise and/or odor from construction activities will be minor, and temporary in nature. Accordingly, the Project is not anticipated to create any significant adverse impacts to noise or odors.
16. Impact on Public Health. The Project does not entail the types of activities or operations

that are associated with a significant potential for affecting public health, such as storing large amounts of hazardous or toxic materials. Any solid waste generated at the Project Facility during construction will be properly disposed of pursuant to Federal, State and local laws and regulations. Accordingly, the Project is not anticipated to create any significant adverse impact to public health.

17. Impact on Character of the Community, and Community Plans. The Project will not result in significant population growth, and will provide clean, renewable energy for the area. While the Project does result in the conversion of a forested area to a solar farm, the Project is not anticipated to result in adjacent development and the Town has required extensive screening and setbacks to protect adjacent properties from impacts. Accordingly, the Project will not create any significant adverse impacts to the character of the community or community plans.

**Section 3.** Since the Project will not have a significant adverse impact on the environment, a negative declaration (“Negative Declaration”) pursuant to SEQRA is hereby issued. This Negative Declaration has been prepared pursuant to and in accordance with the requirements of SEQRA.

**Section 4.** The Chairman, the Vice Chairman, the Executive Director and the Administrative Director of the Agency are hereby further authorized on behalf of the Agency, or acting together or individually, to distribute copies of this Resolution to the Applicant 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, which is adopted by a majority vote of the Agency, shall serve as the Negative Declaration (as defined in 6 N.Y.C.R.R. 617.2(y)) for the Project, and is issued by the Agency pursuant to and in accordance with SEQRA in a coordinated environmental impact review, shall take effect immediately.

**Section 6.** For further information on this Determination of Significance/Negative Declaration contact:

County of Chautauqua Industrial Development Agency  
201 West 3rd Street, Suite 115  
Jamestown, New York 14701-6902  
ATTN: Mark Geise, Administrative Director/CEO  
Phone: 716-661-8900  
Fax: 716-664-4515

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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:

Michael Metzger	Yes
Dennis Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.

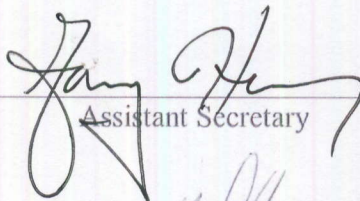
STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF CHAUTAUQUA )

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
Assistant Secretary

  
Vice Chairman

**Hanover II PV, LLC  
Final Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff

The attached resolution no. 01-25-22-08 was offered by Gary Henry, seconded by Steven Thorpe:



Resolution No. 01-25-22-08

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR  
HANOVER II PV, LLC AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, HANOVER II PV, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 29.5 acre parcel of land located at 11064 Hanover Road, Forestville, Town of Hanover, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) approximately 10,556 solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) twenty-three (23) inverters, (iii) two (2) transformers, (iv) underground and overhead electrical lines, (v) fencing, and (vi) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 4.75 megawatt solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project

Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Administrative Director/CEO of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on January 4, 2022 to the chief executive officer of the County of Chautauqua (the “County”) and of each other affected tax jurisdiction within which the Project Facility is or is to be located, and posted a copy of the Application on the Agency’s website; (B) caused notice of the Public Hearing to be published on January 6, 2022 in the *Observer*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on January 18, 2022, at 11:30 a.m., local time, at Town of Hanover Town Hall, 68 Hanover Street, Silver Creek, Town of Hanover, County of Chautauqua, New York; (D) caused the Public Hearing to be streamed on the Agency’s website in real-time and a recording of the Public Hearing to be posted on the Agency’s website, all in accordance with Section 857 of the Act, as amended; and (E) caused a written report of the Public Hearing to be prepared which fairly summarizes the views presented at the Public Hearing and collected written comments from the public (collectively, the “Report”) and distributed the Report to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Applicant and made any necessary comments to the members of the Agency, and by resolution of the members of the Agency adopted on January 25, 2022, the Agency determined that the Project would have no significant adverse environmental impacts and issued a negative declaration in accordance with SEQRA; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Chief Financial Officer of the Agency caused a letter dated January 5, 2022 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on January 25, 2022 (the “IDA Meeting”), consider a proposed deviation from the Agency’s Uniform Tax Exemption Policy and Guidelines

(the “Tax Exemption Policy”) with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Improvements and pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (B) the members of the Agency conducted the IDA Meeting on the date hereof, reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy and approved the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, the Applicant and/or one (1) or more of its affiliates will (A) execute and deliver a certain Company Lease Agreement (the “Company Lease”), pursuant to which the Applicant and/or such affiliate(s) will grant to the Agency a leasehold interest in the Project Facility; (B) execute and deliver a certain Agency Lease Agreement (Uniform Project Agreement) (the “Agency Lease”), pursuant to which the Agency will grant to the Applicant and/or such affiliate(s) a subleasehold interest in the Project Facility; (C) execute and deliver a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (D) execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Company Lease, the Agency Lease and the PILOT Agreement, collectively, the “Transaction Documents”);

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

Section 1. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the Financial Assistance (the “Analysis”). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Applicant to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevention of economic deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency’s purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a “project” within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicant;

(d) the completion of the Project Facility, the sublease thereof by the Agency to the Applicant and the operation thereof by the Applicant will not result in the removal of a facility or plant of the Applicant or any other occupant or user 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 Applicant or any other occupant or user located within the State (but outside of the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers;

(h) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicant in undertaking the Project in the County, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act; and

(i) the Project will not result in the removal or abandonment of a plant or facility of the Applicant or any other occupant or user of the Project Facility, currently located within the County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the Application, the Analysis and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at or in connection with the Public Hearing and the IDA Meeting, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance, subject to the terms hereof. The Agency hereby approves the granting of (a) an exemption from real property taxes with respect to the Improvements having an estimated value of \$6,550,250, (b) an exemption from mortgage recording taxes in the maximum amount of \$73,692, and (c) an exemption from sales and use taxes in the maximum amount of \$296,400.

Section 5. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 6. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Company Lease and the other Transaction Documents, (b) grant a subleasehold interest in the Project Facility pursuant to the Agency Lease and the other Transaction Documents, (c) grant the Financial Assistance, (d) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine (such bank, governmental agency or financial institution, the "Bank"), encumbering the Project Facility, solely to subject the Agency's interest in the Project Facility to the lien thereof, all to secure one (1) or more loans made by the Bank to the Applicant with respect to the Project Facility, and (e) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chairman, the Vice Chairman, the Administrative Director/CEO or the Chief Financial Officer may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 11. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
\_\_\_\_\_  
Assistant Secretary

  
\_\_\_\_\_  
Vice Chairman