



County of Chautauqua Industrial Development Agency

**RESOLUTION 05-23-23-01 OF THE MEMBERS OF
COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY
TO SELL TO REFRESCO BEVERAGES US INC. CERTAIN PROPERTY
LOCATED AT 26 EAST TALCOTT STREET AND
[NO NUMBER] EAST TALCOTT STREET, DUNKIRK, NY**

I, Gary Henry, Chairman of the County of Chautauqua Industrial Development Agency (“CCIDA”) hereby CERTIFY that at a meeting of the Board of Directors of said CCIDA, duly called and held at 201 West Third Street, Jamestown, NY 14701 on the 23rd day of May, 2023, at which a quorum was present, the following resolutions were unanimously adopted:

WHEREAS, CCIDA entered into a lease (the “Lease”) with REFRESCO BEVERAGES US INC. (“Refresco”), for two parcels of property owned by CCIDA, commonly known as 26 East Talcott Street and [no number] East Talcott Street, Dunkirk, NY, and further known on the Chautauqua County Tax Map as Tax Map Parcels 79.15-1-27 and 79.16-1-9 (the “Premises”);

WHEREAS, the Lease contained a right of first refusal in favor of Refresco and CCIDA has received a purchase offer for the Premises;

WHEREAS, Refresco has exercised its right of first refusal under the Lease and has agreed to purchase the premises for One Million Four Hundred Thousand and 00/100 Dollars (\$1,400,000);

WHEREAS, CCIDA deems the purchase price reasonable as (i) CCIDA has received no other credible offers for the Premises despite having listed same publicly for sale for many years, (ii) the Premises are currently underutilized and the CCIDA is incurring substantial carrying cost for same, and (iii) Refresco’s purchase and investment in the the Premises will spur economic development thereof; and

WHEREAS, CCIDA deems it in the best interest of CCIDA and the community to sell the Premises to Refresco as above described and under other terms and conditions acceptable to the Administrative Director;

NOW, THEREFORE, BE IT

RESOLVED, that CCIDA proceed to sell the Premises to Refresco as described above and under other terms and conditions acceptable to the Administrative Director; and it is

FURTHER RESOLVED, that CCIDA hereby determines that the sale of the Premises to Refresco is a Type II Action pursuant to Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (collectively, “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; and it is

FURTHER RESOLVED, that the Administrative Director, Chief Financial Officer or any officer of CCIDA be and hereby is authorized to execute and deliver any and all documents necessary to effectuate the foregoing resolutions, and that such actions be and hereby are ratified in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of May, 2023.



Gary Henry, Chairman

Refresco Beverages US, Inc. - Deviation Approval Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.

Refresco Beverages US, Inc. - Deviation Approval Resolution

Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman
Greg Bacon	Post Journal
Julia Ciesla-Hanley	WRFA 107.9

The attached resolution no. 05-23-23-02 was offered by Dan Heitzenrater, seconded by Sagan Sheffield-Smith:

Resolution No. 05-23-23-02

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR REFRESCO BEVERAGES US, INC. 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, REFRESCO BEVERAGES US, INC., a corporation duly organized and existing under the laws of the State of Georgia and qualified to do business in the State of New York as a foreign corporation (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 10 acre parcel of land located at 26 E. Talcott Street and E. Talcott Street, City of Dunkirk, County of Chautauqua, New York (the “Land”), (2) the renovation of an existing approximately 243,800 square foot building located on the Land (collectively, the “Building”), and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Building, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as a warehousing and distribution 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 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 letters dated May 3, 2023 and May 5, 2023 (collectively, the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction and such other persons as are required by applicable law, informing said individuals that the Agency would, at its meeting on May 23, 2023 (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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

EXHIBIT A

Pilot Deviation Notice Letters

See Attached



County of Chautauqua Industrial Development Agency

May 5, 2023

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
AND FIRST CLASS MAIL

Dunkirk City School District
District Clerk
620 Marauder Drive
Dunkirk, NY 14048

**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 May 23, 2023 at 10:00 a.m., local time, at 201 W. 3rd Street, 2nd Floor Lawrence Taylor Board Room, City of Jamestown, County of Chautauqua, New York, the Agency will consider whether to approve the application of REFRESCO BEVERAGES US, INC., a limited liability company organized and existing under the laws of the State of Georgia and qualified to do business in the State of New York as a foreign corporation (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: .

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



County of Chautauqua Industrial Development Agency

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 fifteen (15) fiscal tax years (the “PILOT Term”), with annual PILOT payments with respect to the Project Facility as follows: (A)(1) the acquisition of an interest in an approximately 10 acre parcel of land located at 26 E. Talcott Street and E. Talcott Street, County of Chautauqua, New York (the “Land”), (2) the renovation of an existing approximately 243,800 square foot building located on the Land (collectively, the “Building”), and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Building, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as a warehousing and distribution 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 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

PILOT Year	Annual PILOT Payment
1	\$6,963
2	\$6,963
3	\$6,963
4	\$6,963
5	\$6,963
6	\$20,890
7	\$20,890
8	\$20,890
9	\$20,890
10	\$20,890
11	\$34,817
12	\$34,817
13	\$34,817
14	\$34,817
15	\$34,817

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.



County of Chautauqua Industrial Development Agency

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.

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.

Subject to applicable law, 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. For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA INDUSTRIAL
DEVELOPMENT AGENCY

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



County of Chautauqua Industrial Development Agency

May 3, 2023

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
AND FIRST CLASS MAIL

Chautauqua County
Executive P.J. Wendel
3 North Erie Street
Mayville, NY 14757

Dunkirk City School District
Superintendent Michael Mansfield
620 Marauder Drive
Dunkirk, NY 14048

City of Dunkirk
Mayor Wilfred Rosas
342 Central Avenue
Dunkirk, NY 14048

Dunkirk City School District Board
President Kenneth Kozlowski
620 Marauder Drive
Dunkirk, NY 14048

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

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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 fifteen (15) fiscal tax years (the "PILOT Term"), with annual PILOT payments with respect to the Project Facility as follows: (A)(1) the acquisition of an interest in an approximately 10 acre parcel of land located at 26 E. Talcott Street and E. Talcott Street, County of Chautauqua, New York (the "Land"), (2) the renovation of an existing approximately 243,800 square foot building located on the Land (collectively, the "Building"), and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment" and together with the Land and the Building, collectively, the "Project Facility"), all of the foregoing for use by the Applicant and/or its affiliates as a warehousing and distribution 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 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

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County of Chautauqua Industrial Development Agency

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.

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.

Subject to applicable law, 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. For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA INDUSTRIAL
DEVELOPMENT AGENCY

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

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at (i) the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.
Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman

Greg Bacon
Julia Ciesla-Hanley

Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-03 was offered by Dan Heitzenrater, seconded by Sagan Sheffield-Smith:

Resolution No. 05-23-23-03

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
REFRESCO BEVERAGES US, INC. AND/OR ITS AFFILIATES

Name of Project: Refresco Beverages US, Inc.

Location: 26 E. Talcott Street & E. Talcott Street, City of Dunkirk, Chautauqua
County, New York 14048 (SBL Nos. 79.15-1-27 & 79.16-1-9)

SEQR Status: Unlisted

**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

REFRESCO BEVERAGES US, INC., a corporation duly organized and existing under the laws of the State of Georgia and qualified to do business in the State of New York as a foreign corporation (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 10 acre parcel of land located at 26 E. Talcott Street and E. Talcott Street, County of Chautauqua, New York (the “Land”), (2) the renovation of an existing approximately 243,800 square foot building located on the Land (collectively, the “Building”),

and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Building, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as a warehousing and distribution 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 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, 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, 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 Short Environmental Assessment Form (“EAF”); (2) NYSDEC’s EAF Mapping Tool (“EAF Mapper”); (3) the New York State Cultural Resource Information System (“CRIS”); (4) an Application for Financial Assistance (“Application”); (5) Federal Emergency Management Agency Flood Maps (“Flood Maps”); (6) the Dunkirk City Code (“City Code”); (7) the City of Dunkirk Comprehensive Plan (“Comprehensive Plan”); and (8) other relevant environmental information (collectively, 1-8 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 appropriately classified as an Unlisted Action pursuant to SEQRA; and
- (B) 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 repairs and renovation to an existing approximately 243,800 square foot three-story warehousing facility currently utilized leased by the Applicant and the acquisition of an additional undeveloped parcel of approximately 0.91 acres ("Undeveloped Parcel"). The Project includes the installation of racking and other equipment, repairs to the roof, windows and docks of the Building and additional freezer and cooler space to support Applicant's warehousing and distribution operations. The Land is located across on E. Talcott Road in the City of Dunkirk ("City") and is surrounded by urban, residential, industrial and commercial uses. The Building and surrounding area are part of a large beverage bottler and distribution facility operated by the Applicant.

The Land is zoned M-2 General Industrial, and warehousing is a permitted use in the M-2 District under the City Code. The Project is consistent with the Land's existing zoning classification, and will not impact or deter existing or future adjacent land use. Further, as the EAF notes, no land will be physically disturbed by the Project. The Project will be limited to interior renovations, improvements and repair of the roof, windows and docks.

Based on the foregoing, the Project will not create any potentially significant adverse impacts to land resources or land use.

2. Impact on Geological Features. As shown in the EAF Mapper, 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. There are no surface waters on the Land. Moreover, the activities contemplated by the Project do not involve the types of activities which could impact surface waters, such as excavation, filling or dredging. No new impervious surfaces are proposed, so stormwater conditions on the Land will remain the same.

Accordingly, the Project will not create any significant adverse impacts on surface water.

4. Impact on Groundwater. Given the nature of the Project (interior repairs and renovation), the Project will not create a new demand for water, generate or discharge liquid wastes, or involve bulk storage of chemicals or production of hazardous waste or any other activities that would pose a threat to groundwater. Accordingly, the Project is not anticipated to create any 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 Project is not within a designated floodway, the 100-year or 500-year floodplain. The Flood Maps confirm this and describe the Land as being within an area of minimal flooding. Accordingly, the Project is not anticipated to create any significant adverse impacts to flooding.
6. Impact on Air. The Project will not include significant sources of air emissions, and it does not entail the types of activities or operations that require the Applicant to obtain 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. Accordingly, the Project is not anticipated to create any significant adverse impacts to air resources.
7. Impact on Plants and Animals. The Project is in a well-developed area of the City of Dunkirk and consists of interior repairs and renovations to an existing Building. Accordingly, the Project is not anticipated to create any significant adverse impacts on plants and animals.
8. Impact on Agricultural Land Resources. The EAF Mapper notes that the Project is not located in a designated agricultural district, and no change in cover type or land use will result. Accordingly, the Project will not create any significant adverse impacts to agricultural land.
9. Impact on Aesthetic Resources. The EAF notes that the Project is not within five miles of any officially designated and publicly accessible federal, state or local scenic or aesthetic resources. The nearby Great Lakes Seaway Trail, a Scenic Byway, is approximately 0.12 miles away from the Site. Nevertheless, the Project involves interior renovations and improvements, it does not involve activities which would create a noticeable change in site conditions or aesthetics. Moreover, as noted in the EAF, the Project does not involve any exterior work. Accordingly, the Project is not anticipated to create any significant adverse impacts to aesthetic resources.
10. Impact on Historic and Archaeological Resources. CRIS identifies two nearby historic resources, both of which are listed on the State and National Registers of Historic Places: (1) the Charles A Widman House; and (2) an unnamed residential property built in 1900. The homes are located along Franklin Street, approximately 1,200-1,500 feet from the Land. This distance, coupled with the nature of the Project (interior repairs and

renovations to an existing Building) along with natural and built screening in between the Land and the historic resources ensure no significant impacts to these historic resources. Further, the Site is not located in an area that is sensitive for archaeological resources. Accordingly, the Project will not create any significant impacts to historic or archeological resources.

11. Impact on Open Space and Recreation. There are three recreational areas near the Land, including Washington Park (approximately 0.27 miles away), Dunkirk Beach (approximately 0.50 miles away) and Kosciuszko Park (approximately 0.55 miles away). These recreational areas are a sufficient distance from the Land that even if the Project involved exterior work, there would be no impacts to the resources or their users; but, as mentioned above, it does not. The City has not adopted an open space plan, and the Land is in a developed area. Further, the Site is not used by members of the community for public recreation, and neither the Site nor any adjoining area is used for hunting, trapping, fishing or shell fishing. 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. Accordingly, the Project will not create any significant impacts to Critical Environmental Areas.
13. Impact on Transportation. The operation of the Building will be very similar to current operations by the Applicant. Accordingly, the Project is not anticipated to create any significant adverse impacts on transportation.
14. Impact on Energy. The operation of the Building will be very similar to current operations by the Applicant. Accordingly, the Project will not create any significant adverse impacts on energy.
15. Impact on Noise, Odor and Light. While there are sensitive receptors including residential properties nearby, the operation of the Building will be very similar to current operations by the Applicant. Accordingly, the Project is not expected to create any new noise, odors or lighting and will not create any significant adverse impacts arising from same.
16. Impact on Public Health. The EAF states that the Land is not the site of an active or closed hazardous waste management facility or adjacent to one. Further, the operation of the Building will be very similar to current operations by the Applicant. 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 City's Comprehensive Plan features as one of its guiding principles the "encourage[ment] of business growth and retention in order for it to become "a major industrial and manufacturing center with a strong and diverse economy." The Applicant is recognized by name in the Comprehensive Plan as being one of the biggest job creators in the City. The Project directly advances the economic and jobs goals of the Comprehensive Plan.

Similarly, as discussed above, the Land is zoned for industrial use, which includes warehousing, other industrial facilities exist nearby and changes will be limited to interior renovations, improvements and repair of the roof, windows and docks. The Applicant will comply with the provisions of the City Code related to building renovations. 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 connection with the Agency’s environmental impact review, shall take effect immediately.

Section 6. For further information on this Negative Declaration contact:

County of Chautauqua Industrial Development Agency
201 West 3rd Street, Suite 115
Jamestown, New York 14701-6902
ATTN: Richard Dixon, Chief Financial Officer
Phone: 716-661-8900
Fax: 716-664-4515

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

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the meeting was duly held by videoconferencing in compliance with the requirements of Section 103-a of the Open Meetings Law, including, but not limited to, the notice provisions of such Section; (E) there was a quorum of the members of the Agency present throughout said meeting and the minimum number of members required for a quorum was physically present at one of the locations specified in the notice of the meeting, (F) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law; (G) members of the public were permitted to view such meeting via video and to participate in the proceedings via videoconference in real time to the same extent that that public participation was permitted to members of the public present in person.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

Refresco Beverages US, Inc. -- Final Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.
Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman

Greg Bacon
Julia Ciesla-Hanley

Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-04 was offered by Dan Heitzenrater, seconded by Sagan Sheffield-Smith:

Resolution No. 05-23-23-04

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR
REFRESCO BEVERAGES US, INC. 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, REFRESCO BEVERAGES US, INC., a corporation duly organized and existing under the laws of the State of Georgia and qualified to do business in the State of New York as a foreign corporation (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 10 acre parcel of land located at 26 E. Talcott Street and E. Talcott Street, City of Dunkirk, County of Chautauqua, New York (the “Land”), (2) the renovation of an existing approximately 243,800 square foot building located on the Land (collectively, the “Building”), and (3) the acquisition of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Building, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as a warehousing and distribution 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 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 May 3, 2023 and May 5, 2023 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 May 5, 2023 in *The Observer*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on May 15, 2023, at 11:00 a.m., local time, at the Fredonia Technology Incubator, 214 Central Avenue, Large Conference Room, City of Dunkirk, 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 the date hereof, the Agency determined that (A) the Project is an Unlisted Action pursuant to SEQRA, as the Project does not exceed any of the thresholds set forth in the Type I list of actions in the Regulations, and (B) the Project will not have a significant adverse impact upon the environment and, therefore, issued a negative declaration with respect to the Project pursuant to SEQRA; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused letters dated May 3, 2023 and May 5, 2023 (collectively, the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction and such other persons as are required by applicable law, informing said individuals that the Agency would, at its meeting on May 23, 2023 (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; 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”); 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 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, including any correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance. The Agency hereby approves the granting of (a) an exemption from real property taxes having an estimated value of \$731,175, and (b) an exemption from sales and use taxes in the maximum amount of \$1,000,000.

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, and (d) 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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

**SL SHERMAN, LLC -
Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.

Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman
Nathan Rizzo	SL Sherman
Adam Rizzo	SL Sherman
Greg Bacon	Post Journal
Julia Ciesla-Hanley	WRFA 107.9

The attached resolution no. 05-23-23-05 was offered by Kevin Muldowney, seconded by Rhonda Johnson:

Resolution No. 05-23-23-05

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR SL SHERMAN, 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, SL SHERMAN, 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 17.4 acre portion of a 31.2 acre parcel of land located at 176 W. Main Street, Village of Sherman and Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 4.65 megawatt A/C 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 letters dated April 26, 2023 (the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction and to all other persons required by applicable law, informing said individuals that the Agency would, at its meeting on May 23, 2023 (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 written 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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

EXHIBIT A

Pilot Deviation Notice Letters

See Attached



County of Chautauqua Industrial Development Agency

April 26, 2023

Board of Directors

Gary Henry
Owner
Fancher Chair Co., Inc.

Kevin Muldowney
PED Chair

Brad Walters
Executive Director -
Southern Tier Builders
Association

Steven Thorpe
President –
Sheet Metal Workers Local
Union No 112

Rhonda Johnson
President -
Weber Knapp

Jay Churchill
Owner – Jamestown Electro
Plating

Sagan Sheffield-Smith
Chief Financial Officer-
Double A Vineyards

Dan Heitzenrater
President & CEO
Chautauqua County
Chamber of Commerce

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
AND FIRST CLASS MAIL

Mark Persons, Town Supervisor
Town of Sherman
111A Mill Street
Sherman, NY 14781

Tamera Weise, Town Clerk
Town of Sherman
111A Mill Street
Sherman, NY 14781

Brian Bates
School Board President
Sherman CSD
127 Park Street
Sherman, NY 14781

Colleen Meeder, Village Mayor
Village of Sherman
111 Mill Street
Sherman, NY 14781

Carrie Yohe, Superintendent
Sherman CSD
127 Park Street
Sherman, NY 14781

Legal Notice, Post Journal
15 W. 2nd St.
Jamestown, NY 14701

Chautauqua County
County Executive, Wendel
3 North Erie Street
Mayville, NY 14757

Jeanette Ramm, Village Clerk
Village of Sherman
111 Mill Street
Sherman, NY 14781

**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 May 23, 2023, at 10:00 a.m., local time, at 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 SL SHERMAN, LLC, a limited liability company duly organized and existing under the laws of the State of



County of Chautauqua Industrial Development Agency

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 an approximately 17.4 acre portion of a 31.2 acre parcel of land located at 176 W. Main Street, Village of Sherman and Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 4.65 megawatt A/C 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) as may be designated by the Applicant and agreed upon by the Agency).

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:

PILOT Year	Annual PILOT Payment
1	\$3,500 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%
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



County of Chautauqua Industrial Development Agency

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

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. For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY

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

**SL SHERMAN II, LLC -
Deviation Approval Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.

Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman
Nathan Rizzo	SL Sherman
Adam Rizzo	SL Sherman
Greg Bacon	Post Journal
Julia Ciesla-Hanley	WRFA 107.9

The attached resolution no. 05-23-23-06 was offered by Kevin Muldowney, seconded by Rhonda Johnson:

Resolution No. 05-23-23-06

RESOLUTION AUTHORIZING A DEVIATION FROM THE UNIFORM
TAX EXEMPTION POLICY OF THE COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT
TO A PROJECT FOR SL SHERMAN II, 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, SL SHERMAN II, 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 16.6 acre portion of a 21 acre parcel of land located at 191 W. Main Street, Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 5 megawatt A/C 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 letters dated April 26, 2023 (the “Pilot Deviation Notice Letters”) to be mailed to the chief executive officer of each affected tax jurisdiction and to all other persons required by applicable law, informing said individuals that the Agency would, at its meeting on May 23, 2023 (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 written 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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

EXHIBIT A

Pilot Deviation Notice Letters

See Attached



County of Chautauqua Industrial Development Agency

April 26, 2023

Board of Directors

Gary Henry
Owner
Fancher Chair Co., Inc.

Kevin Muldowney
PED Chair

Brad Walters
Executive Director -
Southern Tier Builders
Association

Steven Thorpe
President –
Sheet Metal Workers Local
Union No 112

Rhonda Johnson
President -
Weber Knapp

Jay Churchill
Owner – Jamestown Electro
Plating

Sagan Sheffield-Smith
Chief Financial Officer-
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CERTIFIED MAIL,
RETURN RECEIPT REQUESTED
AND FIRST CLASS MAIL

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Chautauqua County
County Executive, Wendel
3 North Erie Street
Mayville, NY 14757

Jeanette Ramm, Village Clerk
Village of Sherman
111 Mill Street
Sherman, NY 14781

**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 May 23, 2023, at 10:00 a.m., local time, at 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 SL SHERMAN II, 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 an approximately 16.6 acre portion of a 21 acre parcel of land located at 191 W. Main Street, Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 5 megawatt A/C 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) as may be designated by the Applicant and agreed upon by the Agency).

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:

PILOT Year	Annual PILOT Payment
1	\$3,500 per Megawatt A/C
2	Year 1 PILOT Payment increased by 2%
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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

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. For additional assistance, contact the Agency at (716) 661-8900.

COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY

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

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at (i) the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.
Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman
Nathan Rizzo	SL Sherman
Adam Rizzo	SL Sherman
Greg Bacon	Post Journal

Julia Ciesla-Hanley

WRFA 107.9

The attached resolution no. 05-23-23-07 was offered by Kevin Muldowney, seconded by Rhonda Johnson:

Resolution No. 05-23-23-07

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
SL SHERMAN LLC, SHERMAN II, LLC AND/OR THEIR AFFILIATES

Name of Project: SL Sherman, LLC and Sherman II, LLC

Location: 176 & 191 W. Main Street, Village of Sherman and Town of Sherman,
Chautauqua County, New York (SBL Nos. 328.00-1-11 & 328.00-1-10.2)

SEQR Status: Unlisted

**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, SL SHERMAN, LLC and SL SHERMAN II, LLC, two a limited liability companies duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as foreign limited liability companies (collectively, the “Applicant”), presented two applications for financial assistance (collectively, 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 17.4 acre portion of a 31.2 acre parcel of land located at 176 W. Main Street, Village of Sherman and Town of Sherman, Chautauqua County, New York and an approximately 16.6 acre portion

of a 21 acre parcel of land located at 191 W. Main Street, Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 4.65 megawatt A/C 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, 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, pursuant to SEQR, the Agency is required to consider related actions as one action because, as section 617.3 of the Regulations establish, “[c]onsidering only a part or segment of an action is contrary to the intent of SEQR”; and

WHEREAS, the Village of Sherman Village Board (“Village Board”) undertook a coordinated review of the Project in accordance with SEQRA in which it consulted with all other Involved and Interested Agencies, but such consultation did not include the Agency as the Agency had not yet received an application or otherwise been contemplated as an Involved Agency; and

WHEREAS, since the Agency was not included in the Village Board’s coordinated review, it has its own obligation to comply with SEQRA; 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) a Part 1 of a Full Environmental Assessment Form dated March 4, 2022 (“EAF”); (2) NYSDEC’s Environmental Resource Mapper (“NYSDEC Mapper”); (3) the New York State Cultural Resource Information System (“CRIS”); (4) the Application; (5) a Regulated Waters & Protected Species Report by National Field Solutions dated May 8, 2021 (“NFS Report”); (6) an Acknowledgement of a Notice of Intent for GP-0-20-001 from NYSDEC (“NOI Letter”); (7) a Jurisdictional Determination from the United States Army Corp of Engineers dated January 3,

2022 (“USACE Jurisdictional Determination”); (8) a Species List from the U.S. Fish and Wildlife Service dated June 11, 2021 (“Species List”); (9) a Section 4(d) Consultation Letter from the United States Fish and Wildlife Service dated June 11, 2021 (“USFWS Consultation Letter”); (10) a letter and report from the New York Natural Heritage Program dated May 8, 2021 (“NHP Letter”); (11) a letter from the New York State Office of Parks, Recreation and Historic Preservation dated July 23, 2021 (“SHPO No Effect Letter”); (12) a CRIS-generated response from the New York State Office of Parks, Recreation and Historic Preservation concerning an archeological review (“SHPO Archeological Response”); (13) a Highway Work Permit from the New York State Department of Transportation issued on March 16, 2023 (“Highway Work Permit”); and (14) other relevant environmental information (collectively, 1-14 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 an Unlisted Action pursuant to SEQRA, as the Project does not exceed any of the thresholds set forth in the Type I list of actions in the Regulations;
- (B) The Village has undertaken a coordinated review of the Project in accordance with the requirements of SEQRA which did not include the Agency and as such, the Agency is not bound by the Village Board’s determination pursuant to SEQRA but rather, must issue its own determination;
- (C) The Agency concurs with the Village Board’s determination and issuance of a negative declaration pursuant to SEQRA; and
- (D) 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 development of approximately 32 acres of a total 92.5 acres controlled by the Applicant located at 176 and 191 W. Main Street in the Village and Town of Sherman in Chautauqua County, New York (collectively, the "Land" or "Site") with the construction of an approximately 9.65 megawatt direct current ground mounted photovoltaic solar energy generating facility, consisting of array, concrete equipment pads, an access road and electrical interconnection.

The Land is zoned C1 Commercial, and the Project is consistent with the Land's existing zoning classification. Moreover, it will not impact or deter existing or future adjacent land use. The Land is presently active farmland and the surrounding area includes a variety of cover types and uses, including fallow and other active farmland, woodlands and scrubland, some single family residences, general store, municipal water treatment plant and dog park.

As demonstrated by the EAF, there will be minimal physical disturbance of land to install the solar arrays as the arrays do not have large physical footprints, the Land is relatively level, without steep slopes and consists of soils which are primarily moderately well to well drained. Although the average depth to the water table at the Site is only approximately 3 feet, there will be very little disturbance to the land due to the installation of the solar arrays, and the solar arrays themselves will pose no risk to groundwater. Further, there are no bedrock outcroppings on the Site, and the average depth to bedrock is over 6 feet.

As noted in the EAF, the Project does not involve any significant clearing, grading or excavation, and ground disturbance will be minimal and limited to installation of driven piles for solar racking, driven fence posts, the access road, a buried electrical interconnect line, utility poles for overhead wires and concrete equipment pads. Approximately 0.1 acres will be excavated for the electrical interconnect component of the Project. However, this excavation will be completed in approximately one month, will only reach a depth of approximately 2.5 feet, and soils will be replaced, seeded and mulched. The Project does not involve any mining or dredging and will be completed in a single phase over a 6 month period, and the Project will create approximately 0.51 acres of new impervious surfaces compared to the total 92.5 acres.

The EAF and NYSDEC Mapper demonstrate that the Project is not within a Coastal Area, a waterfront area of a Designated Inland Waterway, an area with an approved Local

Waterfront Revitalization Program or a Coastal Erosion Hazard Area. Based on the foregoing, the Project will not 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 approximately 1.16 acres of wetlands on the Land, consisting of two separate wetlands of 0.97 acres and 0.19 acres. The NFS Report shows, and the USACE Jurisdictional Determination confirms, that the two wetlands are present on the Land. As shown in the Site Plan, a small portion of the onsite wetlands will be developed. However, the wetlands will remain and will not be otherwise impacted by the Project, as shown in the USACE Jurisdictional Determination. Further, as mentioned above, the EAF demonstrates that the Project will minimize new impervious surfaces relative to the overall development of the site, creating only 0.51 acres of such surfaces, and stormwater will be managed in accordance with General Permit No. GP-0-20-001, as shown in the NOI Letter. Accordingly, the Project will not create any significant adverse impacts on surface water.
4. Impact on Groundwater. As noted above, although the average depth to the water table at the Site is only approximately 3 feet, there will be very little disturbance to the land due to the installation of the solar arrays and related equipment and infrastructure. In addition, while the EAF notes the presence of a principal aquifer, the EAF demonstrates that the Project will not create a new demand for water, generate or discharge liquid wastes, or involve bulk storage of chemicals or production of hazardous waste or any other activities that would pose a threat to groundwater. Further, the change in use from agricultural to a solar power generation facility will actually result in a reduced water demand. Accordingly, the Project is not anticipated to create any significant adverse impacts to groundwater.
5. Impact on Flooding. The EAF notes that the southern portion of the Land is in the 100-year floodplain, but the remainder of the Land is not otherwise in an area subject to flooding. Importantly, the Project does not involve the impoundment of water. Accordingly, the Project is not anticipated to create any significant adverse impacts to flooding.
6. Impact on Air. The Project will not include significant sources of air emissions, and it does not entail the types of activities or operations that require the Applicant to obtain air registration permits or that are associated with a significant potential for air emissions. As demonstrated in the EAF, 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 by replacing energy sources which involve the combustion of fossil fuels and air emissions with clean energy. Accordingly, the Project is not anticipated to create any significant adverse impacts to air resources.

7. Impact on Plants and Animals. The EAF notes a number of species that may occupy or use the Land, including eastern cottontail rabbit, white-footed mouse, European starling, white-tailed deer, red fox, turkey, mourning dove, house sparrow and black capped chickadee. Although the EAF states that 32 acres of agricultural lands will be lost because of Project, not all 32 acres of the converted land will be lost or changed entirely due to the installation of the driven solar racks. The Project will, involve limited new impervious surfaces at ground level, preserving the lands for future or concurrent agricultural use and as habitat for species. The Land is presently active farmland, and the Project will not substantially interfere with the nesting/breeding, foraging or over-wintering habitat for these species because the surrounding areas provide a similar and suitable habitat for these species, and the Project would not fragment the habitat or reduce the value of the surrounding land to the species.

As shown in the Species List, the northern long-eared bat was identified as a then-threatened (now-endangered) species that may be present on the Land. But the USFWS Consultation Letter verifies that the Project is not likely to result in an unauthorized take of the species. Moreover, active farmland is not ideal habitat for the species.

The EAF also mentions the possible presence of a designated significant natural community, the Confined River community, which covers approximately 156.8 acres. As demonstrated by the NHP Letter, the Confined River community is French Creek, which south of the Land. The Project will therefore avoid the Confined River community because French Creek is located outside of the perimeter fence to be installed by the Project. The NHP Letter identifies two rare fish species of conservation concern located in the Confined River, but they will not be impacted for the same reason.

Additionally, neither the EAF nor EAF Mapper show, and the Agency is not aware of, the existence of any species of concern at the Site. Accordingly, the Project is not anticipated to create any significant adverse impacts to plants, animals or natural communities, or wildlife habitat. Further, the Project will not involve the use of pesticides during construction or operation. Accordingly, the Project is not anticipated to create any significant adverse impacts on plants and animals.

8. Impact on Agricultural Land Resources. The EAF notes that the Project is located in a designated agricultural district, CHAU001, and will result in the conversion of farmland to a solar farm; however, as mentioned above, the Land will remain usable for future or concurrent agricultural use. The EAF also notes that the Site consists of approximately 31.6 acres of highly productive soils. However, there will be no permanent impact to most of the agricultural soils on the Land as a result of the Project.

The Project is not inconsistent with the Chautauqua County Farmland Protection Plan because the Project does not permanently or completely convert agricultural land into another use. Rather, the Project includes only a small fraction of the overall agricultural land located in the region and will not result in increased development pressure on farmland or significantly decreased agricultural land in the County. Accordingly, the Project will not create any significant adverse impacts to agricultural land.

9. Impact on Aesthetic Resources. The EAF notes that the Project is not within five miles of any officially designated and publicly accessible federal, state or local scenic or aesthetic resources. Additionally, according to the EAF, the tallest onsite structure will be approximately 12 feet in height. Thus, any resulting visual impacts to these resources and the surrounding will be minor in nature, since the Project does not have a large visual profile and is otherwise aesthetically unobtrusive. Based on the foregoing, the Project is not anticipated to create any significant adverse impacts to aesthetic resources.
10. Impact on Historic and Archaeological Resources. While the EAF identifies the Land as being in an area located in or adjacent to a site designated as sensitive for archeological resources, no such resources have been identified on the Land. The Project was submitted to the Division for Historic Preservation of the Office of Parks, Recreation and Historic Preservation through CRIS for review, and the SHPO No Effect Letter in response determined that no historic properties, including archaeological and/or historic resources would be affected by the Project. Similarly, as shown in the SHPO Archeological Response, the Project does not warrant an archeological review. Accordingly, the Project will not create any significant impacts to historic or archeological resources.
11. Impact on Open Space and Recreation. No open space plan was identified in the EAF as being adopted by the Village or Town. Further, the Site is not used by members of the community for public recreation, and neither the Site nor any adjoining area is used for hunting, trapping, fishing or shell fishing. The EAF notes five nearby parks or recreational areas. While most are miles away from the Land, the Village of Sherman Community Dog Park is located adjacent to the electrical power lines. While there may be some impacts to users of the nearby dog park during construction, these impacts will be very short-lived, as detailed above. 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. Accordingly, the Project will not create any significant impacts to Critical Environmental Areas.
13. Impact on Transportation. The Project does not involve the types of activities or operations that would be associated with an increased flow of traffic. The access road connecting to W. Main Street will be installed in accordance with the Highway Work Permit. Accordingly, the Project is not anticipated to create any significant adverse impacts on transportation.
14. Impact on Energy. Although the EAF indicates that some electrical system upgrades will be required, namely the Project involves the installation of a buried electrical interconnect line and utility poles, the Project will not generate any new or additional demand for energy. Rather, the Project will be a source of clean, renewable energy which will benefit the community and the environment. Accordingly, the Project will not create any significant adverse impacts on energy.

15. Impact on Noise, Odor and Light. The Project is not expected to appreciably create odors or excessive lighting. Construction noise will be during daylight hours, when noise sensitivity is lowest, during the short 6-month construction timeframe. Any impacts to noise or odor from construction activities will be minor and temporary in nature, and the Project will not result in an increase in noise over ambient levels during operation. Accordingly, the Project will not create any significant adverse impacts on noise, odor or light.
16. Impact on Public Health. The Project does not involve the types of activities or operations that are associated with a significant potential for affecting public health, including the use, creation, disposal or storage of a hazardous or toxic substance. Further, any solid waste generated at the Site 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 results in the conversion of agricultural land to a solar farm, the Project is not anticipated to result in secondary development effects or significant population growth. 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, and the EAF Parts II and III prepared by the Village Board are hereby adopted by the Agency. 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 connection with the Agency’s environmental impact review, shall take effect immediately.

Section 6. For further information on this 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

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

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the meeting was duly held by videoconferencing in compliance with the requirements of Section 103-a of the Open Meetings Law, including, but not limited to, the notice provisions of such Section; (E) there was a quorum of the members of the Agency present throughout said meeting and the minimum number of members required for a quorum was physically present at one of the locations specified in the notice of the meeting, (F) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law; (G) members of the public were permitted to view such meeting via video and to participate in the proceedings via videoconference in real time to the same extent that that public participation was permitted to members of the public present in person.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

**SL Sherman, LLC -
Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach

Julie Marshall
Steve Kaufman
Rachel Gradner
Mayor Colleen Meeder
Nathan Rizzo
Adam Rizzo
Greg Bacon
Julia Ciesla-Hanley

Harris Beach
Refresco Beverages US, Inc.
CBRE
Mayor of Sherman
SL Sherman
SL Sherman
Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-08 was offered by Kevin Muldowney, seconded by Rhonda Johnson:

Resolution No. 05-23-23-08

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR
SL SHERMAN, 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, SL SHERMAN, 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 17.4 acre portion of a 31.2 acre parcel of land located at 176 W. Main Street, Village of Sherman and Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 4.65 megawatt A/C 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 April 11, 2023 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 April 12, 2023 in *The Post-Journal*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on April 21, 2023, at 10:30 a.m., local time, at Village Hall, Village of Sherman, Town of Sherman, 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 May 23, 2023, the Agency determined that the Project is an “Unlisted” action and that the Project will not have a significant adverse impact upon the environment; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letter dated April 26, 2023 (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 May 23, 2023 (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 \$869,010, (b) an exemption from mortgage recording taxes in the maximum amount of \$82,538, and (c) an exemption from sales and use taxes in the maximum amount of \$325,500.

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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

**SL Sherman II, LLC -
Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach

Julie Marshall
Steve Kaufman
Rachel Gradner
Mayor Colleen Meeder
Nathan Rizzo
Adam Rizzo
Greg Bacon
Julia Ciesla-Hanley

Harris Beach
Refresco Beverages US, Inc.
CBRE
Mayor of Sherman
SL Sherman
SL Sherman
Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-09 was offered by Kevin Muldowney, seconded by Rhonda Johnson:

Resolution No. 05-23-23-09

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR
SL SHERMAN II, 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, SL SHERMAN II, 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 16.6 acre portion of a 21 acre parcel of land located at 191 W. Main Street, Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 5 megawatt A/C 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 April 11, 2023 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 April 12, 2023 in *The Post-Journal*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on April 21, 2023, at 10:45 a.m., local time, at Village Hall, Village of Sherman, Town of Sherman, 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 May 23, 2023, the Agency determined that the Project is an “Unlisted” action and that the Project will not have a significant adverse impact upon the environment; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letter dated April 26, 2023 (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 May 23, 2023 (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 \$939,470, (b) an exemption from mortgage recording taxes in the maximum amount of \$88,750, and (c) an exemption from sales and use taxes in the maximum amount of \$350,000.

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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

Busti Solar Project, LLC Due Diligence Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.

Rachel Gradner
Mayor Colleen Meeder
Dennis Ryan
Greg Bacon
Julia Ciesla-Hanley

CBRE
Mayor of Sherman
Busti Solar Project
Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-10 was offered by Jay Churchill, seconded by Rhonda Johnson:

Resolution No. 05-23-23-10

RESOLUTION APPROVING UNDERTAKING DUE DILIGENCE FOR A CERTAIN PROJECT FOR BUSTI SOLAR PROJECT, LLC AND/OR ITS AFFILIATES AND AUTHORIZING THE EXECUTION AND DELIVERY OF A DUE DILIGENCE AGREEMENT WITH RESPECT TO SUCH TRANSACTION

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I 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 manufacturing, industrial and 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 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, BUSTI SOLAR PROJECT, LLC, a limited liability company organized and existing under the laws of the State of New York, on behalf of itself and/or the principals of Busti Solar Project, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, 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 107 acre parcel of land located at 4542 Baker Street Extension, Lakewood, Town of Busti, County of Chautauqua, New York (the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 10 megawatt A/C solar-powered electrical generation facility consisting of two (2) 5 megawatt solar arrays each located on a 33 acre portion of the Land; (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 Agency has given due consideration to the Application and to the representations made by the Applicant therein, in certain supplemental documents and at this meeting, including, without limitation, representations of the Applicant that: (A) 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 of Chautauqua, New York; (B) the completion of the Project and the leasing and operation of the Project Facility by the Applicant and/or its related designee will not result in the removal of a facility or plant of the Applicant, such related designee or any other occupant 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, such related designee or any other occupant of the Project Facility in the State; (C) the Project Facility 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; (D) 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; and (E) the granting of the Financial Assistance by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Chautauqua, New York, and improve their standard of living, and prevent unemployment and economic deterioration, and thereby serve the public purposes of the Act; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project and the Financial Assistance 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, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the "Applicable Laws"); and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the County of Chautauqua, New York, and to prevent unemployment and economic deterioration, by undertaking the Project in the County of Chautauqua, New York; and

WHEREAS, although a resolution authorizing the undertaking of the Project has not yet been submitted for approval by the Agency, a due diligence agreement (the "Due Diligence Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency;

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

Section 1. The Agency hereby authorizes the Administrative Director/CEO of the Agency, prior to the granting of any Financial Assistance with respect to the Project: (A) to establish a time, date and place (if applicable) for a public hearing (the “Public Hearing”) of the Agency to hear all persons interested in the location and nature of the Project and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said Public Hearing to be held in the city, town or village within which the Project Facility is or will be located, subject to Applicable Laws; (B) to cause notice of said Public Hearing to be given to the public by publishing a notice of said Public Hearing in a newspaper of general circulation available to residents of the governmental units within which the Project Facility is or will be located, such notice to comply with the requirements of and to be published in accordance with the requirements of the Act; (C) to cause notice of said Public Hearing, pursuant to the Act, to be given to the chief executive officer of the County of Chautauqua, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or will be located; (D) to conduct the Public Hearing or to authorize a hearing officer to conduct the Public Hearing in accordance with the Act; (E) to cause a report of the Public Hearing fairly summarizing the views presented at said Public Hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; and (F) to otherwise comply with all other procedural and other requirements imposed on the Agency pursuant to Applicable Laws with respect to the Project and/or the Financial Assistance.

Section 2. The Applicant is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its determination whether to proceed with the Project and to grant the Financial Assistance; provided, however, that such authorization shall not entitle or permit the Applicant to commence the acquisition, construction, installation or equipping of the Project Facility unless and until the Agency shall determine that all requirements of Applicable Laws have been fulfilled. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Project within the meaning of Section 617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Project or to grant the Financial Assistance.

Section 3. Any expenses incurred by the Agency with respect to the Project and the financing thereof shall be paid by the Applicant as set forth in the Due Diligence Agreement.

Section 4. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Applicant, the Project and the Project Facility with all Applicable

Laws, and the Applicant shall be required to provide evidence of same satisfactory to the Agency prior to the granting of any Financial Assistance.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the “Future Resolution”) determining to proceed with the Project and to grant the Financial Assistance, or any portion thereof, with respect to the Project and the Applicant complies with all conditions set forth in the Due Diligence Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility pursuant to a deed, lease agreement, assignment of lease, license, bill of sale and/or other documentation to be negotiated between the Agency and the Applicant (the “Company Lease”); (B) lease (with the obligation to purchase), license or sell the Project Facility to the Applicant or related designee pursuant to an agency lease agreement or an installment sale agreement (the “Agency Lease”) to be negotiated between the Agency and the Applicant; and (C) provide the Financial Assistance with respect to the Project, all as contemplated by the Due Diligence Agreement and the Future Resolution.

Section 6. The form, terms and substance of the Due Diligence Agreement (in substantially the form presented at this meeting) are in all respects approved, and the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized, empowered and directed, acting individually or jointly, to execute and deliver said Due Diligence Agreement in the name and on behalf of the Agency, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer’s approval of any and all changes or revisions therein from the form now before this meeting, and the Agency hereby ratifies and approves any action heretofore taken by the Agency with respect to the Due Diligence Agreement.

Section 7. From and after the execution and delivery of the Due Diligence Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed, acting individually or jointly, to proceed with the undertakings provided for therein on the part of the Agency, and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Due Diligence Agreement as and when executed.

Section 8. The law firm of Phillips Lytle LLP, Jamestown, New York, is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the Applicant, counsel to the Applicant, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 9. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Applicant and to the affected tax jurisdictions to the extent required by Applicable Laws and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 10. 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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman

DUE DILIGENCE AGREEMENT

THIS DUE DILIGENCE AGREEMENT (this "Agreement") dated as of the 23rd day of May, 2023, between the COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY (the "Agency"), a public benefit corporation organized and existing under the laws of the State of New York, and BUSTI SOLAR PROJECT, LLC, a limited liability company organized and existing under the laws of the State of New York (the "Applicant").

WITNESSETH:

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I 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 manufacturing, industrial and 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 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, the Applicant presented an application for financial assistance (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Proposed Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 107 acre parcel of land located at 4542 Baker Street Extension, Lakewood, Town of Busti, County of Chautauqua, New York (the "Land"), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) 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 10 megawatt A/C solar-powered electrical generation facility consisting of two (2) 5 megawatt solar arrays each located on a 33 acre portion of the Land; (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 members of the Agency held a meeting on May 23, 2023 and approved a resolution (the "Preliminary Due Diligence Resolution") requiring the execution and delivery of this Agreement by the Applicant and authorizing its execution and delivery by the Agency, and authorizing the Agency to pursue preliminary action toward the undertaking of the Proposed Project;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Agency and the Applicant agree as follows:

Article 1. Representations; No Commitments.

Section 1.01. The Applicant hereby represents to the Agency that:

(A) Based on the proposed use of the Project Facility, the economic effects of the Proposed Project on the area in which it is situated and the prevention of economic deterioration in the County of Chautauqua (the "County"), the Proposed Project would constitute a commercial facility with a significant impact on the area in which it is situated, and would advance the Agency's purposes by preventing economic deterioration in the County. Therefore, the Proposed Project would constitute a "project" within the meaning of the Act.

(B) The execution, delivery and performance by the Applicant of this Agreement have been duly authorized by all necessary company action, and this Agreement has been duly executed and delivered by the Applicant and is the legal, valid and binding obligation of the Applicant enforceable against the Applicant in accordance with its terms.

(C) 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 Facility. For purposes of this representation, 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.

(D) The undertaking of the Proposed Project will not result in the removal of a facility or plant of the Applicant from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Applicant located in the State of New York (but

outside the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act would not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant.

(E) Each owner, occupant or operator that would receive Financial Assistance with respect to the Proposed Project is in substantial compliance with applicable federal, state and local tax, worker protection and environmental laws, rules and regulations.

(F) As of the date of this Agreement, the Applicant is in substantial compliance with all provisions of Article 18-A of the General Municipal Law, including, but not limited to, the provisions of Section 859-a and Section 862(1) thereof.

(G) The granting by the Agency of the Financial Assistance with respect to the Proposed Project would be an inducement to the Applicant to undertake the Proposed Project in the County.

(H) The Applicant would not undertake the Proposed Project in the County without the granting of the Financial Assistance by the Agency.

(I) The Project Facility is located entirely within the boundaries of the Town of Busti, County of Chautauqua, and the Panama Central School District and is not located within the boundaries of any incorporated city or any incorporated village.

(J) The Applicant plans to invest a total of at least \$17,608,000 in the Project Facility.

(K) The Application is and remains true, accurate and complete in all respects as of the date hereof.

Section 1.02. By the Preliminary Due Diligence Resolution, the Agency has approved the execution of this Agreement. The Agency intends this Agreement to constitute its binding commitment, subject to the terms hereof, to accept the Application; provided, however, that this Agreement shall not commit the Agency to undertake the Proposed Project or to grant to the Applicant any Financial Assistance with respect to the Proposed Project. The members of the Agency shall decide, in their sole and absolute discretion, whether or not to undertake the Proposed Project and to grant such Financial Assistance, and then only following a determination by the members of the Agency that all requirements of applicable laws, rules and regulations and the policies and procedures of the Agency (collectively, "Legal Requirements") have been fulfilled.

Article 2. Undertakings on the Part of the Agency.

Based upon the statements, representations and undertakings of the Applicant, and subject to the conditions set forth herein, the Agency agrees as follows:

Section 2.01. The Agency shall undertake formal consideration of the Proposed Project and the Financial Assistance relating to the Proposed Project, subject to the conditions contained in this Agreement, including, but not limited to, the provision of Section 1.02 above and the following conditions:

(A) The Agency shall receive, in form and substance satisfactory to the Agency, such rulings, approvals, resolutions, consents, certificates, opinions of counsel and other instruments and proceedings as shall be specified by the Agency in connection with the Proposed Project and the various documents to be executed in connection with the Proposed Project;

(B) The Applicant shall provide the Agency and all other “involved/interested agencies” with all information and statements that may be required by said respective entities to ensure compliance by said entities with the New York State Environmental Quality Review Act and the regulations promulgated thereunder (collectively, “SEQRA”);

(C) The Applicant shall comply with and shall provide the Agency with all information, documentation and statements required for the Agency to comply with the requirements of all Legal Requirements; and

(D) The Applicant shall pay all expenses incurred by the Agency in connection with the Proposed Project (including, without limitation, counsel fees and disbursements) and shall pay all fees of the Agency.

Article 3. Undertakings on the Part of the Applicant.

Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Applicant agrees as follows:

Section 3.01. The Applicant hereby agrees to indemnify, defend (with counsel selected by the Agency) and hold the Agency (and its members, officers, agents, attorneys and employees) harmless from any and all liability, damages, causes of actions, losses, costs or expenses incurred by the Agency in connection with: (A) examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application, the Proposed Project or the Financial Assistance are favorably acted upon by the Agency, (B) the acquisition, construction, installation and equipping of the Project Facility, and (C) any further action taken by the Agency with respect to the Proposed Project; including, without limiting the generality of the foregoing, (i) all fees and expenses of the Agency’s general counsel, transaction counsel, economic development consultant, real property tax valuation consultant and other experts and consultants (if deemed necessary or advisable by the Agency) heretofore or hereafter incurred, and (ii) all other expenses incurred by the Agency in defending any suits, actions or proceedings that may

arise as a result of any of the foregoing. If, for any reason whatsoever, the Agency decides not to proceed with consideration of the Application or the proposed Project or the Applicant fails to conclude or consummate necessary negotiations or fails within a reasonable or specified period of time to take reasonable, proper or requested action or withdraws, abandons, cancels, or neglects the Application or if the Applicant is unable to secure third party financing, if required, or otherwise fails to conclude the Proposed Project, then upon presentation of an invoice by the Agency, its agents, attorneys or assigns, the Applicant shall pay to the Agency, its agents, attorneys or assigns, as the case may be, all fees and expenses reflected in any such invoice.

Section 3.02. The Applicant agrees that each of the Agency's general counsel, transaction counsel, economic development consultant, real property tax valuation consultant and other experts and consultants is an intended third-party beneficiary of this Agreement, and that each of them may (but shall not be obligated to) enforce the provisions of Section 3.01 of this Agreement, whether by lawsuit or otherwise, to collect the fees and expenses of such party or person incurred by the Agency (whether or not first paid by the Agency) with respect to the Application. The Applicant further agrees that the Agency may (but shall not be obligated to) directly enforce the provisions of Section 3.01 of this Agreement against the Applicant, whether by lawsuit or otherwise, to collect such fees and expenses.

Section 3.03. The Applicant will take such further action and adopt such further proceedings as the Agency may deem necessary to implement its aforesaid undertakings or as the Agency may deem appropriate in pursuance thereof.

Section 3.04. This Agreement is intended to facilitate discussion regarding the Proposed Project, and neither this Agreement nor any discussions or course of conduct between the parties or their representatives shall constitute an agreement, offer or legally binding commitment by the Agency to undertake the Proposed Project or to grant the Financial Assistance. This Agreement does not purport to summarize or contain all the conditions, covenants, representations, warranties and other provisions that would be contained in the definitive documentation between the Agency and the Applicant relating to the Proposed Project.

Article 4. General Provisions.

Section 4.01. (A) All notices and other communications hereunder shall be in writing and shall be deemed given (i) when mailed by United States registered or certified mail, postage prepaid, return receipt requested, (ii) when delivered by hand delivery to the undersigned, or (iii) the date of delivery (or refusal) after deposit with Federal Express or other nationally recognized overnight courier for next business day delivery, addressed as follows:

- (1) To the Agency:

County of Chautauqua Industrial Development Agency
201 West 3rd Street, Suite 115
Jamestown, NY 14701

Attn: Mark Geise

(2) To the Applicant:

Busti Solar Project, LLC
P.O. Box 114
West Falls, NY 14170
Attn: Dennis Ryan

(B) The Agency and the Applicant may, by notice given hereunder, designate any further or different addresses to which subsequent notices, certificates and other communications shall be sent.

Section 4.02. All covenants and agreements herein contained by or on behalf of the Agency and the Applicant shall bind and inure to the benefit of the respective permitted successors and assigns of the Agency and the Applicant, as the case may be, whether so expressed or not.

Section 4.03. The obligations and agreements of the Agency contained herein shall be deemed the obligations and agreements of the Agency, and not of any member, officer, agent or employee of the Agency in his individual capacity, and the members, officers, agents and employees of the Agency shall not be liable personally hereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The obligations and agreements of the Agency contained herein shall not constitute or give rise to an obligation of the State of New York or of the County, and neither the State of New York nor the County, shall be liable thereon; and further, such obligations and agreements shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency payable solely from the revenues of the Agency derived and to be derived from the lease, sale or other disposition of the Project Facility.

Section 4.04. Notwithstanding any provision of this Agreement to the contrary, the Agency shall not be obligated to take any action pursuant to any provision hereof unless (A) the Agency shall have been requested to do so in writing by the Applicant; and (B) if compliance with such request is reasonably expected to result in the incurrence by the Agency (or any member, officer, agent or employee of the Agency) of any liability, fees, expenses or other costs, the Agency shall have received from the Applicant security or indemnity satisfactory to the Agency for protection against all such liability and for the reimbursement of all such fees, expenses and other costs.

Section 4.05. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument. Signatures by facsimile or in Portable Document Format shall be deemed to constitute originals.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have entered into this Agreement as of the date and year first written above.

BUSTI SOLAR PROJECT, LLC

COUNTY OF CHAUTAUQUA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Name:
Title:

By: _____
Name: Richard E. Dixon
Title: CFO

[SIGNATURE PAGE TO PRELIMINARY AGREEMENT]

Ripley Site Acquisition Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on May 23, 2023, at 10:00 A.M., local time, at the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”).

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

PRESENT:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Kevin Muldowney	Member
Rhonda Johnson	Member

NOT PRESENT:

Steven Thorpe	Member
Daniel DeMarte	Member
Jay Churchill	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
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Jason Toczydlowski	IDA Staff
Crystal Erhard	IDA Staff
Rebecca Wurster	IDA Staff
Paul Wendel	County Executive
Paula Blanchard	Hanna Commercial Real Estate
Bob Murray	Harris Beach
Julie Marshall	Harris Beach
Steve Kaufman	Refresco Beverages US, Inc.
Rachel Gradner	CBRE
Mayor Colleen Meeder	Mayor of Sherman

Greg Bacon
Julia Ciesla-Hanley

Post Journal
WRFA 107.9

The attached resolution no. 05-23-23-11 was offered by Sagan Sheffield-Smith, seconded by Dan Heitzenrater:

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE ACQUISITION OF FOUR PARCELS FOR THE RIPLEY SITE PROJECT

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, the Agency deems it desirable to assemble certain parcels OF LAND and to create a "shovel ready" site for future economic development project(s); and

WHEREAS, the Agency has identified certain parcels on the north side of West Main Road in Ripley, New York for such a site; and

WHEREAS, the Agency has obtained appraisals (the "Appraisals") for four (4) such parcels from KLV Appraisal Group, Inc.; and

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

Section 1. The Agency is hereby authorized to acquire the following four (4) parcels of real property:

<u>Seller</u>	<u>SBL No.</u>	<u>Acreage</u>	<u>Price</u>
1. Knight Family, LLC	240.00-2-31	24.998	\$749,940.00
2. William McDonald	240.00-2-34	21.736	\$652,200.00
3. Cochrane Farms, Inc.	240.00-2-32	14.33	\$429,900.00
4. Crown Logistics, Inc. and Regal Warehouse Properties, Inc.	240.00-2-36 and 38	3.216	\$176,880.00

The foregoing purchase prices have been established pursuant to the Appraisals.

Section 2. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are each authorized and directed to prepare, negotiate, execute and close upon all necessary contracts, deeds, agreements, certificates, affidavits and other documents (collectively, the “Acquisition Documents”) necessary or appropriate in such officer’s judgment, to acquire the Parcels.

Section 3. The Agency and the aforesaid officers are each authorized to pay the above purchase prices, together with any other customary and usual taxes, fees and other costs in connection with same.

Section 4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director and 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, Article 8 of the Environmental Conservation Law (the “SEQR Act”) and the regulations adopted pursuant thereto (the “Regulations”) and together with the SEQR Act, collectively, “SEQRA”) and all other applicable laws that relate thereto.

Section 5. The current use, if any, of the Parcels is not changing as a result of the Agency’s acquisition of same. The Agency hereby determines that the acquisition of the Parcels is a Type II Action pursuant to 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)(2)) and therefore no finding or determination of significance are required under SEQRA.

Section 6. The form and substance of the Acquisition 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 Acquisition 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 7. 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 Acquisition Documents) of the Agency.

Section 8. 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 Acquisition 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 Acquisition Documents to which the Agency is a party or which are binding on the Agency.

Section 9. 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 10. 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:

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE

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 May 23, 2023 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; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

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 23rd day of May, 2023.



[Assistant] Secretary



[Vice] Chairman