

**AMENDED APPROVING RESOLUTION
HUME-WISCOY SOLAR II, LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at Crossroads Commerce & Conference Center, 6087 State Route 19 North, Belmont, New York on November 12, 2020 at 10:00 o'clock a.m., local time.

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

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice-Chairman
Randy Shayler	Secretary
Douglas Frank	Treasurer
Michael Johnsen	Member
Ward "Skip" Wilday	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark	Executive Director
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The following resolution was offered by S. Wilday, seconded by R. Shayler, to wit:

Resolution No. 1120-04

RESOLUTION AMENDING A RESOLUTION ENTITLED "RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HUME-WISCOY SOLAR II, LLC (THE "COMPANY")."

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws 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 99 the 1973 Laws of New York, as amended, constituting Section 906-a 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 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, on July 9, 2020, the members of the Agency adopted a resolution (the “Approving Resolution”) entitled “Resolution Authorizing Execution of Documents in Connection with a Lease/Leaseback Transaction for a Project for Hume-Wiscoy Solar II, LLC (the “Company”); and

WHEREAS, subsequent to the adoption of the Approving Resolution, as a result of the request from the Company to amend the deviation to the Agency’s uniform tax exemption policy with respect to the proposed payment in lieu of tax agreement, the amount of financial assistance being provided to the Company increased;

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

Section 1. The fifth recital clause to the Approving Resolution is hereby amended to read as follows:

“WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on May 14, 2020 (the “Initial Public Hearing Resolution”), the Chief Financial Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Initial Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on May 15, 2020 to the chief executive officers of the county and of each town, village and school district in which the Project Facility is to be located, (B) caused notice of the Initial Public Hearing to be posted on May 27, 2020 on the Agency’s website, and caused the second notice of the Initial Public Hearing to be posted on June 9, 2020 on the Agency’s website, (C) caused notice of the Initial Public Hearing to be published on June 3, 2020, and notice of the second Public Hearing to be to be published on June 19, 2020 both in The Spectator, a newspaper of general circulation available to the residents of the Town of Hume, Allegany County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo and as supplemented in response to the novel Coronavirus (COVID-19) pandemic, conducted the Initial Public Hearing on the 9th day of June, 2020 at 10:00 o’clock a.m., local time, and a second Public Hearing on the 2nd day of July, 2020 at 9:00 o’clock a.m., local time electronically via conference call rather than in person; and (E) prepared reports of the Public Hearings (collectively the “Initial Public Hearing Report”) fairly summarizing the views presented at such Public Hearings and caused copies of said Initial Public Hearing Report to be made available to the members of the Agency; and”

Section 2. The recital clauses to the Approving Resolution are hereby amended to include the following recital clauses:

“WHEREAS, the Company has requested an amendment of the Proposed Deviation from the Agency’s Policy (the “Pilot Request”) with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the “Amendment”), and in connection therewith has requested that an amended letter be sent to the Affected Tax Jurisdictions informing them of the Amendment; and

WHEREAS, in connection with the Pilot Request and by resolution adopted by the members of the Agency on October 8, 2020 (the “Resolution Authorizing Amended Pilot Deviation Letter”), the Agency authorized the Executive Director of the Agency to send a notice to the Affected Tax Jurisdictions and pursuant to a letter dated October 8, 2020 (the “Amended Pilot Deviation Letter”), the Agency notified the “Affected Tax Jurisdictions” (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency scheduled to be held on November 12, 2020 to consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement and the reasons for said proposed deviation; and

WHEREAS, as the Amendment increased the amount of Financial Assistance beyond \$100,000, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, pursuant to the Amendment, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on October 9, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be published on October 18, 2020 in The Spectator, a newspaper of general circulation available to the residents of County of Allegany, New York, (C) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1, as supplemented, and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo and as supplemented in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on October 29, 2020 at 10:00 a.m., local time electronically via conference call rather than in person, and (D) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on November 12, 2020 (the “Amended Pilot Deviation Approval Resolution”), the members of the Agency determined to deviate from the Agency’s Policy with respect to the Project pursuant to the Amendment; and”

Section 3. The Agency hereby amends Exhibit A, item number 3 of the Approving Resolution to read as follows:

"3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The estimated amount of the tax exemptions are described as follows: sales tax exemption \$401,050.00; real property tax exemption (net of PILOT and new Fire District taxes): \$1,078,349.23; Mortgage recording tax \$57,868.31."
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Section 4. Except as amended by this Resolution, the Approving Resolution shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 5. 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:

Richard Ewell	VOTING	AYE
Judy Hopkins	VOTING	AYE
Randy Shayler	VOTING	AYE
Douglas Frank	VOTING	AYE
Michael Johnsen	VOTING	AYE
Ward "Skip" Wilday	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of the Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 12, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I 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") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of November, 2020.



(Assistant) Secretary

