



MINUTES

June 27, 2023

Herkimer County Industrial Development Agency Board of Directors Meeting

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office
Assistant

ERIN E. SPINA
Marketing & Communications
Specialist

BOARD OF DIRECTORS

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CORY ALBRECHT
Vice Chairman

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MICHAEL WERENCZAK
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ANN GAWORECKI
Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

The Herkimer County Industrial Development Agency held a regular meeting of the Board of Directors on Tuesday June 27th, 2023 at 8:00 AM. The meeting was held electronically via zoom conference as well as a public meeting open for the public to attend in person. Members of the public were invited to join the meeting virtually by going to www.zoom.com or by dialing (929) 205-6099 and entering meeting ID: 886 8128 8098 and passcode: 402411. Members of the public were invited to attend the meeting in person in the Herkimer County Chamber of Commerce conference room at 420 E. German Street, Herkimer, NY 13350.

After the Pledge of Allegiance, Chairman Vincent (Jim) Bono called the meeting to order at 8:00 AM.

The following members were present in person and answered the roll call: Alana Basloe, Vincent (Jim) Bono, Timothy Day, John Scarano, Ann Gaworecki, and Cory Albrecht. **Quorum Present**

Members Absent: Michael Werenczak

Staff Present: John Piseck, Victoria Adams, Jennifer Young, Erin Spina, and HCIDA Intern Joe Bono

Also Present in Person: Anthony Hallak, Garet Livermore (Cornell Coop.) and Herkimer County Legislator, John Stephens (entered at 8:30AM)

Also Present Virtually: Shannon Wagner (Hodgson Russ LLC.), Dana Nimey-Olney (Office of Assemblywoman Buttenschon), Ashley Yost (Office of Senator Walczyk)

Mission Statement: Mr. Joseph Bono read the Agency's Mission Statement.

Minutes:

May 30, 2023 Board Meeting: The minutes of the May 30th, 2023 regular meeting were offered for review. **Cory Albrecht moved, seconded by John Scarano to approve the minutes as presented. The motion carried with 6 ayes and 0 nays.**

Public Hearing Minutes - SunEast Grassy Knoll Solar, LLC: The Minutes of the SunEast Grassy Knoll Solar public hearing that took place on 6/26 were offered for review. **Ann Garworecki moved, seconded by John Scarano to approve the minutes as presented. The motion carried with 6 ayes and 0 nays.**

420 E. German Street, Box 1 Suite 101A, Herkimer, NY 13350 315-866-3000

"This institution is an equal opportunity provider, employer and lender."

Public Hearing Minutes - SunEast Hills Solar, LLC: The Minutes of the SunEast Hills Solar public hearing that took place on 6/26 were offered for review. **Alana Basloe moved, seconded by Cory Albrecht to approve the minutes as presented. The motion carried with 6 ayes and 0 nays.**

Mr. Piseck stated that John Haughton, Town Supervisor for the Town of Manheim was present for both public hearings. One resident was present; Mr. Haughton attempted to address the concerns.

Financial Reports: The following financial reports were offered for review and approval: May 2023 Financial Report, Balance Sheet, Check Register, RLF/Lease Balance with payment status, and SBP Mortgage. Mr. Piseck stated that property maintenance expenses are currently high but all other budget items are where they are expected to be. **Ann Gaworecki moved, seconded by Cory Albrecht to approve all financial reports as presented. The motion carried with 6 ayes and 0 nays.**

Herkimer County CARES Grant: Victoria Adams provided an update to board members regarding the status of the Herkimer County CARES Grant. The final drawdown has been received and administered to the agency. The final check will be delivered to Custom Tool & Machine Corp this week. The agency will begin the process of completing any final reporting and closeout requirements.

Small Business Seward Update: Victoria Adams provided an update on the status of the Small Business Seward 2/2/2 fund. Victoria stated that all payments are being made accordingly and all accounts are up to date at this time.

Due to closing out the CARES Grant and little change/movement on 2/2/2 program, the Agency will no longer provide monthly updates to the board. When changes occur, this will be added to the agenda for that month's regular board meeting.

Marketing Update: Erin Spina showed board members new photos the Agency has received of sites and properties. Erin also shared the spec sheet she created for Four Corners Business Park and the SWOT created by HCIDA's intern, Joe Bono. Erin also showed a preview of the next Agency Newsletter which is scheduled to go out later this week using the Constant Contact platform.

SunEast Flat Hills Solar, LLC:

Final Authorizing Resolution: The Final Authorizing Resolution was provided to the board for SunEast Flat Hills Solar, LLC. After further review and discussion, **Ann Gaworecki made the following motion:**

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facility") THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH

ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the “ECIA”); TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

Seconded by Cory Albrecht, the motion carried with 6 ayes and 0 nays. The official resolution is attached to the original minutes. *Resolution 062723-01*

Herkimer County Brownfield Opportunity Area: The Agency requested support in moving forward with submitting an application for a county-wide Brownfield Opportunity Area assessment grant in the amount of \$500,000 with a 10% contribution from the Agency. After review and discussion, **Timothy Day moved, seconded by Ann Gaworecki to approve the application for the county-wide assessment grant in an amount of up to \$500,000 with a 10% contribution from the Agency. The motion carried with 6 ayes and 0 nays.**

Resolution 062723-02

BCA Architects & Engineers: The Agency received a proposal from BCA Architects to provide professional engineering services to prepare Four Corners Business Park for development. This item was brought to the board for discussion. At this time, the Agency is waiting for proposals from additional firms before moving forward.

Eastern Mohawk Valley Water Transmission Line: This item was moved to executive session due to discussion of contracts.

CDBG County Wide Housing Study Grant: The Agency requested support from the board to move forward with assisting the county in submitting an application for a county-wide housing study grant in the amount of \$50,000 to better understand the housing needs of Herkimer County. Following review and discussion, **Timothy Day moved, seconded by Cory Albrecht to authorize the Agency to support Herkimer County in their application for CDBG funds in the amount of \$50,000 to conduct a county-wide housing study. The Agency will administer the funds on behalf of the county through a sub recipient agreement. The motion carried with 6 ayes and 0 nays.** *Resolution 062723-03*

CDBG Microenterprise Grant: The Agency requested support from the board to move forward with submitting an application as the sub recipient for a CDBG Microenterprise Grant in the amount of \$300,000.00. Following discussion, **John Scarano moved, seconded by Ann Gaworecki to authorize the Agency to support Herkimer County in their application for CDBG funds in the amount of \$300,000 for Microenterprise assistance. The Agency will administer the funds on behalf of the county through a sub recipient agreement. The motion carried with 6 ayes and 0 nays.** *Resolution 062723-04*

Fast NY Grant Schuyler Business Park: The Agency will be submitting an application through the Fast NY program for construction of a water tower and new entrance at the Schuyler Business Park. Following discussion, **Cory Albrecht moved, seconded by Alana Basloe to move forward with submitting the application for Fast NY. The motion carried with 6 ayes and 0 nays.** *Resolution 062723-05*

240 Mary Street, Frankfort: Due to the discussion of negotiations, this item was moved to executive session.

Local Development Corporation: The agency brought the idea of creating a Local Development Corporation (LDC) for brownfield properties throughout the county to the board. This item was only for discussion at this time.

Legislator Stephens entered the meeting at 8:30 AM.

Charlestown Mall: This item was brought to the board for discussion. The agency is continuing to pursue having the lien on the property removed for redevelopment opportunities.

Mr. Bono welcomed comments from elected officials.

Dana Nimey-Olney from the office of Assembly Woman Buttenschon, made a comment to welcome requests for letters of support where needed on any projects.

Ashley Yost from Senator Walczyk's office also made a comment that they also encourage requests for letters of support on projects.

Project Updates/ Other Business:

HCIDA shirts: The agency will be placing an order for polo shirts or fleece quarter zips. If anyone would like to place an order, please reach out to the office and someone will let you know what the cost of the garment is.

Schuyler Business Park Entrance: The new sign is up, if you are in the area drive by and take a look!

Frankfort 5s North Business Park: The entrance sign is currently being updated.

Childcare Facility: *There will be a meeting regarding the facility tomorrow at 4PM with the Herkimer County Legislators. Board members were encouraged to attend if they are available.*


John Scarano moved, seconded by Ann Gaworecki to enter into executive session at 8:54 AM to discuss matters of contracts and negotiation. The motion carried with 6 ayes and 0 nays. All board members, John Piseck, Victoria Adams, Jennifer Young, Erin Spina, Joe Bono, Anthony Hallak, John Stephens, and Shannon Wagner were invited to stay.

Anthony Hallak and John Stephens were excused from the meeting at 9:10 AM.

Ann Gaworecki moved, seconded by Timothy Day to end executive session at 9:34 AM. The motion carried with 6 ayes and 0 nays.

Being no other business, Ann Gaworecki moved, seconded by John Scarano to adjourn at 9:35 AM. The motion carried with 6 ayes and 0 nays.

Respectfully Submitted,

A handwritten signature in blue ink that reads "Jennifer Young". The signature is written in a cursive, flowing style.

Jennifer Young
Administrative Assistant

AUTHORIZING RESOLUTION

Resolution 062723-01

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the “Agency”), held at 420 E. German Street, Herkimer, New York on the 27th day of June, 2023 at 8:00 a.m., the following members of the Agency were:

Present: Vincent J. Bono, Cory Albrecht, Ann Gaworecki, John Scarano, Timothy Day, Alana Basloe

Absent: Michael Werenczak

Also Present: John J. Piseck, Victoria Adams, Jennifer Young, Erin Spina, Anthony G. Hallak

After the meeting had been duly called to order, the Chairman announced that the purpose of the meeting was to consider and take action on certain matters pertaining SunEast Flat Hill Solar LLC (the “Company”).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSTAINED

*ALL

*NONE

*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTY SITUATE IN THE TOWN OF MANHEIM, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the “Facility”) THROUGH A SUBLEASE AGREEMENT, SUBLEASING SAID FACILITY BACK TO THE COMPANY; GRANTING SALES AND MORTGAGE TAX EXEMPTIONS; TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANY (the “ECIA”); TO ENTER INTO A PAYMENT IN LIEU OF TAX AGREEMENT; AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS SunEast Flat Hill Solar LLC, a New York State limited liability company (“the Company”), submitted an application (the Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 195 acres of land located near the intersection of Bidleman Road and Dockey Road, in the Town of Manheim, Herkimer County, New York (the “Land”), (2) the construction on the Land of an approximately 20 MWAC solar energy generating facility, including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on March 28, 2023 (the “Inducement Resolution”), the Chief Executive Officer 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 April 1, 2023 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 Public Hearing to be posted on April 1, 2023 on a public bulletin board located at the Town of Manheim located at 6356 State Route 167 in the Town of Manheim, Herkimer County, New York and on the Agency’s website, (C) caused notices of the Public Hearing to be published on March 31, 2023 in the Times Telegram, a newspaper of general circulation available to the residents of the Town of Manheim, Herkimer County, New York, (D) caused a copy of the Notice of Public Hearing to be sent via certified mail, return receipt requested on April 1, 2023 to the chief executive officer of the County and of each city, town, village, and school district in which the Project Facility is to be located, (E) conducted the Public Hearing on the 12th day of April, 2023 at 12:00 o’clock pm, local time, at the offices of the Town of Manheim located at 6356 State Route 167 in the Village of Dolgeville, Town of Manheim, Herkimer County, New York; and (F) 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.

WHEREAS, the Company will sublease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws on 1970 of the State of New York, as may be amended from time to time (collectively the “Act”) and

the Agency will sublease the Facility back to the Company pursuant to a Subleaseback Agreement (the “Subleaseback Agreement”); and

WHEREAS, the Company will construct, renovate and equip the Project; and

WHEREAS, the Company will construct, renovate and equip a 20 MW AC \pm kilowatt (kw) solar array under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency is authorized under its Uniform Tax Exemption Policy to provide for financial assistance to the Project; and

WHEREAS, representations made by the Company in its Application for Financial Assistance support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

WHEREAS, based upon recommendation made by the Company in its Application, the value of financial assistance is described as follows:

Sales and Use Tax exemptions estimated at \$1,939,144.00 but shall not exceed \$1,939,144.00 in aggregate

Real Property Tax Abatement is estimated at \$417,824.01

Mortgage Recording Tax savings is estimated at \$237,535.00

WHEREAS, prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, a public hearing (the “Hearing”) was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notices of the Hearing were given prior to the closing of a sublease-leaseback transaction, and the granting of any tax benefits, and such notices (together with proof of publication) were in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Agency has given due consideration to the operation of a solar facility and the economic conditions of the area in which the Project is situated; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed sublease-leaseback transaction is either

and inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; 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 (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the Manheim Town Board (the “Town Board”) on November 9, 2021 (the “SEQR Resolution”), which SEQR Resolution is hereby renewed and ratified by the Agency, the Town Board determined (A) to act as “lead agency” with respect to SEQRA with respect to the acquisition, construction and installation of the Project Facility, (B) that the acquisition, construction and installation of the Project Facility was determined to be a Type 1 action with regard to SEQRA, and (C) that the Project would not have “any significant adverse environmental impact” and, therefore, that an “Environmental Impact Statement” is not required to be prepared with respect to the acquisition, construction and installation of the Project Facility; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company by virtue of its activities in renovating, reconstructing and equipping the Project shall submit, as a condition to closing, that SEQR review is not required, or in the alternative, the Environmental Assessment Form and related documents (Questionnaire) with respect to the Facility, a copy of which will be placed on file as the office of the Agency; and

WHEREAS, prior to the granting of any tax benefits, the Agency will complete its environmental review (if applicable) and make determinations for purposes of SEQRA; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the “Agency Documents”): (A) a certain lease to agency (the “Lease to Agency” or the “Underlying Lease”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) a lease agreement (and a memorandum thereof) (the “Lease Agreement”) by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (D) a uniform agency project agreement (the “Uniform Agency Project Agreement”) by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (E) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (G) a New York State Department of Taxation and Finance

form entitled “IDA Appointment of Project Operator or Agency for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the “Additional Thirty-Day Project Report”); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the “Mortgage”) from the Agency and the Company to the Company’s lender with respect to the Project (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a “Contractor”) (1) a certain agency indemnification agreement (the “Contractor Agency and Indemnification Agreement”) by and between the Agency and the Contractor, (2) a certain recapture agreement (the “Contractor Section 875 GML Recapture Agreement”) by and between the Agency and the Contractor, (3) a sales tax exemption letter (the “Contractor Sales Tax Exemption Letter”), and (4) a Thirty-Day Sales Tax Report (the “Contractor Thirty-Day Sales Tax Report”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the “Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a Contractor, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement, interim agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the “Interim Documents”) and (K) various certificates relating to the Project (collectively, the “Closing Documents”).

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a “project,” such as that term is defined in the Act; and
- (c) The acquisition, construction, equipping and financing of the Facility, and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to invest in community solar and promote renewable energy initiatives in the State of New York; and

- (e) Based upon representations of the Company, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (f) It is desirable and in the public interest for the Agency to acquire a subleasehold interest in the Facility and sublease the Facility back to the Company; and
- (g) The Sublease is an effective instrument whereby the Company conveys a leasehold interest to the Agency; and
- (h) The Subleaseback Agreement is an effective instrument whereby the Company leases the Facility from the Agency; and

Section 2. The law firm of Felt Evans, LLP is hereby appointed Agency Counsel with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

Section 3. In consequence of the foregoing, and subject to the receipt and approval by the Agency of pre-closing documents deemed reasonably necessary by counsel to the Agency, the Agency hereby determines to acquire a subleasehold interest in the Facility from the Company and to sublease the Facility back to the Company and to execute and deliver the Sublease Agreement, the Subleaseback Agreement and memoranda thereof, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement, the Decommissioning Agreement and all related documents (collectively the Closing Documents).

Section 4. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Chief Executive Officer, John J. Piseck, are hereby authorized, on behalf of the Agency, to execute and deliver the Closing Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Chief Executive Officer or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, Chief Executive Officer or any member of the Agency shall constitute conclusive evidence of such approval.

- (b) The Chairman, Vice Chairman, Secretary or member of the Agency and the Chief Executive Officer, John J. Piseck, are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Sublease Agreement).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

STATE OF NEW YORK)

) **SS.:**

COUNTY OF HERKIMER)

I, Victoria Adams, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 27th day of June, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Closing Documents contained in this transcript of proceedings are each in substantially the substance presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 27th day of June, 2023.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY


Victoria Adams, Assistant Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST FLAT HILL SOLAR LLC, (the "Company") presented an application to the Agency on October 28, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"), (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located near the intersection of Bidleman Road and Dockey Road in the Town of Manheim with an estimated capacity of 20 MWac \pm kilowatts. The Project has an estimated cost of Forty Seven Million Five Hundred Seven Thousand and Seventy Nine and 00/100 Dollars (\$47,507,079.00).

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

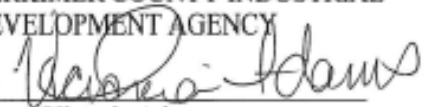
A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Date: April 1, 2023

By 
Name: Victoria Adams
Title: Assistant Secretary



STAFF

JOHN J. PISECKI, JR.
Chief Executive Officer

STACEY J. HOLLERAN
Chief Financial Officer

VICTORIA L. ADAMS
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BOARD OF DIRECTORS

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Director

TIM DAY
Director

ALANA BASLOE
Director

COUNSEL

ANTHONY G. HALLAK, Esq.
Felt Evans, LLP

April 1, 2023

CERTIFIED MAIL RETURN RECEIPT REQUESTED

Hon. John D. Haughton, Supervisor
Town of Manheim
6356 State Route 167
Dolgeville, NY 13329

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 12th day of April, 2023, at 12:00 PM, local time at the Town of Manheim, 6356 State Route 167, Dolgeville, New York, Town of Manheim, in connection with the following matter:

SUNEAST FLAT HILL SOLAR LLC, (the "Company") presented an application to the Agency on October 28, 2021, which application was amended on March 23, 2023, copies of which were presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility and real property tax relief in the form of a Payment in Lieu of Tax Agreement (the "Assistance"); (ii) to acquire, construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease and/or sublease (with an obligation to leaseback) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Facility will consist of the acquisition, construction, and equipping of a ground-mounted utility scale solar energy generation system on leased property totaling 195 acres located near the intersection of Bidleman Road and Dockey Road in the Town of Manheim with an estimated capacity of 20 MWac ± kilowatts. The Project has an estimated cost of Forty Seven Million Five Hundred Seven Thousand and Seventy Nine and 00/100 Dollars (\$47,507,079.00).

The project proposes to generate electricity that will allow residential and commercial subscribers to benefit from renewable energy that will offset traditional power sources.

A representative of the Agency will be present at the above-stated time to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed Assistance to the Company or the location or nature of the Facility.

A copy of the Application filed by the Company with the Agency with respect to the Facility, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

420 E. German Street, Box 1 Suite 101A, Herkimer, NY 13350 315-866-3000

"This institution is an equal opportunity provider, employer and lender."

Additional information can be obtained from, and written comments may be addressed to John J. Piseck, Jr., Chief Executive Officer, Herkimer County Industrial Development Agency, 420 E. German Street, Suite 101A, Herkimer, New York 13350; Telephone 315-866-3000.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By 

Name: Victoria Adams

Title: Assistant Secretary

Copy by email:

Mr. James Wallace, Herkimer County Administrator

Mr. John Piseck, Jr., IDA Chief Executive Officer

Hon. James Bono, IDA Chairman

Mr. Anthony Hallak, Esq.

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Observer-Dispatch | Daily Messenger
Times Telegram | New Jersey Herald
Times Herald-Record

PO Box 631202 Cincinnati, OH 45263-1202

PROOF OF PUBLICATION

Stacey Holleran
Herkimer Co Ind. Development/H
420 E. GERMAN ST. STE#101A
HERKIMER NY 13350-1049

STATE OF NEW YORK, COUNTY OF HERKIMER

The Times Telegram, a newspaper published in the City of Utica,
New York.

The text of the notice as published in said newspaper is as set
forth below, or in the annexed exhibit, was published in the issue
dated:

03/31/2023

and that the fees charged are legal.
Sworn to and subscribed before on 03/31/2023

D. Roberts

Legal Clerk

Kaitlyn Felty

Notary, State of WI, County of Brown

3/7/27

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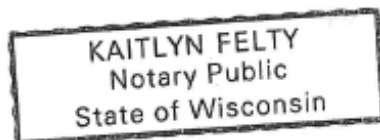
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THIS IS NOT AN INVOICE!

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Date: April 1, 2023

HERKIMER COUNTY
INDUSTRIAL
DEVELOPMENT AGENCY
By: /s/ Victoria Adams
Title: Assistant Secretary

EXHIBIT B



**Herkimer County Industrial Development Agency
April 12, 2023 @ 12:00 PM
SunEast Flat Hill Solar, LLC
Manheim Town Hall
6356 NY-167, Dolgeville, New York**

STAFF

JOHN J. PISECK, JR.
Chief Executive Officer

VICTORIA L. ADAMS
Operations Manager

JENNIFER L. YOUNG
Administrative Office
Assistant

RYAN E. SPINA
Marketing & Communications
Specialist

BOARD OF DIRECTORS

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AMY GAVRUSICK
Director

TIM BAY
Director

ALAN BELLOR
Director

COMMENTS

ANTHONY G. BALLAL, Esq.
Flat Earth, LLP

Mr. Piseck introduced himself as the Chief Executive Officer of the Herkimer County Industrial Development Agency.

Mr. Piseck appointed Victoria Adams to record the minutes of the hearing.

Mr. Piseck also introduced Jenn Young of the Herkimer County IDA.

Mr. Piseck stated that on March 31, 2023 a Public Hearing Notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

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Mr. Piseck invited public comments.

Being no further public comment, the public hearing was closed at 12:15 PM.

Respectfully submitted,



Jennifer Young
Administrative Assistant

Attachment: Sign in sheet

