

WILLIAM M. CLAY
CHAIRMAN
ANTON DRESLIN
TRAVON T. JACKSON
MARLENE MCTIGUE
PAUL NYLIN
MICHAEL PAPARIAN
DOUGLAS ROETHER



ALBANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

COUNTY OFFICE BUILDING
112 STATE STREET
SUITE 740
ALBANY, NEW YORK 12207

AGENDA

Meeting: Wednesday, October 19, 2022

5:30 P.M.

- Lombard*
1. Roll Call.
 2. Public Comment. *- mention of public opinion on Hecate - jobs -*
 3. Reading and approval of the minutes of the previous meeting.
 4. Financial Report.
 5. Budget
 6. Public Hearing Resolution - Remote Access Policy
 7. Video Conferencing Policy
 8. LaFarge Holcim Property Resolution
 9. Hecate Project Amend Approving Resolution
 10. Unfinished business.
 11. New business.
 12. Adjournment.

**ALBANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
MEETING MINUTES
VIA REMOTE MEETING
FEBRUARY 9, 2022 at 5:30 PM
112 STATE STREET
ROOM 740
ALBANY, NY 12207**

Attending: Hon. William Clay, Chairman; Marlene McTigue, Secretary; Michael Papanian, Treasurer, Anton Dreslin; Travon T. Jackson

Also Present: Walter J. Forman, Esq., Agency Counsel; Alan Maikels, CFO and CPA Agency Accountant; William F. Murphy, Jr., CEO; A. Joseph Scott, III, Esq., Bond Counsel; Leslie Butcher, Executive Assistant; Kevin O'Connor, Albany County Economic Development Director;

Excused: Paul M. Engle, Jr.; Douglas Roether

Call to Order

Chairman Clay called the meeting of the IDA to order at 5:35 PM

Public Comments

None

Approval of Minutes

Chairman Clay asked for a motion to approve Minutes

Motion by Ms. McTigue and seconded by Mr. Jackson

Vote: 5-0 All Aye

Approval of Financials

Chairman Clay asked for a motion to approve Financials

Motion by Ms. McTigue and seconded by Mr. Jackson

Vote: 5-0 All Aye

Unfinished Business

CHPE/TDI Project

Pilot Deviation Approval Resolution

Chairman Clay asked for a motion to approve Pilot Deviation Approval Resolution

Motion by Mr. Dreslin and seconded by Mr. Jackson Vote: 5-0 All Aye

Approving Resolution

Chairman Clay asked for a motion to approve Approving Resolution

Motion by Mr. Paparian and seconded by Ms. McTigue Vote: 5-0 All Aye

New Business

125 Vista Boulevard Project

SEQR Resolution

Chairman Clay asked for a motion to approve Public Hearing Resolution

Motion by Mr. Paparian and seconded by Mr. Jackson Vote: 5-0 All Aye

Pilot Deviation Approval Resolution

Chairman Clay asked for a motion to approve Pilot Deviation Approval Resolution

Motion by Mr. Paparian and seconded by Ms. McTigue Vote: 5-0 All Aye

Approving Resolution

Chairman Clay asked for a motion to approve Approving Resolution

Motion by Ms. McTigue and seconded by Mr. Jackson Vote: 5-0 All Aye

Motion to Adjourn

There being no further business, Chairman Clay adjourned the meeting at 6:14 PM.

Motion by Mr. Paparian and seconded by Mr. Dreslin Vote: 5-0 All Aye

ALBANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Transaction Detail By Account
 January through September 2022

Type	Date	Name	Memo	Clr	Split	Credit	Balance	
2116-00 - FEES								
Deposit	01/13/2022	Coeymans Recyclin...	closing 2021 ...		204-00 · REG ...	63,200.00	63,200.00	
Deposit	01/21/2022	Coeymans Recyclin...	McHugh Iola ...		204-00 · REG ...	118.00	63,318.00	
Deposit	03/18/2022	Plug Power	Deposit		204-00 · REG ...	1,500.00	64,818.00	
Deposit	04/19/2022	COLUMBIA DEVEL...	PLUG POWE...		204-00 · REG ...	137,211.95	202,029.95	
Deposit	05/17/2022	Plug Power	Deposit		204-00 · REG ...	38,197.45	240,227.40	
Deposit	06/08/2022	COLUMBIA DEVEL...	BAL OF PLU...		204-00 · REG ...	411,635.85	651,863.25	
Deposit	06/09/2022	CITRINE SOLAR LLC	SALES		204-00 · REG ...	125,000.00	776,863.25	
Total 2116-00 · FEES							776,863.25	776,863.25
TOTAL							776,863.25	776,863.25

ALBANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Transaction Detail By Account
January through September 2022

Type	Date	Num	Name	Memo	Debit	Balance
6464-00 - OPERATING EXPENSES						
Check	01/01/2022	3216	NYS Economic Developm...	2022 Dues	850.00	850.00
Check	02/15/2022	3227	Capital Region Chamber o...	Dues 2021	670.00	1,520.00
Check	02/15/2022	3228	Center for Economic Growth	2022 dues	10,000.00	11,520.00
Check	04/15/2022	3237	TEAL BECKER & CHIAR...	Audit fee-	6,650.00	18,170.00
Check	07/15/2022	3252	Town of Bethlehem IDA	1/4 of Plug Power Collu...	137,211.95	155,381.95
Total 6464-00 - OPERATING EXPENSES					155,381.95	155,381.95
TOTAL					155,381.95	155,381.95

ALBANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Balance Sheet
As of September 30, 2022

	Sep 30, 22
ASSETS	
Current Assets	
Checking/Savings	
201-00 · TRUSTCO CD4487 .05% 10/19/22	626,255.66
201-50 · Trustco CD 4466 0.10% 5/16/23	824,504.02
202-50 · Trustco CD 4433.10% 8/11/23	119,001.31
204-00 · REG CHECKING TRUSTCO	1,785,677.15
Total Checking/Savings	3,355,438.14
Other Current Assets	
480-00 · PREPAID EXPENSES	1,958.14
Total Other Current Assets	1,958.14
Total Current Assets	3,357,396.28
Fixed Assets	
104-00 · Office Furniture & Equipment	10,118.37
105-00 · Accumulated Depreciation	-10,118.37
Total Fixed Assets	0.00
TOTAL ASSETS	3,357,396.28
LIABILITIES & EQUITY	
Equity	
909-00 · Retained Earnings	2,809,859.91
Net Income	547,536.37
Total Equity	3,357,396.28
TOTAL LIABILITIES & EQUITY	3,357,396.28

**ALBANY COUNTY IDA
PROPOSED BUDGET
JANUARY 1- DECEMBER 31, 2023**

FUND BALANCE - January 1, 2023 1,350,610

INCOME -

Fee Income 180000
Interest & Earnings 2800

Total Receipts \$ 182,800

DISBURSEMENTS -

Insurance-Liability 2,500
Office Supplies and Equipment 1,000
Bank Charges 120
Audit Fee 6,800
Services 92,500
Health Insurance 8,750
Meetings and Dues 12,500
Contingency 900

Total Disbursements \$ 125,070

Excess Receipts over Disbursements \$ 57,730

FUND Balance - December 31, 2023 \$ 1,408,340

ALBANY COUNTY IDA
BUDGET JUSTIFICATION
JANUARY 1 – DECEMBER 31, 2023

INCOME –

Fee income is estimated based on prior 10 years' activity.

Interest on savings account and CD balances.

DISBURSEMENTS –

Insurance charge based on prior year premium.

Postage and printing based on prior year usage.

Bank charges estimates at \$10 per month.

Audit fee based on prior years.

Services – Counsel at \$52,000 per year, Accounting at \$9,100, Secretarial at \$5,500., CFO and CEO at \$6,500. each, plus applicable payroll taxes and retirement charges.

Meetings and Seminars based on prior year amounts for Agency meetings and attendance at economic development forums and memberships in economic development organizations.

Contingency per prior year amounts.

How to Join the Meeting:

Meeting Link:

https://teams.microsoft.com/_#/pre-join-calling/19:meeting_NzFlZmU4ZTltZTg0OS00NjAyLWIxZDctMDkwMDJIN2JhMTM4@thread.v2

Dial In: (929) 229-5343

Passcode: 148-437-636#

DRAFT FOR DISCUSSION PURPOSES ONLY
DATED: OCTOBER 17, 2022

AGENCY MEETING POLICY

SECTION 1. PURPOSE AND SCOPE. Article 7 of the Public Officers Law (the “Open Meetings Law”) contains various provisions providing that, among other things, every meeting of a public body shall be open to the general public (the “Open Meetings”). Section 103-a of the Open Meetings Law (the “Remote Access Law”) further provides that a public body may use videoconferencing to conduct an Open Meeting in certain limited circumstances to be outlined and governed by written procedures. The purpose of this Policy is to set forth procedures to implement the Remote Access Law as it applies to Open Meetings conducted by Albany County Industrial Development Agency (the “Agency”).

SECTION 2. DEFINITIONS. All words and terms used herein and not defined in the Open Meetings Law and the Remote Access Law shall have the meanings assigned to them in the Article 18-A of the General Municipal Law of the State of New York (the “Act”), unless otherwise defined herein or unless the context or use indicates another meaning or intent. The following words and terms used herein shall have the respective meanings set forth below, unless the context or use indicates another meaning or intent:

“Immediate Family Member” shall mean a spouse, parent, sibling, child, domestic partner, or individual for whom the member is the designated guardian.

“In-Person Meeting” shall mean any Open Meeting of the Agency which is not a Remote Access Meeting.

“Meeting Notice” shall mean the public notice required to be published by the Agency regarding any Open Meeting pursuant to Section 104 of the Open Meetings Law and Section 103-a(2)(f) of the Remote Access Law.

“Non-Public Location” shall mean any remote location from which a member of the Agency participates in a meeting that is (a) not open to the public; and (b) not required to be disclosed in the Meeting Notice.

“Open Meetings Law” shall mean the open meetings law, being Article 7 of the Public Officers Law.

“Public Location” shall mean (a) the Offices of the Agency located at 112 State Street, Albany, New York; or (b) any other physical location that is (1) open to the general public, and (2) identified on the Meeting Notice.

“Remote Access Law” shall mean Section 103-a of the Open Meetings Law.

“Remote Access Meeting” shall mean any Open Meeting of the Agency where a member of the Agency participates in the Open Meeting using videoconferencing from a Non-Public Location.

“Remote Connection” shall mean the process of connecting multiple Public Locations using videoconferencing.

“Sponsoring Municipality” shall mean Albany County, the municipality for whose benefit the Agency was created.

SECTION 3. GENERAL RULE. (A) All meetings of the Agency, including public hearings held by the Agency, will be Open Meetings.

(B) Members of the Agency shall be physically present at the Public Location(s) identified in the Meeting Notice unless such member is unable to be physically present due to extraordinary circumstances as identified in Section 4 of this Policy.

(C) A majority of the whole number of the members of the Agency shall be physically present at the Public Location(s) identified in the Meeting Notice to establish a quorum. The Agency must satisfy this quorum requirement whether it conducts an In-Person Meeting or a Remote Access Meeting.

(D) Members of the public shall be permitted to attend, listen and observe all Open Meetings at the Physical Location(s) identified in the Meeting Notice unless the in-person participation requirement is suspended pursuant to Section 103-a(3) of the Remote Access Law.

(E) If the Agency conducts a Remote Access Meeting pursuant to this Policy, except in the case of executive sessions, members of the public shall be permitted to attend and observe the meeting using a videoconferencing service which permits the public to see, hear and identify the members of the Agency attending said meeting.

(F) If the Agency conducts a Remote Access Meeting pursuant to this Policy, the Agency shall use the videoconferencing technology to permit access by members of the public with disabilities consistent with the 1990 Americans with Disabilities Act (ADA) pursuant to Section 103-a(5) of the Remote Access Law.

(G) Nothing herein shall prohibit the Agency from holding meetings entirely by videoconference, with no in-person requirement, during a state of emergency declared by the Governor of the State of New York pursuant to Section 28 of the Executive Law or by the appropriate officials of the Sponsoring Municipality pursuant to Section 24 of the Executive Law if the Agency determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the Agency to hold an In-Person Meeting.

SECTION 4. REMOTE ACCESS MEETINGS. (A) The Agency may, at its discretion, conduct a Remote Access Meeting and permit a member or member(s) to participate in the meeting from a Non-Public Location using videoconferencing provided that (a) a quorum of

members are present in the identified Physical Location(s); and (b) the member is unable to be physically present at such meeting due to extraordinary circumstances including, but not limited to:

- (1) disability;
- (2) illness, including but not limited to compliance with applicable quarantine requirements;
- (3) the death of an Immediate Family Member;
- (4) caregiving responsibilities for an Immediate Family Member;
- (5) any other significant or unexpected factor that may preclude physical attendance; and
- (6) other significant or unexpected factors or events which shall be identified by the Agency in subsequent amendments to this Policy.

(B) A member who wishes to participate in a meeting by videoconference must provide advance notice and justification for such member's absence to the extent possible to both the Chairperson and the Chief Executive Officer of the Agency. The Chairperson and the Chief Executive Officer of the Agency may require any member requesting to participate in a meeting by videoconference to provide documentation, to the extent possible, supporting such request and may publicly confirm that such documentation was received without publicly stating the contents of such documentation.

SECTION 5. PUBLIC PARTICIPATION. Members of the public shall only be permitted to participate in meetings of the Agency where (a) the Agency invites public comment, or (b) public comment is required by law. Where the public is permitted to participate, the Agency shall permit public comment pursuant to the operating rules on the attached Appendix A. If public participation is permitted at a Remote Access Meeting, the Agency shall ensure that members of the public have equal opportunity to participate in real time in such meetings whether attending in-person or remotely via videoconference.

SECTION 6. REMOTE ACCESS MEETING MINUTES. If the Agency conducts a Remote Access Meeting, the minutes of such meeting shall (a) include which, if any, members participated remotely, (b) be available to the public within two weeks from the date of such meeting, and (c) be posted on the Agency's website within two weeks from the date of such meeting. For purposes of this requirement, (I) unabridged video recordings or unabridged audio recordings or unabridged written transcripts may be deemed to be meeting minutes; and (II) this requirement shall not require the creation of minutes if the Agency (or committee) would not otherwise take them.

SECTION 7. MEETING NOTICE. The Agency shall give notice to the public and the news media of all meetings of the Agency pursuant to the requirements of Section 104 of the

Open Meetings Law and Section 103-a(2)(f) of the Remote Access Law. The Meeting Notice shall include the following information:

- (a) the date and time the meeting is scheduled;
- (b) the Public Location where the meeting will be held;
- (c) the Public Location(s) where members will be participating using Remote Connection;
- (d) whether any members will be participating using Remote Access;
- (e) where the public can view and/or participate in such meeting whether in-person or remotely; and
- (f) where required documents and records will be posted or available.

SECTION 8. MEETING RECORDS. The Agency shall ensure that (a) each meeting shall be streamed on its website in real time, (b) each meeting shall be recorded, (c) such recordings are posted or linked on the public website of the Agency within five business days following such meeting, and (d) such recordings remain so available for a minimum of five years thereafter, pursuant to Section 103-a(2)(g) of the Remote Access Law and Section 857 of the Act. The Agency shall further ensure that recordings of any Remote Access Meetings are transcribed upon request.

SECTION 9. POSTING. This Policy shall be conspicuously posted on the Agency's website.

APPENDIX A
PUBLIC COMMENT OPERATING PROCEDURES
[To Be Inserted When Completed]

1

**PUBLIC HEARING RESOLUTION
REMOTE ACCESS POLICY**

A regular meeting of Albany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located in Room 740 of 112 State Street in the City of Albany, Albany County, New York on October 19, 2022 at 5:30 o'clock p.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:

Hon. William M. Clay	Chairman
Michael Paparian	Treasurer/Member
Marlene McTique	Secretary/Member
Anton Dreslin	Member
Paul Nylin	Member
Travon T. Jackson	Member
Douglas Roether	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

William Murphy	Chief Executive Officer
Allen F. Maikels, CPA	Chief Financial Officer
Leslie Butcher	Executive Assistant
Walter J. Forman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1022-__

RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF ALBANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO HOLD A PUBLIC HEARING REGARDING A PROPOSED REMOTE ACCESS POLICY OF THE AGENCY.

WHEREAS, Albany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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 178 of the 1975 Laws of New York, as amended, constituting Section 903-b 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, warehousing, research, commercial and industrial 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, reconstruct, renovate and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, reconstructed, renovated and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 103-a(2)(b) of the Public Officers Law of the State of New York (the “Remote Access Law”), the Agency further has the power to adopt written (the “Remote Access Policy”) authorizing and governing the use of videoconferencing to conduct its meetings ; and

WHEREAS, pursuant to Section 103-a(2)(a) of the Remote Access Law, prior to the Agency adopting the Remote Access Policy, the Agency, among other things, must hold a public hearing pursuant to Section 103-a(2)(a) of the Remote Access Law with respect to the use of videoconferencing; and

WHEREAS, the members of the Agency desire to approve the adoption of a Remote Access Policy; and

WHEREAS, the Agency further desires to provide for compliance with the provisions of Section 103-a(2)(a) of the Remote Access Law with respect to the Remote Access Policy;

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

Section 1. The Agency hereby authorizes the Chief Executive Officer of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Remote Access Policy (the “Public Hearing”); (B) to cause the Public Hearing to be held in the County of Albany, New York, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing (1) in a newspaper of general circulation available to the residents of the governmental units where the Agency is located, (2) on public bulletin boards in at least four prominent places within the County of Albany, and (3) on the Agency’s website; (C) to conduct such Public Hearing; (D) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (E) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency is hereby authorized and directed to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chief Executive Officer of the Agency in connection with the Public Hearing with respect to the Remote Access Policy prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. 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:

Hon. William M. Clay	VOTING	_____
Michael Paparian	VOTING	_____
Marlene McTigue	VOTING	_____
Anton Dreslin	VOTING	_____
Paul Nylin	VOTING	_____
Travon T. Jackson	VOTING	_____
Douglas Roether	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Albany 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 October 19, 2022 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"), 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 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 October, 2022.

Secretary

(SEAL)

**RESOLUTION APPROVING RELEASE OF REAL ESTATE
LAFARGE BUILDING MATERIALS INC. PROJECT**

A regular meeting of Albany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located in Room 740 of 112 State Street in the City of Albany, Albany County, New York on October 19, 2022 at 5:30 o'clock p.m., local time.

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

PRESENT:

Hon. William M. Clay	Chairman
Michael Paparian	Treasurer/Member
Marlene McTique	Secretary/Member
Anton Dreslin	Member
Paul Nylin	Member
Travon T. Jackson	Member
Douglas Roether	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

William Murphy	Chief Executive Officer
Allen F. Maikels, CPA	Chief Financial Officer
Leslie Butcher	Executive Assistant
Walter J. Forman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1022-__

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND
DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE RELEASE OF
CERTAIN REAL ESTATE RELATING TO THE LAFARGE BUILDING MATERIALS
INC. PROJECT.

WHEREAS, Albany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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 178 of the 1975 Laws of New York, as amended, constituting Section 903-b 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, manufacturing and industrial 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, in October, 2013, Lafarge Building Materials Inc. (the “Company”), a business corporation duly organized and validly existing under the laws of the State of Alabama, presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project to include the following: (A)(1) the acquisition of an interest in a parcel of real estate located at 1916 Route 9W in the Town of Coeymans, Albany County, New York primarily identified as tax parcel 156.-2-1.11 (the “Land”), together with an approximately 190,000 square foot cement manufacturing plant and the existing improvements located thereon (collectively, the “Existing Facility”), (2) the reconstruction of the Existing Facility, (3) the construction of new improvements on the Land (collectively, the “New Facility”) (the Existing Facility and the New Facility hereinafter collectively referred to as the “Facility”) and (4) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company as a cement manufacturing plant and other directly and indirectly related activities; (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 taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company; and

WHEREAS, the Agency and the Company entered into a first amendment to amended and restated lease agreement dated as of November 1, 2014 (the “First Amendment to Amended and Restated Lease Agreement,” and collectively with the Amended and Restated Lease Agreement, the “Lease Agreement”) to provide for the leasing of the Project Facility by the Agency to the Company; and

WHEREAS, in connection with the execution and delivery of the Lease Agreement, the Agency entered into the Basic Documents (as defined in the Lease Agreement), including a payment in lieu of tax agreement that was entered into by and between the Agency and the Company; and

WHEREAS, the Company has requested (the “Request”) that the Agency consent to the release of certain portions of the Land (collectively, the “Released Parcel”), and in connection with such release of the Released Parcel, the modification of certain of the Basic Documents (the “Amended Documents”); 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, being 6 NYCRR Part 617, 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 proceed with the execution and delivery of the Amended Documents; and

WHEREAS, pursuant to SEQRA, the Agency has reviewed the Request in order to make a determination as to whether the execution and delivery of the Amended Documents is subject to SEQRA, and it appears that the Request is not an “Action” under SEQRA;

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

Section 1. Pursuant to SEQRA, the approval of the Request is not an "Action" under SEQRA and therefore is not subject to SEQRA review by the Agency.

Section 2. The Agency hereby approves the Request and the execution of the Amended Documents; provided, however, that such consent is contingent upon (A) the written consent by any holder of any mortgage on the Project Facility, if required, (B) approval by Agency Counsel and Special Agency Counsel to the form of the Amended Documents, (C) compliance with the terms and conditions contained in the Basic Documents, (D) evidence satisfactory to the Agency that all payments in lieu of taxes and other local fees and assessments relating to the Project Facility, if any, have been paid by the Company, (E) the payment by the Company or the Purchase, as applicable, of the administrative fee of the Agency, and all other fees and expenses of the Agency in connection with the delivery of the Amended Documents, including the fees of Agency Counsel and Special Agency Counsel, (F) no additional Financial Assistance is being granted to the Company, and (G) the following additional conditions: _____.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman of the Agency is hereby authorized to execute and deliver the Amended Documents to provide for the Request, 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, with terms and conditions approved by the Chairman, the execution thereof by the Chairman to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Request, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Request.

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:

Hon. William M. Clay	VOTING	_____
Michael Paparian	VOTING	_____
Marlene McTigue	VOTING	_____
Anton Dreslin	VOTING	_____
Paul Nylin	VOTING	_____
Travon T. Jackson	VOTING	_____
Douglas Roether	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Albany 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 October 19, 2022, 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"), 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 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 October, 2022.

(Assistant) Secretary

(SEAL)

**AMENDED APPROVING RESOLUTION
HECATE ENERGY ALBANY 1 LLC AND HECATE ENERGY ALBANY 2 LLC PROJECT**

A regular meeting of Albany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located in Room 740 of 112 State Street in the City of Albany, Albany County, New York on October 19, 2022 at 5:30 o'clock p.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:

Hon. William M. Clay	Chairman
Michael Paparian	Treasurer/Member
Marlene McTique	Secretary/Member
Anton Dreslin	Member
Paul Nylin	Member
Travon T. Jackson	Member
Douglas Roether	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

William Murphy	Chief Executive Officer
Allen F. Maikels, CPA	Chief Financial Officer
Leslie Butcher	Executive Assistant
Walter J. Forman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1022-__

RESOLUTION AMENDING A RESOLUTION ENTITLED "RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR HECATE ENERGY ALBANY 1 LLC AND HECATE ENERGY ALBANY 2 LLC (COLLECTIVELY, THE "COMPANY")."

WHEREAS, Albany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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 178 of the 1975 Laws of New York, as amended, constituting Section 903-b 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, warehousing, research, commercial and industrial 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, Hecate Energy Albany 1 LLC and Hecate Energy Albany 2 LLC, each a limited liability company organized under the State of Delaware (collectively, the “Company”), submitted an application (the “Application”) to Albany County Industrial Development Agency (the “Agency”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A) (1) the acquisition of an interest in a portion of an approximately 436 acre parcel of land located between State Route 9W and County Route 101 in the Town of Coeymans, Albany County, New York (the “Land”), (2) the construction, installation and equipping on or under the Land of a buried and overhead collection line system, an interconnection substation facility, operations and maintenance structures and a system of gravel access roads, security fencing and gates, parking, landscaping and related improvements to the Land (collectively, the “Facility”) and (3) the acquisition, installation and equipping therein and thereon of certain equipment, including photovoltaic panels producing direct current (“DC”) electricity with a planned total rated alternating current (“AC”) output capacity of up to 40 megawatts (“MW”) to be mounted on fixed-tilt or tracking panel racks, inverters to convert DC electricity to AC electricity and furniture, fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company as a solar-powered electric generating facility and other directly and indirectly related activities; (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, on October 29, 2021 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 Hecate Energy Albany 1 LLC and Hecate Energy Albany 2 LLC (collectively, the “Company”); and

WHEREAS, subsequent to the adoption of the Approving Resolution, the Agency on September 22, 2022, received an amendment to the Application (the “Amendment” and collectively with the Application, the “Application”), which Amendment request the Agency to decrease the number of employees reflected in the Application from 2 full-time employees to zero (0) full-time employees;

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

Section 1. The recital clauses to the Approving Resolution are hereby amended to include the following recital clauses:

“WHEREAS, in September, 2022, the Agency received an amendment to the Application (the “Amendment” and collectively with the Application, the “Application”) with respect to the Project; and

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

I, the undersigned Secretary of Albany 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 October 19, 2022, 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"), 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 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 19th day of October, 2022.

Secretary

(SEAL)

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Albany County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
2.	Creation of new permanent jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A 10,000,000
3.	Creation of construction employment for local labor (i.e., approximately 60% of labor resident from Albany County)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Average of 96 full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of 12 months.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	\$50,000,000 (est.) at the Project Facility within 2 years of the date hereof.
5.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately \$4,000,000 of tax exemptions from sales and use tax, \$625,000 from mortgage recording tax and regarding real property tax exemption (see Application – and any PILOT Agreement to be approved by Town and School District).
6.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
7.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will result in increased revenues to the local taxing jurisdictions.
8.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will result in additional development in the area.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No <input type="checkbox"/>	The Project site is not located in a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.