TOWN OF BROOKHAVEN

INDUSTRIAL DEVELOPMENT AGENCY

PUBLIC HEARING

RE: C2 NY BROOKHAVEN LLC

HELD VIA ZOOM VIDEOCONFERENCE

September 14, 2021
11:00 a.m.

TRANSCRIPT OF PROCEEDINGS

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APPARANCES:

TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT AGENCY
One Independence Hill
Farmingville, New York 11738

BY: LISA M.G. MULLIGAN,
CHIEF EXECUTIVE OFFICER

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MS. MULLIGAN: This is the Town of Brookhaven Industrial Development Agency public hearing for the C2 NY Brookhaven EDPR project.

It's 11 a.m. on September 14, 2021. I'm going to read the public hearing notice into the record.

NOTICE IS HEREBY GIVEN that due to the ongoing public health crisis caused by the Novel Coronavirus (COVID-19) and pursuant to Chapter 417 of the laws of 2021, effective September 2, 2021 through January 15, 2022, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Public Hearing scheduled for September 14, 2021 at 11:00 a.m., local time, being held by the Town of Brookhaven Industrial Development Agency (the "Agency"), in accordance with the provisions of Article 18-A of the New York General Municipal Law will be held electronically via video conference call instead of a public hearing open for the public to attend.

Members of the public may listen to the Public
Hearing, and comment on the Project (defined below) and the benefits to be granted by the Agency to the Company (defined below) during the Public Hearing by logging in as follows:

https://us02web.zoom.us/j/89619479511?pwd=V0RtWn1iaW5wd0tGT0daU2Y2Zz09 Passcode: 455757.

Comments may also be submitted to the Agency in writing or electronically. Minutes of the Public Hearing will be transcribed and posted on the Agency's website, all in connection with the following matters:

The Agency has previously assisted in the acquisition of a ground leasehold interest in an approximately 6.4 acre portion of an approximately 70.0 acre parcel of land located at the parking lot of the Pennysaver Amphitheater, 55 Bicycle Path, Farmingville, New York 11738 (more particularly described as Suffolk County Tax Map No. 0200-571.00-03.00-040.000 and 0200-572.00-01.00-001.000) (the "Land"), owned by the Town of Brookhaven (the "Town"), and the construction of an approximately 2,336.34 kW (2.33634 MW) DC solar photovoltaic electric
generating carport facility therein (the "Improvements"), and the equipping thereof, including but not limited to, approximately eighteen (18) steel carport canopies, approximately 6,772 345W solar photovoltaic panels, approximately five (5) 500 kW inverters, transformer stations, switch gear equipment and other electrical equipment (collectively the "Equipment"; and together with the Land and the Improvements, the "Facility"), and used by Pennysaver Solar, LLC to provide solar-generated energy to the residents of the Town (collectively, the "Project"),

The Town previously ground leased a leasehold interest in the Land pursuant to a certain Renewable Energy Lease Agreement dated as of June 11, 2018 between the Town and Ace-Bald Hill Solar, LLC, as assigned by Ace-Bald Hill Solar, LLC to Pennysaver Solar, LLC (the "Original Company"), as further assigned by the Original Company to the C2 NY Brookhaven LLC ("C2 NY Brookhaven"), pursuant to certain agreements (as assigned and
amended, the "Ground Lease Agreement").

The Original Company, subleased its ground leasehold interest in the Land to the Agency pursuant to the terms of a certain Company Lease, dated as of April 1, 2019 (the "Company Lease"). The Original Company conveyed title to the Improvements and Equipment to the Agency pursuant to a certain Bill of Sale, dated as of April 1, 2019 (the "Bill of Sale"). The Agency sub-subleased the Land and leased the Improvements and Equipment to the Original Company pursuant to a Lease Agreement and Project Agreement, dated as of April 1, 2019 (the "Lease Agreement"), by and between the Agency, as lessor, and the Original Company as lessee.

The Agency previously consented to a request by C2 NY Brookhaven, to the assignment by the Original Company of all of its rights, title, interest and obligations under the Lease Agreement and certain other agreements in connection with the Facility to C2 NY Brookhaven, and the assumes by C2 NY Brookhaven of all such rights, title, interest
and obligations of the Original Company and
the release of the Original Company from any
further liability with respect to the Facility
under the Lease Agreement subject to certain
requirements of the Agency.

Key Equipment Finance, a division of
KeyBank National Association, (collectively,
the "New Company"), has now requested (i) the
Agency's consent to the assignment by C2 NY
Brookhaven of certain of its rights, title,
interest and obligations under the Lease
Agreement to the New Company, and the
assumption by the New Company of all such
rights, title, interest and obligations of C2
NY Brookhaven, subject to certain requirements
of the Agency, and (ii) the Agency's consent
to certain other agreements in connection with
the Facility. Upon such assignment, the New
Company will beneficially own the Equipment
and C2 NY Brookhaven will continue to operate
and/or manage the Facility.

The Agency contemplates that it will
provide financial assistance to C2 NY
Brookhaven and/or the New Company in the form
of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility and continued abatement of real property taxes pursuant to terms of the Company Lease and the Lease Agreement, and as assigned in part by C2 NY Brookhaven to the New Company in accordance with the assignment and assumption agreement, all consistent with the uniform tax exemption policies ("UTEP") of the Agency.

A representative of the Agency will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Prior to the hearing, all persons will have the opportunity to review on the Agency's website (https://brookhavenida.org/), the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

I'm going to leave this public hearing
open in case anyone has comments.

(Pause.)

MS. MULLIGAN: This is the Town of Brookhaven Industrial Development Agency public hearing for the C2 NY Brookhaven EDPR public hearing.

There have been no comments or participation in this public hearing.

Hearing none, I'm going to close this public hearing. It is 11:25 a.m. on September 14, 2021. Thank you.

(Time noted: 11:25 a.m.)

I, JOANN O'LOUGHLIN, a Notary Public for and within the State of New York, do hereby certify that the above is a correct transcription of my stenographic notes.

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JOANN O'LOUGHLIN