

**Authorizing Resolution
Execution of Leasehold Mortgage
GSPP 4575 State Route 69, LLC Facility**

Date: May 20, 2022

At a meeting of the Oneida County Industrial Development Agency (the "Agency"), held at 584 Phoenix Drive, Rome, New York at 8:00 a.m. on May 20, 2022, the following members of the Agency were:

Members Present: David Grow, Michael Fitzgerald; Ferris Betrus, Kirk Hinman, Mary Faith Messenger, Gene Quadraro, Steve Zogby

EDGE Staff Present: Shawna Papale, Bill Van Shufflin, Maureen Carney, Tim Fitzgerald, Mark Kaucher (WebEx)

Other Attendees: Rome Mayor Jackie Izzo; Paul Goldman, Esq., Goldman Attorneys, PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King (call-in); Mark Levitt and Jenna Peppenelli (WebEx); Gordon Woodcock, Pivot Energy(WebEx); Kate Jarosh, Woodhaven Ventures, LLC(WebEx).

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the financing of a certain industrial development facility more particularly described below (GSPP 4575 State Route 69, LLC Facility).

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

	Aye	Nay	Abstain
Ferris Betrus	X	_____	_____
Michael Fitzgerald	X	_____	_____
David Grow	X	_____	_____
Kirk Hinman	X	_____	_____
Mary Faith Messenger	X	_____	_____
Eugene Quadraro	X	_____	_____
Steve Zogby	X	_____	_____

RESOLUTION AUTHORIZING THE AGENCY TO GRANT A LEASEHOLD MORTGAGE RELATING TO THE GSPP 4575 STATE ROUTE 69, LLC FACILITY AND TO EXECUTE RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), Oneida County Industrial Development Agency (the "Agency") was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, GSPP 4575 State Route 69, LLC (the "Company") previously requested that the Agency provide certain financial assistance, consisting of reduction of real property taxes (the "Financial Assistance"), for a project consisting of construction of an approximately 5 megawatt AC solar facility consisting of racking and foundations, inverters and transformers, necessary electrical interconnections and all improvements and connections required to transfer and deliver generation offsite, including three (3) phase extensions and power boxes, security fencing and gating; safety signage and solar photo voltaic ("PV") panels (collectively, the "Improvements"), situated on a 182± acre parcel of land located at 4575 State Route 69, Town of Annsville, County of Oneida (the "Land") all for the purpose of producing renewable energy for consumers in the region under the New York State Community Solar Program (the Land and the Improvements are referred to collectively as the "Facility"); and

WHEREAS, Kimberly Dean (the "Owner") owns the Land and leases it to the Company pursuant to a lease agreement dated April 8, 2020 (the "Land Lease"); and

WHEREAS, the Company leases the Facility to the Agency pursuant to a Lease Agreement dated as of February 1, 2021 (the "Lease Agreement"); and

WHEREAS, the Agency leases the Facility back to the Company pursuant to a Leaseback Agreement dated as of February 1, 2021 (the "Leaseback Agreement"); and

WHEREAS, the Facility is the subject of that certain First Amended and Restated Payment-in-Lieu-of-Tax Agreement by and between the Agency and the Company, dated as of February 1, 2022 (the "PILOT Agreement");

WHEREAS, the Facility is also the subject of an Environmental Compliance and Indemnification Agreement by and between the Agency and the Company, dated as of February 1, 2021 (the "Environmental Compliance Agreement");

WHEREAS, the Facility is also the subject of a Project Obligation and Recapture Agreement by and between the Agency and the Company, dated as of February 1, 2021 (the "Recapture Agreement" and together with the Lease Agreement,

the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance Agreement, the "Agency Documents"); and

WHEREAS, by letter dated May 5, 2022, the Company notified the Agency that it intends to refinance the Facility by entering into a mortgage with Live Oak Banking Company (the "Mortgage"); and

WHEREAS, in the letter the Company requested the Agency execute the Mortgage for the limited purpose of mortgaging to the lender its leasehold interest; and

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

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 and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project," as such term is defined in the Act; and

(c) Executing the Mortgage for the limited purpose of mortgaging the Agency's leasehold interest in the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) Executing the Mortgage for the limited purpose of mortgaging the Agency's leasehold interest in the Facility is reasonably necessary to induce the Company to maintain and expand its business operation in the State of New York; and

(e) It is desirable and in the public interest for the Agency to execute the Mortgage for the limited purpose of mortgaging the Agency's leasehold interest in the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to execute the Mortgage for the limited purpose of mortgaging the Agency's leasehold interest in the Facility. The form and substance of the Mortgage, in substantially the form customary to the Agency and containing the Agency's standard language and which, prior to the execution and delivery thereof, shall be approved by counsel, is hereby approved.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the financing of the Facility, and all acts heretofore taken by the Agency with respect to the Facility are hereby approved, ratified and confirmed.

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver all documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency 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 Leaseback Agreement).

Section 5. 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.

Section 6. This resolution shall take effect immediately.

STATE OF NEW YORK)
) ss.:
COUNTY OF ONEIDA)

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 20th day of May 2022 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 Mortgage contained in this transcript of proceedings is in substantially the form 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 20th day of May 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Secretary