

**Inducement Resolution
Quiet Meadows Solar Farm 1, LLC**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD PRELIMINARY AUTHORIZATION OF A LEASE-LEASEBACK TRANSACTION WITH QUIET MEADOWS SOLAR FARM 1, LLC, THE PRINCIPALS OF QUIET MEADOWS SOLAR FARM 1, LLC, AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT, AUTHORIZING THE AGENCY TO CONDUCT A PUBLIC HEARING, AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Quiet Meadows Solar Farm 1, LLC, on behalf of itself and/or the principals of Quiet Meadows Solar Farm 1, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of an approximately 4 MW-AC community solar farm consisting of ground mounted solar arrays, inverters, an electrical collection system, internal infrastructure, electrical lines, 20-foot wide gravel access road, landscaping and a seven-foot tall fence (collectively, the "Improvements"), situated on a 32.4± acre portion of a 87.4± acre parcel of land located at 4330 Stoney Brook Road, Town of Verona, County of Oneida (the "Land") all for the purpose of producing clean, renewable energy for local businesses and residents under the NYSERDA NY-Sun Initiative (the Land and the Improvements are referred to collectively as the "Facility" and the construction of the Improvements is referred to as the "Project"); and

WHEREAS, the Company owns a leasehold interest in the Land and will lease 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 of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); 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 Facility constitutes a "community solar project" as defined by the New York State Energy and Research Development Authority ("NYSERDA"); and

WHEREAS, on September 18, 2020 as amended on April 30, 2021 the Agency adopted a uniform tax exemption policy with respect to community solar projects (the "Solar UTEP"), in which it identifies terms of financial assistance for community solar projects and the related project eligibility criteria; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in connection with the Project in the form of provision for a fixed payment in lieu of taxes (the "PILOT Payments") to be made by the Company to the Agency for a period of twenty-five years, which the Agency will allocate to the affected tax jurisdictions in the same proportion that taxes would have been paid but for the Agency's involvement (the "Financial Assistance"), which financial assistance is consistent with the Solar UTEP, and which will be more particularly set forth in a final authorizing resolution; and

WHEREAS, based upon representations made by the Company in its Application for Financial Assistance dated December 14, 2020 and amended April 9, 2021 the value of the Financial Assistance is described as follows:

- Real property tax abatement \$232,607.00 (approximately)
- Mortgage recording tax exemption Not requested

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of Financial Assistance, a public hearing (the "Hearing") will be 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, notice of the Hearing will be given prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) will be substantially 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 application of the Company and to representations by the Company that the proposed lease-leaseback transaction is either an 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, the Financial Assistance is conditioned upon the Company's representations that the project will be completed substantially in accordance with the project that is contained in the Application (the "Project Obligation"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQRA"), the Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an

Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Town of Verona Planning Board is acting as lead agency for the purposes of SEQRA; and

WHEREAS, prior to the granting of Financial Assistance and following the determination of the lead agency, the Agency will complete its environmental review and make determinations for purposes of SEQRA.

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

Section 1. (a) The acquisition, construction and equipping of the Facility and the Agency's financial assistance therefor, will generate clean energy, promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.

(b) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction for the purpose of providing Financial Assistance for the acquisition, construction and equipping of the Facility, as reflected in the Application and as amended from time to time prior to the closing of the lease-leaseback transaction.

(c) Based upon representations made by the Company in the Application, the Agency determines that the Project is eligible for Financial Assistance under the criteria described in the Solar UTEP.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the lease-leaseback transaction, and the development of the Facility (the "Agreement") is hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3. The Agency shall assist the Company in the acquisition, construction and equipping of the Facility and will provide the Financial Assistance with respect thereto subject to (i) obtaining all necessary governmental approvals, (ii) approval of the members of the Company, (iii) approval of the members of the Agency, (iv) satisfactory completion of the environmental review of the Facility by the Agency in compliance with the State Environmental Quality Review Act, (v) agreement by the Agency

and the Company upon mutually acceptable terms and conditions for the Leaseback Agreement and other documentation usual and customary to transactions of this nature, (vi) the condition that there are no changes in New York State Law which prohibit or limit the Agency from fulfilling its obligation and commitment as herein set forth to enter into the lease-leaseback transaction, (vii) a fully executed Host Community Agreement between the Company and the Town of Verona (the "Host Community") or, in the absence of a Host Community Agreement, provision in the Leaseback Agreement for an annual payment to the Host Community, (viii) evidence of support of the Project by the Host Community (Site Plan or Planning Board approval will satisfy); (ix) a decommissioning plan including costs of decommissioning prepared by a licensed engineer (or validated by a licensed engineer retained by the Agency) and acceptable to the Host Community, (x) proof that provision has been made to reserve funds for decommissioning of the Project, and (xi) payment by the Company of the Agency's transaction fee and the fees and disbursements of agency counsel and transaction counsel, more particularly described in the Inducement Agreement.

Section 4. The Agency is hereby authorized and directed to schedule the Hearing, so that the Agency may receive comments from all interested parties on the financial assistance contemplated by the Agency and the financial assistance requested by the Company.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. 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 DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, the meeting was held electronically via WebEx instead of a public meeting open for the public to attend in person. Members of the public were invited to listen to the Agency meeting, and minutes of the Agency meeting will be transcribed and posted on the Agency's website. Such resolution was passed at a meeting of the Agency duly convened on April 30, 2021 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: David Grow, L. Michael Fitzgerald; Steve Zogby; Ferris Betrus, Kirk Hinman, Gene Quadraro. **Members Webex/Teleconference:** Ferris Betrus, Mary Faith Messenger, Eugene Quadraro

EDGE Staff Present: Shawna Papale, Jennifer Waters, Mark Kaucher; **Webex:** Bill Van Shufflin, Tim Fitzgerald.

Other Attendees: Webex/Teleconference: Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Rome Mayor Jackie Izzo; Margaret Campbell, EDF Renewables/Quiet Meadows; Barry Carrigan, Nixon-Peabody/Quiet Meadows; Michelle Kennedy, Whiteman Osterman & Hanna/Orgill; Genevieve Trigg, Barclay Damon. Jolene Cleaver, Rome Sentinel

The question of the adoption of the foregoing resolution was duly put to vote, which resulted as follows:

- F. Betrus voting aye;*
- M. Fitzgerald voting aye;*
- D. Grow voting aye;*
- K. Hinman voting aye;*
- M.F. Messenger voting aye;*
- E. Quadraro voting aye;*
- S. Zogby voting aye.*

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meetings, (ii) because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, the meetings were held electronically via WebEx instead of public meetings open for the public to attend in person and public notices of the time and place of said meetings were duly given, (iii) the meetings in all respects were duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand on September 3, 2021.



Shawna Papale, 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 Oneida County Industrial Development Agency (the "Agency") on the 18th day of May 2021 at 9:00 a.m., local time, via WebEx at 584 Phoenix Drive, City of Rome, New York in connection with the following matters:

Quiet Meadows Solar Farm 1, LLC, on behalf of itself and/or the principals of Quiet Meadows Solar Farm 1, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in construction of an approximately 4 MW-AC community solar farm consisting of ground mounted solar arrays, inverters, an electrical collection system, internal infrastructure, electrical lines, 20-foot wide gravel access road, landscaping and a seven-foot tall fence (collectively, the "Improvements"), situated on a 32.4± acre portion of a 87.4± acre parcel of land located at 4330 Stoney Brook Road, Town of Verona, County of Oneida (the "Land") all for the purpose of producing clean, renewable energy for local businesses and residents under the NYSERDA NY-Sun Initiative (the Land and the Improvements are referred to collectively as the "Facility" and the construction of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company owns a leasehold interest in the Land and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company for a term of approximately twenty-five years pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates providing financial assistance to the Company in the form of reduction of real property taxes for a period of twenty-five years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (Community Solar Policy), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, as extended, the Public Hearing will be held electronically via conference call instead of a public hearing open for the public to attend. Members of the public may listen to the Public Hearing by calling 1-408-418-9388 (Access code: 132 322 1985). Comments may also be submitted to the Agency in writing or electronically before the public hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the

proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: May 4, 2021

By: /s/ Shawna M. Papale, Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
Lease-Leaseback Transaction
Quiet Meadows Solar Farm 1, LLC Facility

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

Quiet Meadows Solar Farm 1, LLC, on behalf of itself and/or the principals of Quiet Meadows Solar Farm 1, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in construction of an approximately 4 MW-AC community solar farm consisting of ground mounted solar arrays, inverters, an electrical collection system, internal infrastructure, electrical lines, 20-foot wide gravel access road, landscaping and a seven-foot tall fence (collectively, the "Improvements"), situated on a 32.4± acre portion of a 87.4± acre parcel of land located at 4330 Stoney Brook Road, Town of Verona, County of Oneida (the "Land") all for the purpose of producing clean, renewable energy for local businesses and residents under the NYSERDA NY-Sun Initiative (the Land and the Improvements are referred to collectively as the "Facility" and the construction of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company owns a leasehold interest in the Land and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company for a term of approximately twenty-five years pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates providing financial assistance to the Company in the form of reduction of real property taxes for a period of twenty-five years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (Community Solar Policy), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

4. Mr. Kaucher then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.

5. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at 9:45 a.m.



Mark Kaucher

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Agency") on May 18, 2021 at 9:00 a.m. local time, at 584 Phoenix Drive, City of Rome, New York, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, and Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public to participate electronically in compliance with the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, and public notice of the time and place of said hearing was duly given in accordance with such Section 147(f) and Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of September 3, 2021.


Secretary