

**Final Authorizing Resolution
GSPP 4575 State Route 69, LLC
(Annsville Solar) Facility**

Transcript Document No. 9

Date: October 23, 2020

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on the 23rd day of October 2020, the following members of the Agency were:

Members Present:

In person: Michael Fitzgerald, David Grow, Mary Faith Messenger, Steven Zogby

Via WebEx: Ferris Betrus, Kirk Hinman, Eugene Quadraro

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 proposed financial assistance to GSPP 4575 State Route 69, LLC (Annsville Solar Project).

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

Voting Aye

Ferris Betrus
Michael Fitzgerald
David Grow
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE GSPP 4575 State ROUTE 69, LLC (ANNSVILLE SOLAR PROJECT) FACILITY LOCATED IN THE TOWN OF ANNSVILLE, ONEIDA COUNTY.

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"), 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, on behalf of itself and/or the principals of GSPP 4575 State Route 69, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has requested that the Agency provide certain financial assistance, consisting of reduction of real property taxes (the "Financial Assistance"), for a project (the "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, the Company owns a leasehold interest in the Land and will lease the Facility to the Agency pursuant to a Lease Agreement in the Agency's standard form (the "Lease Agreement") and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement") in the Agency's standard form; and

WHEREAS, the Agency by resolution duly adopted on September 18, 2020 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency conducted a public hearing on October 20, 2020 and has received all comments submitted with respect to the Financial Assistance and the nature and location of the Facility; and

WHEREAS, the value of the Financial Assistance is described below:

Real property tax abatement	\$1,369,967 (approximately)
Mortgage recording tax exemption	Not requested

WHEREAS, the Financial Assistance is consistent with the Agency's Uniform Tax Exemption Policy (Community Solar Policy) (the "Policy"); and

WHEREAS, the Inducement Resolution was conditioned upon the Company providing the Agency with letters of support from the County of Oneida, the Town of Annsville and the Rome City School District (collectively, the "Affected Tax Jurisdictions"), a decommissioning plan

and information on all owners with 15% or more of ownership in the Company, which information is required under the Policy as a condition of Financial Assistance; and

WHEREAS, the Company provided a decommissioning plan and information regarding owners, and advised the Agency that it is coordinating with the Affected Tax Jurisdictions to obtain the requested letters of support; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Project and the Agency's leasehold interest in the Facility; 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) The construction and equipping of the Facility, the leasing of the Facility to the Company and the Agency's Financial Assistance with respect thereto, 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) The construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency on October 23, 2020 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to undertake the Project; and

(h) The Lease Agreement, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") between the Company and the Agency will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(l) The Project Obligation and Recapture Agreement (the "Recapture Agreement") between the Company and the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance is conditioned upon the Company meeting the stated objectives of the Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Environmental Compliance and Indemnification Agreement, (vii) execute, deliver and perform the Recapture Agreement and (viii) provide the Financial Assistance to the Company in support of the Project, all subject to the condition that the Company submits letters of the support from the Affected Tax Jurisdictions prior to closing, in form and substance that is acceptable to the Agency.

Section 3. Subject to the condition described in Section 2, the Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement and the PILOT Agreement (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 are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Recapture Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary 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 (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 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.

Section 7. 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 23rd day of October 2020 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.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to 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 webinar instead of a public meeting open for the public to attend and public notice of the call-in information for said meeting was duly given, (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 26th day of February 2021.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By 
Shawna M. Papale, Secretary