

**Final Authorizing Resolution  
Camden Renewables, LLC Facility**

**Transcript Document No. 9**

Date: August 20, 2021

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on the 20<sup>th</sup> day of August 2021, the following members of the Agency were:

**Members Present:**

In person: David Grow; Kirk Hinman; L. Michael Fitzgerald; Steve Zogby.

Via WebEx: Ferris Betrus; Mary Faith Messenger; E. Quadraro.

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

Others Present: Rome Mayor Jackie Izzo; Kate Jarosh, B240 LLC.

Others Present Webex/Teleconference: Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Ryan McCune, representing Camden Renewables; Genevieve Trigg, Barclay Damon, representing GSPP 7024 Fox Rd, LLC.; Jolene Cleaver, Rome Sentinel.

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 Camden Renewables, LLC (Camden 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 CAMDEN RENEWABLES, LLC (CAMDEN SOLAR PROJECT) FACILITY LOCATED IN THE TOWN OF CAMDEN, 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, Camden Renewables, LLC, on behalf of itself and/or the principals of Camden Renewables, 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 3.25 MW-AC community solar farm consisting of fixed-tilt solar arrays, central inverter, underground cabling, utility poles access road and fencing (collectively, the "Improvements"), situated on a 14.75± acre portion of a 48.40± acre parcel of land located at 1781 Mexico Road (a/k/a 1781 NYS Route 69), Town of Camden, County of Oneida (the "Land") all for the purpose of producing clean, renewable energy which will be distributed into the local energy grid and provide subscribers a credit on their utility bills (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 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 June 18, 2021 (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 August 10, 2021 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	\$3,448,324 (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 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 June 18, 2021 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.

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 21<sup>st</sup> day of August 2021 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.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 21<sup>st</sup> day of December 2021.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
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Shawna M. Papale, Secretary