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October 13, 2021

Shawna Papale  
Executive Director  
Oneida County Industrial Development Agency  
584 Phoenix Drive  
Rome, NY 13441-4105  
*Sent via email to: [spapale@mvedge.org](mailto:spapale@mvedge.org)*

**Re: Transfer of Ownership in Quiet Meadows Solar Farm 1, LLC**

Dear Ms. Papale:

We are special counsel to Quiet Meadows Solar Farm 1, LLC (the “**Company**”), a wholly owned direct subsidiary of EDF Renewables Distributed Solutions, Inc. (the “**Original Sole Member**”). The Company applied to the Oneida County Industrial Development Agency (the “**OCIDA**”) for certain tax abatements for a 4 megawatt (“**MW**”) community solar project (the “**Project**”) on April 9, 2021. The Original Sole Member anticipates entering into a membership interest purchase agreement with ASA Holding NY I LLC (the “**New Sole Member**”), a wholly owned direct subsidiary of AMP Solar Development Inc., pursuant to which the Original Sole Member proposes to transfer its 100% ownership interest in the Company to the New Sole Member (the “**Transfer**”). The New Sole Member is a global diversified renewables company founded in 2009 with extensive experience across Massachusetts, New York, Minnesota, Pennsylvania and Illinois.

Pursuant to Section 6.3 of the Leaseback Agreement, dated as of September 1, 2021 between OCIDA and the Company, OCIDA’s consent is required to consummate the Transfer. We request that OCIDA consider this request for OCIDA’s consent to consummate the Transfer at the October 21, 2021 board meeting.

The Company will remain the counterparty on all of the straight lease documents with OCIDA and remain obligated to complete the Project and abide by the terms of the straight lease documents with OCIDA. In addition, after consummation of the Transfer the Original Sole Member will

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continue to be the EPC contractor for this Project responsible for the construction of the Project for the Company.

Please let us know if you have any other questions or if you need any additional information. We look forward to working with you on this matter.

Sincerely,



cc: Margaret Campbell  
Gina Khanna  
Laura Ruberto  
Linda Romano