

**Jefferson County Industrial Development Agency  
Annual Board Meeting Minutes  
December 2, 2021**

The Jefferson County Industrial Development Agency held their annual board meeting on Thursday, December 2, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., David Converse, W. Edward Walldroff, Lisa L’Huillier, William Johnson  
**Zoom:** Paul Warneck

**Excused:** John Jennings

**Absent:** None

**Also Present:** Liz Bush and Andrew Swords (Bowers & Co.)

**Zoom:** Justin Miller, Esq., Kent Burto, Craig Fox (Watertown Daily Times), Karen D’Antonio, Kevin McAuliffe, Nick Kamplaus, Dallas Manson

**Staff Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Joy Nuffer

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:46 a.m.
- II. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held November 4, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Converse. All in favor. Carried.
- IV. Audit Report for 2020-2021 – Bowers & Company:** Recap from the audit presentation during the JCLDC board meeting earlier today. Liz Bush presented an unmodified clean opinion. She encouraged board members to read the Management Discussion and Analysis which provides useful information. She mentioned that there will be a new lease standard implementation next year and is waiting to hear back if it will affect the stub period audit. A motion was made by Ms. L’Huillier to accept the audit, seconded by Mr. Converse. All in favor. Carried.
- V. Resolution No. 12.02.2021.04 to change from a fiscal year to a calendar year –** Chairman Aliasso read the resolution aloud. He said the Agency will change to a calendar year beginning January 1, 2022, and that the bylaws reflect the change. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Johnson. All in favor. Carried.
- VI. Annual Meeting Resolution No. 12.02.2021.01** (Including acceptance of Audit, PARIS Reports, Ratification of Mission Statement and Performance Measurements, Property Disposition and Investment Policies, and Election of Officers): Chairman Aliasso read the opening of the resolution. He mentioned sections of the resolution that pertained to board officers, committee members, etc. Mr. Zembiec review the active project spreadsheet. He noted that Clayton Harbor Hotel and New York Air Brake employee numbers are lower than anticipated during the application process. He said that the pandemic has affected the hotel and that the Air Brake is moving jobs to Mexico, but still plans to restructure and maintain a presence in Jefferson County.

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A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Walldroff. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Yea. Carried.

- VII. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending November 30, 2021. He reported 3 MICRO loan delinquencies. After discussion, a motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.

**VIII. Committee Reports:**

- a. Alternative Energy Ad Hoc Committee –** Mr. Warneck reviewed the topics that were discussed at the November 10<sup>th</sup> committee meeting. He said that we don’t have a conclusion on how to handle the state’s new model. He suggested that staff set up meetings with the taxing jurisdictions to discuss the Convergent (Norbut) project in Chaumont. Mr. Johnson said that he touched base with the Town and Village; however, Mr. Zembiec noted that they haven’t spoken to the school district yet.

Mr. Warneck said that we need to tighten up the language in the PILOT documents to protect the taxing jurisdictions from these transfers as they relate to re-assignment of solar projects. Attorney Miller said that he is setting up a fairly consistent and standardized process which will be detailed later in the meeting for all of the solar reassignment requests. He said this includes getting full detail and background of the new owner structure, subject to IDA consent and assignment of assumption agreements.

Mr. Warneck said another meeting will need to be scheduled to discuss the 487 process, and he said that the taxing jurisdictions should be informed.

**b. Building and Grounds Ad Hoc Committee –**

**146 Arsenal Street Remediation –** Mr. Burto said that the remediation project is moving forward.

Mr. Zembiec said that we are likely looking at an additional cost for the additional scarification of tiles in the Purcell contract. He said the way the process works is that they take a 30x30 square and create 9 10x10 squares. There is a chart that shows green if it passed, yellow if it’s close but not quite passing and red if it has a lot more to go. He noted that some squares had to be scarified two times (539 squares) or three times (approximately 300 squares) which has increased the cost. He said that we are waiting on test results for the third passes that are expected today. He said that we have incurred some additional processing fees while we wait for test results, but said that Mike Ramos from Purcell is keeping the crew moving so we can keep things rolling.

Chairman Aliasso acknowledged that Mr. Zembiec is requesting more money to be approved and wondered about earnest money. He noted that the Agency is not being reimbursed by the YMCA for the utilities during the remediation project which he noted that we are not obligated per the AIA to provide the utilities. He said this is a Purcell/BCA thing.

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Chairman Aliasso said that it is his opinion that BCA/YMCA/Purcell should deal with the cost of the additional asbestos discovery on the pipe fittings that were above the ceiling since it is outside the scope of our contract. He said its on them that they didn't find it during their initial investigation. He said that he would like an itemized cost of the new asbestos discovery on the sprinkler heads. He said that he also thinks that the additional fee from BCA for the extra work is unnecessary. Mr. Walldroff said he is having a hard time understanding why now after the fact it was discovered if it had nothing to do with the floor process. Mr. Zembiec said what happened is when the demo started, and the ceiling was removed Paradigm was going through testing things and they tested the pipe fittings. Chairman Aliasso said that he would push back very hard regarding the \$62,000 and have BCA/YMCA/Purcell figure out how to fund it. Mr. Walldroff thinks they could get it done for considerably less.

Mr. Warneck said that raised the question with Mr. Zembiec earlier this week about the additional fees. He said that he would seek legal counsel's opinion to extend the option in January.

A motion was made Mr. Converse to approve an additional \$300,000 (for a new total of \$2,300,378) to the Purcell contract for additional PCB remediation only, not including any new discovery work for asbestos, seconded by Mr. Johnson. All in favor. Carried. Attorney Miller noted that this is an appropriation only and said that the AIA documents will need to be updated.

Convalt LDA – Mr. Zembiec said the LDA has been executed. He said that we will start setting up meetings with the taxing jurisdictions to start discussions on the PILOT deviation and will start collecting information to package the loans.

**IX. Unfinished Business:**

- 1. Proposed Fee Schedule** – Chairman Aliasso reviewed the proposed fee schedule. He said the proposal adds an administrative fee of \$1,500 and assignment of benefits to new owners' fee of \$2,000. Mr. Zembiec said we are reducing out PILOT fee from 2% to 1.5%. He said the annual administrative fee for standard manufacturing would be \$1,000 and \$1,500 for renewable energy projects. It was suggested that the assignment fee should apply to all projects rather than just renewable energy projects. Mr. Warneck said that he would like to see if we can have a mandatory escrow amount collected for renewable energy projects, because we don't collect the fee until we close. He said it should appear on the fee structure. Attorney Millers said that adding a deposit protects the IDA and attorneys and others that are working for us as well as time spent to administer the approval process. He said that we could size the deposit to be responsive or tied to the kinds of benefit we will extend.

A motion was made by Mr. Warneck to table the resolution and send the fee schedule back to the Energy Committee to be worked on by the committee and counsel, seconded by Mr. Converse. All in favor. Carried.

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**X. New Business:**

1. **Authorizing Resolution No. 12.02.2021.02 for Deferiet Mill Site MOU** – Mr. Zembiec said that we have been meeting with NYSERDA and the County for months and did a couple of site visits with NYSERDA, County personnel and village officials. He said the current mill site is up for back taxes (approximately \$1.8 million). He said this is the first step and NYSERDA would start off by getting a Phase I underway immediately and get started on the Phase II by January. He said there are structures that are unsafe and probably have some asbestos and the sewer system that goes along with the mill, but said that there are a lot of open areas that can be developed for renewable energy projects. He said that we are coming up with a plan to get the environmental assessments underway, partnering with NYSERDA and the County for what needs to be removed and be remediated. In the long run, he said it may be the IDA or an LDC we may need to form to hold the property that the County would foreclose on and turn over to us and we release to NYSERDA for them to develop the permits and approvals on all the plans for a solar project and what can be developed. NYERDA would create an RFP and select a developer, we then lease to that developer to develop the project. He said details need to be worked out.

Attorney Miller said that we are trying to assess the site – there are no commitments by the IDA formally, but we are working with the County and NYSERDA to investigate and then determine feasibility at which time more formal actions would be authorized by the board. He said that the only thing we are committing at this point is up to \$50,000 to reimburse NYSERDA for costs associated with Phase I and Phase II environmental assessments. He said it will cover all four of the tax parcels out there. He said there is long range good value in the return on the investigation.

A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Johnson. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

2. **Resolution No. 12.02.2021.03 to Re-appoint two JCLDC Board Members** – A motion was made by Mr. Converse to approve the resolution to re-appoint Kent Burto and Gregory Gardner for terms to expires 12/31/26, seconded by Ms. L’Huillier. All in favor. Carried.
3. **Proposed Budget for 1/1/22 – 12/31/22** – A motion was made by Mr. Converse to approve the proposed budget as presented, seconded by Mr. Johnson. All in favor. Carried.

**XI. Counsel:**

Attorney Miller said the seven resolutions are from three primary applicants and equity owners of projects that we previously closed and provided PILOT benefits for. He said that the first two resolutions are owned and controlled by OYA in Toronto. He said these two particular projects closed on April 2021. He said they were closed and defined to include roughly 90 acres a piece, since that time they are poised to amend their ground lease with the landowners to better define the actual project area to be around 30 to 35 acres a piece. The request for amendments to adjust the acreage and clarifications that are needed in the lease agreements and the PILOT agreements with respect to the effective years and when payments are due and what the schedule looks like. They are scheduled to close on December 9<sup>th</sup>. There is also an assignment request that is tied to a



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financing that is schedule to close later in December. It was noted that these two projects are not online as they wait on National Grid for the inter-connect.

1. **Authorizing Resolution No. 12.02.2021.05 for OYA Robinson** (Modification and Assignment) – A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Johnson. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.
2. **Authorizing Resolution No. 12.02.2021.06 for OYA Wayside** (Modification and Assignment) – A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Converse. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

Attorney Miller said the next four OYA projects are NextEra projects based out of Florida. He said that these projects are online and at the process right now where they’re undertaking an internal restructuring. He said that OYA Blanchard Road has changed its name and is now DG Empire Sun LLC. That entity will continue to own OYA Blanchard Road and will be the parent owner of the other three.

3. **Authorizing Resolution No. 12.02.2021.07 for OYA Blanchard Road** (Name change, assignment/restructuring, collateral assignment to lender) – A motion was made by Ms. L’Huillier to approve the resolution, seconded by Mr. Warneck. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.
4. **Authorizing Resolution No. 12.02.2021.08 for OYA Blanchard Road 2** (Assignment through restructuring, collateral assignment to lender) – A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Converse. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.
5. **Authorizing Resolution No. 12.02.2021.09 for OYA Great Lakes Seaway** (Assignment through restructuring, collateral assignment to lender) – A motion was made by Mr. Converse to approve the resolution, seconded by Ms. L’Huillier. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.
6. **Authorizing Resolution No. 12.02.2021.10 for OYA NYS RTE 12** (Assignment through restructuring, collateral assignment to lender) – A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Walldroff. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

Mr. Matteson left the meeting at 10:04 a.m.

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7. **Authorizing Resolution No. 12.02.2021.06 for Black River Solar** (Assignment and collateral assignment to lender) – Attorney Miller said this project was brought to us by Nexamp. He said the project closed previously and looking to undertake an internal restructuring for financing and allocation of tax credit equity. He said that they are using a Japanese bank for final financing to be undertaken at the end of this month.

A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Converse. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

**Executive Session –**

At 10:09 a.m., a motion was made by Mr. Warneck to go into executive session to seek legal counsel and discuss a potential property acquisition, seconded by Mr. Johnson. Board Members, LDC Board Member Burto, Staff and Counsel remained.

At 11:09 a.m., a motion was made by Ms. L’Huillier to leave executive session, seconded by Mr. Johnson. All in favor.

MDD, LLC (Eagle Beverage) – Mr. Zembiec said the project consisted of a PILOT with mortgage recording and sales tax benefits. He reported that there were delays in the project and the sales tax exemption expired December 31, 2020, and is asking the board to extend it until December 31, 2021. A motion was made by Mr. Converse, seconded by Mr. Walldroff. All in favor. Carried.

- XII. Adjournment:** With no further business before the board, a motion to adjourn was made by Ms. L’Huillier, seconded by Mr. Johnson. All in favor. The meeting adjourned at 11:10 a.m.

Respectfully submitted,

*Peggy Sampson*

## ANNUAL MEETING RESOLUTIONS

An annual meeting of the Jefferson County Industrial Development Agency was convened on December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.01

ANNUAL MEETING RESOLUTIONS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY"), INCLUDING (i) ACCEPTANCE OF ANNUAL AUDIT; (ii) RE-ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK, (iii) ELECTION OF BOARD OFFICERS; (iii) APPOINTING BOARD COMMITTEE POSITIONS; (iv) APPOINTMENT OF AGENCY STAFF; AND (v) RELATED MATTERS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 671 of the Laws of 1974 of the State of New York, as amended (hereinafter collectively called the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

**WHEREAS**, pursuant to the Public Authorities Accountability Act of 2005 ("PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, and Chapter 506 of the Laws of 2009 enacting the Public Authority Reform Act of 2009 ("PARA"), the Agency desires to undertake certain required annual policy reviews and readoption; and

**WHEREAS**, the Agency further desires to review and approve the annual audit of the Agency, along with certain other annual meeting matters.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Pursuant to PAAA and PARA, the Agency has reviewed the Mission Statement and Performance Measures and the Agency hereby determines that no changes are required to the Mission Statement and Performance Measures and that the same is hereby approved.

Section 2. Pursuant to PAAA and PARA, the Agency has reviewed the Investment Policy and Disposition of Property Policy and the Agency hereby determines that no changes are and that the same is hereby approved.

Section 3. The Agency has reviewed the Independent Auditor's Report for the fiscal year ended September 30, 2021, as prepared by Bowers and Company CPA's PLLC in the form presented at the meeting, and such audit is hereby approved.

Section 4. The Agency hereby authorizes and approves the 20-21 Annual Report to be filed with (i) the New York State Authority Budget Office via the Public Authorities Reporting Information System, and (ii) the appropriate local officials.

Section 5. **Annual Officer Election.** Upon motion, second and board roll call vote, the following individuals are duly appointed to serve in the respective Officer Positions in accordance with the By-laws of the Agency for the period January 1, 2022 through December 31, 2022:

Robert E. Aliasso, Jr., Chair
John Jennings, Vice Chair
Paul Warneck, Treasurer
W. Edward Walldroff, Secretary

All Members of the Agency shall participate in such required annual and continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance. Further, each Member shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities.

Section 6. **Audit and Finance Committee.** Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Agency, the following Members are nominated and confirmed to serve on the Audit and Finance Committee of the Agency for the period January 1, 2022 through December 31, 2022: John Jennings, David Converse, Paul Warneck, and Robert Aiken.

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 7. **Governance Committee.** Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Agency, the following Members are nominated and confirmed to serve on the Governance Committee of the Agency for the period January 1, 2022 through December 31, 2022: W. Edward Walldroff, Paul Warneck, and William Johnson.

The Governance Committee shall perform the functions as described in the By-Laws.

Section 8. **Appointment of Staff.** Pursuant to and in accordance with the By-laws of the Agency, the Members of the Agency hereby ratify the appointment of the following individuals to serve as at will employees in the following appointed positions:

David J. Zembiec, Chief Executive Officer
Frank M. Weir, Deputy Chief Executive Officer
Lyle V. Eaton, Chief Financial Officer
Jay M. Matteson, Agricultural Coordinator
Peggy Sampson, Executive Assistant
Joy E. Nuffer, Finance Assistant

Section 9. That the proper officers of the Agency are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Agency, for and on behalf of the Agency.

Section 10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	Yea	Nay	Absent	Abstain
David J. Converse	[ X ]	[ ]	[ ]	[ ]
John Jennings	[ ]	[ ]	[ X ]	[ ]
Robert E. Aliasso, Jr.	[ X ]	[ ]	[ ]	[ ]
W. Edward Walldroff	[ X ]	[ ]	[ ]	[ ]
Paul Warneck	[ X ]	[ ]	[ ]	[ ]
William Johnson	[ X ]	[ ]	[ ]	[ ]
Lisa L'Huillier	[ X ]	[ ]	[ ]	[ ]

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK                     )  
COUNTY OF JEFFERSON               ) SS:

I, W. Edward Walldroff, the undersigned Secretary of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on December 2, 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 resolution 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 all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 2<sup>nd</sup> day of December, 2021.



W. Edward Walldroff  
W. Edward Walldroff, Secretary



## **AUTHORIZING RESOLUTION**

*(St. Regis Paper Mill Redevelopment Project – Non-Binding MOU with NYSERDA)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE INVESTIGATION OF A PROPOSED REDEVELOPMENT PROJECT FOR THE FORMER ST. REGIS PAPER MILL LOCATED IN THE VILLAGE OF DEFERIET (AS MORE FULLY DESCRIBED BELOW) (ii) AUTHORIZING THE EXECUTION OF A NON-BINDING MEMORANDUM OF UNDERSTANDING (“MOU”) WITH THE COUNTY OF JEFFERSON (THE “COUNTY”) AND NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“NYSERDA”); AND (iii) AUTHORIZING THE APPROPRIATION AND EXPENDITURE OF CERTAIN AGENCY FUNDS IN FURTHERANCE OF SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the “Act”), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, the New York State Climate Leadership and Community Protection Act (“CLCPA”) requires the establishment of programs requiring that a minimum of 70% of statewide electric generation be produced by renewable energy systems by 2030; and

WHEREAS, in furtherance of the CLCPA targets, the Accelerated Renewable Energy Growth and Community Benefit Act (the “AREGCB Act”) seeks to ensure that new renewable energy facilities can be sited in a timely and cost-effective manner while considering interests of local communities and minimizing adverse environmental impacts; and

WHEREAS, the AREGCB Act recognizes public policy will be served by (a) making “Build-Ready” sites available to clean energy developers for the construction and operation of renewable energy facilities, and (b) incentivizing the re-use or adaptation of sites with existing or abandoned commercial or industrial uses for these facilities; and

WHEREAS, the AREGCB Act defines a “Build-Ready Site” as one for which the New York State Energy Research and Development Authority (“NYSERDA”) has secured permits,

property interests, agreements and/or other authorizations necessary to offer such site for further development, construction and operation of a renewable energy facility; and

WHEREAS, the AREGCB Act authorizes NYSERDA to encourage the siting and development of renewable energy facilities through the identification and assessment of sites that appear suitable for “Build-Ready” development and, as appropriate, to negotiate and enter into agreements with site owners to secure property rights, and to obtain permits and other authorizations required to facilitate further development and operation of a renewable energy facility by a clean energy developer; and

WHEREAS, NYSERDA solicited nominations for potential Build-Ready Sites and Jefferson County (the “County”) nominated the former St. Regis Paper Mill Facility located on and around real property located in the Village of Deferiet and Town of Wilna, County of Jefferson, State of New York, adjacent to Anderson Road and NYS Route 3A, Deferiet, New York (herein, the “Property”, being comprised of Tax Parcel Nos. 66.82-1-29, 76.27-1-3, 76.27-1-3.-401, 66.82-1-67, and 66.20-1-36); and

WHEREAS, the Property is the site of the former St. Regis Paper Mill that began operating in 1901, was closed in 2004, and thereafter acquired by Deferiet Development LLC, which undertook a scrapping operation that left many of the buildings on the site in a state of disrepair and has not paid real property taxes in many years; and

WHEREAS, the County is considering a potential tax foreclosure of the Property, and due to the historic use of the Property for industrial activity, desires to undertake certain due diligence activities prior to formally initiating foreclosure; and

WHEREAS, inasmuch as the Property as a potential Build-Ready Site, potentially suitable for Build-Ready development, the County and NYSERDA agree that the Property warrants further assessment for that purpose (the “Due Diligence”), with the understanding that a potential redevelopment project for the Property (the “Project”) would primarily consist of the development of a solar photovoltaic renewable energy facility to be primarily located on parcels 76.27-1-3 and 66.20-1-36 (hereinafter, the “Proposed Project Land”) , with the revenues from such development being leveraged to assist with additional demolition, stabilization, remediation and redevelopment efforts to be undertaken on parcel 66.82-1-67 (hereinafter, the “Redevelopment Land”); and

WHEREAS, NYSERDA, the County, NYSERDA and the Agency desire to undertake the Due Diligence, which shall include Phase I and Phase II Environmental Site Assessments and other feasibility studies to determine the conditions of the Property, feasibility of the Project and the highest and best uses for the Redevelopment Land; and

WHEREAS, the overall strategy for redevelopment would entail the County’s foreclosure of outstanding tax liens and the assumption of title by the Agency (for itself and/or by and through a local development corporation to be formed), with the Project lands to be subject to a lease option agreement in favor of NYSERDA (for itself and/or a special purpose holding company), with such lease option to be exercised by a NYSERDA-selected lead developer to undertake the Project (as permitted by NYSERDA); and

WHEREAS, pursuant to a certain non-binding Memorandum of Understanding (the "MOU"), NYSERDA, the County and the Agency have agreed to undertake the Due Diligence for purposes of determining the feasibility of the Project and exploring the highest and best uses for the Redevelopment Lands, with such MOU establishing NYSERDA as lead to engage consultants to undertake the Due Diligence, with the County and Agency contributing not-to-exceed amounts of funding for same; and

WHEREAS, the Agency desires to authorize the establishment of an exploratory project to investigate the Property and feasibility of the Project, execute the MOU and authorize the expenditure of certain funds toward the costs of the Due Diligence.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the establishment of an exploratory project to investigate the Property and feasibility of the Project, (ii) the execution and delivery of the MOU in substantially the form set before this meeting, and (iii) the appropriation and expenditure of a maximum amount of \$50,000.00 to reimburse NYSERDA in connection with the Due Diligence. and authorize the expenditure of certain funds toward the costs of the Due Diligence. The Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the MOU and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 2. The Agency has identified the execution of the MOU and pursuing site feasibility assessments and other studies are "Type II" actions under the State Environmental Quality Review Act ("SEQRA"), and specifically pursuant to 6 NYCRR 617.5 (c)(27), whereby the contemplated actions constitute concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary to the formulation of a proposal for action and do not bind the Parties to a definitive course of action.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

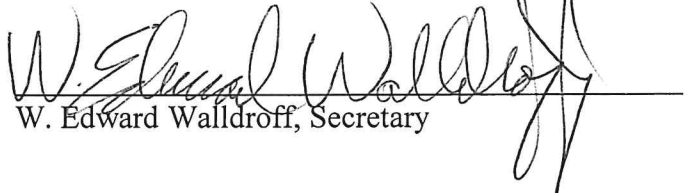
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
W. Edward Walldroff, Secretary

[SEAL]



**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 12.02.2021.03**

**Re-Appointing JCLDC Board Members**

**WHEREAS**, as initial member of the Corporation, the JCIDA shall appoint additional Directors to the JCLDC Board, and

**WHEREAS**, the Nominating Committee is recommending re-appointment of Kent Burto and Gregory Gardner for a term to expire on 12/31/26, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the recommendation as set forth in this Resolution, and be it further,

**RESOLVED**, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.

A handwritten signature in black ink, appearing to read 'Robert E. Aliasso, Jr.', is written over a horizontal line.

Robert E. Aliasso, Jr.  
Chairman



**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 12.02.2021.04**

**Change from Fiscal Year to Calendar Year**

**WHEREAS**, the Jefferson County Industrial Development Agency (the AGENCY) currently follows an annual fiscal year of October 1<sup>st</sup> through September 30<sup>th</sup>; and

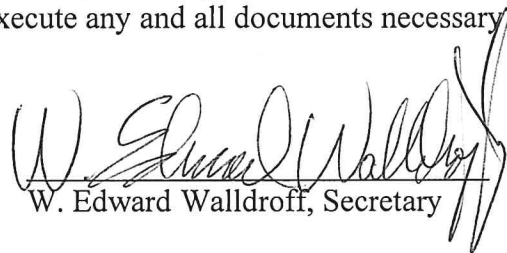
**WHEREAS**, the AGENCY, as a blended component part of the County of Jefferson, NY wishes its fiscal year to be consistent with that of the County of Jefferson, which follows a calendar fiscal year that runs from January 1 to December 31; and

**WHEREAS**, following a calendar-based fiscal year of January 1 through December 31 would also coincide with that followed by a majority of businesses for which the AGENCY must annually report to the Public Authorities Reporting Information System; and

**WHEREAS**; following a calendar fiscal year would facilitate information gathering for the projects on which it must report; and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves changing its fiscal year to the January 1 through December 31 calendar year and that the same is hereby approved for revising the bylaws; and this change shall be effective beginning January 1, 2022; and

**RESOLVED**, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

  
W. Edward Walldroff, Secretary

**AUTHORIZING RESOLUTION**  
*(OYA Robinson Road LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.05

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE MODIFICATION OF THE SCOPE OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA ROBINSON ROAD LLC (THE "COMPANY"); (ii) AUTHORIZING THE PARTIAL DISCHARGE AND RELEASE OF CERTAIN REAL PROPERTY FROM THE PROJECT DOCUMENTS (AS HEREINAFTER DEFINED) AND MAKING CERTAIN CLARIFICATIONS AND AMENDMENTS TO THE PROJECT DOCUMENTS; (iii) AUTHORIZING THE PROPOSED ASSIGNMENT OF MEMBERSHIP INTERESTS IN THE COMPANY PURSUANT TO AN ASSIGNMENT AND ASSUMPTION AGREEMENT; AND (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on August 6, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA ROBINSON ROAD LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition by the Agency of a leasehold interest in vacant real property located at 18600 Robinson Road in the Town of Orleans, New York (the "Land", being more particularly described as tax parcel Nos. 13.00-2-47.1 and 13.00-2-32.1); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "Facility"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "Equipment" and together with the Land and the Facility, the "Project Facility"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes (except as limited by Section 874 of the General Municipal Law) (the "Financial Assistance"); (C) the appointment of the Company or its designee as an agent of the Agency in

connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of April 1, 2021, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006676 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006677 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, at the time of closing the Straight Lease Transaction, the Company was wholly owned by OYA Solar MMI LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 154 acres of real property comprising the Land to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that the Ground Lease is being amended to reduce the overall acreage leased by the Company to approximately 35.78 acres of real property (being situated upon tax parcel No. 13.00-2-32.1), requiring the amendment of the description of the "Project", "Land" and "Project Facility" as contained within the Project Documents (the "Project Scope Modifications") and the release therefrom of certain real property no longer a part of the Project Facility (the "Partial Releases"); and

WHEREAS, in addition to the Project Scope Modifications and Partial Releases, the Agency and Company desire to amend certain terms and definitions within the Project Documents that require correction and/or clarification (herein, the "Project Document Amendments"); and

WHEREAS, in connection with a proposed tax equity financing for the Project, the Company has further requested the Agency's approval of a proposed assignment of the ownership interests in the Company (the "Assignment") from the Company Parent to OYA-GPC 2021 Holdco LLC (the "New Company Parent"), which pursuant to Section 9.2 of the Agency Lease Agreement requires the prior written consent of the Agency (the "Assignment Approval"); and

WHEREAS, the Agency desires to authorize the Project Scope Modification, Partial Releases, and Project Document Amendments, which are contemplated to be memorialized within a certain Omnibus Amendment Agreement (the "Omnibus Amendment"); and

WHEREAS, the Agency further desires to authorize the Assignment of the ownership of the Company from the Company Parent to the New Company Parent, such Assignment and Agency consent thereto to be memorialized within a certain Assignment and Assumption Agreement (the "Assignment Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes the undertaking of the Project Scope Modifications and Partial Releases, the Project Document Amendments, all pursuant to the Omnibus Amendment. The Agency further authorizes the Assignment, which shall be memorialized within the Assignment Agreement.

Section 2. Subject to (i) the Company's payment of all costs and fees associated with undertaking the Amendments, and (ii) the Company, Company Parent and New Company Parent executing the Omnibus Amendment and Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment, Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
W. Edward Walldroff, Secretary

[SEAL]





**AUTHORIZING RESOLUTION**  
*(OYA Wayside Drive LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.06

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE MODIFICATION OF THE SCOPE OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA WAYSIDE DRIVE LLC (THE "COMPANY"); (ii) AUTHORIZING THE PARTIAL DISCHARGE AND RELEASE OF CERTAIN REAL PROPERTY FROM THE PROJECT DOCUMENTS (AS HEREINAFTER DEFINED) AND MAKING CERTAIN CLARIFICATIONS AND AMENDMENTS TO THE PROJECT DOCUMENTS; (iii) AUTHORIZING THE PROPOSED ASSIGNMENT OF MEMBERSHIP INTERESTS IN THE COMPANY PURSUANT TO AN ASSIGNMENT AND ASSUMPTION AGREEMENT; AND (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on August 6, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA WAYSIDE DRIVE LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition by the Agency of a leasehold interest in vacant real property located at 22421 Wayside Drive in the Town of Pamelia, New York (the "Land", being more particularly described as tax parcel No. 74.09-1-6); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "Facility"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "Equipment" and together with the Land and the Facility, the "Project Facility"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes (except as limited by Section 874 of the General Municipal Law) (the "Financial Assistance"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the

construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of April 1, 2021, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006674 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006675 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, at the time of closing the Straight Lease Transaction, the Company was wholly owned by OYA Solar MMI LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 91.86 acres of real property comprising the Land to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that the Ground Lease is being amended to reduce the overall acreage leased by the Company to approximately 36.19 acres of real property (being situated upon tax parcel No. 74.09-1-6), requiring the amendment of the description of the "Project", "Land" and "Project Facility" as contained within the Project Documents (the "Project Scope Modifications") and the release therefrom of certain real property no longer a part of the Project Facility (the "Partial Releases"); and

WHEREAS, in addition to the Project Scope Modifications and Partial Releases, the Agency and Company desire to amend certain terms and definitions within the Project Documents that require correction and/or clarification (herein, the "Project Document Amendments"); and

WHEREAS, in connection with a proposed tax equity financing for the Project, the Company has further requested the Agency's approval of a proposed assignment of the ownership interests in the Company (the "Assignment") from the Company Parent to OYA-GPC 2021 Holdco LLC (the "New Company Parent"), which pursuant to Section 9.2 of the Agency Lease Agreement requires the prior written consent of the Agency (the "Assignment Approval"); and

WHEREAS, the Agency desires to authorize the Project Scope Modification, Partial Releases, and Project Document Amendments, which are contemplated to be memorialized within a certain Omnibus Amendment Agreement (the "Omnibus Amendment"); and

WHEREAS, the Agency further desires to authorize the Assignment of the ownership of the Company from the Company Parent to the New Company Parent, such Assignment and Agency consent thereto to be memorialized within a certain Assignment and Assumption Agreement (the "Assignment Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes the undertaking of the Project Scope Modifications and Partial Releases, the Project Document Amendments, all pursuant to the Omnibus Amendment. The Agency further authorizes the Assignment, which shall be memorialized within the Assignment Agreement.

Section 2. Subject to (i) the Company's payment of all costs and fees associated with undertaking the Amendments, and (ii) the Company, Company Parent and New Company Parent executing the Omnibus Amendment and Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment, Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
\_\_\_\_\_  
W. Edward Walldroff, Secretary

[SEAL]



**AUTHORIZING RESOLUTION**  
*(OYA Blanchard Road LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.07

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE TRANSFER OF COMPANY MEMBERSHIP INTERESTS IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA BLANCHARD ROAD LLC (THE "COMPANY"); (ii) AUTHORIZING THE CONDITIONED COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS (AS DEFINED HEREIN) IN CONNECTION WITH A FINANCING TO BE UNDERTAKEN FOR THE PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on January 9, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA BLANCHARD ROAD LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition of an interest in vacant land located at 15112 Blanchard Road, Town of Orleans, New York (the "*Land*"); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "*Facility*"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "*Equipment*" and together with the Land and the Facility, the "*Project Facility*"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes and mortgage recording taxes (except as limited by Section 874 of the General Municipal Law) (collectively the "*Financial Assistance*"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the



Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of February 1, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002263 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002264 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Project Documents contain a term of 15 years expiring as of December 31, 2035, and at the time of closing of the Straight Lease Transaction, the Company was wholly owned by DG New York CS, LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 50.45 acres of real property comprising the Land (situated on Tax Parcel Numbers 13.00-2-51.-801 and 13.00-2-47.1-801) to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that its parent entities are undertaking a certain restructuring (the "Restructuring") whereby (i) the Company changed its name to DG Empire Sun, LLC, (ii) the Company Parent will transfer ownership interests in the Company (along with ownership interests of OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC) to DG 1 Acquisition Co., LLC, (iii) DG 1 Acquisition Co., LLC will immediately contribute all such ownership interests to DG New York CS II, LLC (by and through DG Portfolio 2021, LLC and DG Portfolio 2021 Holdings, LLC), and (iv) DG New York CS II, LLC (the "New Company Parent") will immediately contribute the ownership interests in OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC (the "Project Affiliates") to the Company (collectively herein, the "Transfer"); and

WHEREAS, the Transfer will result in New Company Parent owning 100% of the membership interests of the Company, and the Company owning 100% of the membership interests in the Project Affiliates, each having also previously entered into Straight Lease Transactions with the Agency, with such additional transfers of control of the Project Affiliates being subject to Agency consent; and

WHEREAS, in connection with the Restructuring, the New Company Parent and Company, among others, will become parties to a secured financing (the "Financing") with certain defined lenders and KeyBank National Association, as Collateral Agent for the benefit of

such secured lenders (the "Collateral Agent"), which involves the proposed collateral assignment of the Project Facility, and other related facilities, as collateral security for such Financing pursuant to a certain Security Agreement to be entered into by the Company in favor of the Collateral Agent (the "Security Agreement"); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become a "Permitted Encumbrance", as defined within the Agency Lease Agreement, and the Company and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent (herein, the "Assignment and Consent Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement. The foregoing authorizations shall be memorialized within the Assignment and Consent Agreement to be entered into by the Company, Company Parent, New Company Parent and Agency.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing the Assignment and Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment and Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
W. Edward Walldroff, Secretary

[SEAL]



**AUTHORIZING RESOLUTION**  
*(OYA Blanchard Road 2 LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.08

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE TRANSFER OF COMPANY MEMBERSHIP INTERESTS IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA BLANCHARD ROAD 2 LLC (THE "COMPANY"); (ii) AUTHORIZING THE CONDITIONED COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS (AS DEFINED HEREIN) IN CONNECTION WITH A FINANCING TO BE UNDERTAKEN FOR THE PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on January 9, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA BLANCHARD ROAD 2 LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition of an interest in vacant land located at 14829 Blanchard Rd., Town of Orleans, New York (the "*Land*"); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "*Facility*"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "*Equipment*" and together with the Land and the Facility, the "*Project Facility*"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes and mortgage recording taxes (except as limited by Section 874 of the General Municipal Law) (collectively the "*Financial Assistance*"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale

from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of February 1, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002261 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002262 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Project Documents contain a term of 15 years expiring as of December 31, 2035, and at the time of closing of the Straight Lease Transaction, the Company was wholly owned by DG New York CS, LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 66.21 acres of real property comprising the Land (situated on Tax Parcel Number 13.00-2-47.1-802) to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that its parent entities are undertaking a certain restructuring (the "Restructuring") whereby (i) the Company Parent will transfer its ownership interests in the Company to DG 1 Acquisition Co., LLC, (ii) DG 1 Acquisition Co., LLC will immediately contribute all Company ownership interests to DG New York CS II, LLC (by and through DG Portfolio 2021, LLC and DG Portfolio 2021 Holdings, LLC), and (iii) DG New York CS II, LLC will immediately contribute the Company ownership interests to OYA Blanchard Road LLC, such entity having been renamed DG Empire Sun, LLC (collectively herein, the "Transfer"); and

WHEREAS, the Transfer will result in DG Empire Sun, LLC (herein, the "New Company Parent") owning 100% of the membership interests of the Company; and

WHEREAS, in connection with the Restructuring, the New Company Parent and Company, among others, will become parties to a secured financing (the "Financing") with KeyBank National Association, as Collateral Agent for the benefit of such secured lenders (the "Collateral Agent"), which involves the proposed collateral assignment of the Project Facility, and other related facilities, as collateral security for such Financing pursuant to a certain Security Agreement entered into by the Company in favor of the Collateral Agent (the "Security Agreement"); and



WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become a "Permitted Encumbrance", as defined within the Agency Lease Agreement, and the Company and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent (herein, the "Assignment and Consent Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a the Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent Agreement.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing the Assignment and Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment and Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

I, the undersigned CEO of the Jefferson County Industrial Development Agency, DO  
HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup>  
day of December, 2021.

  
\_\_\_\_\_  
David J. Zembiec, CEO

[SEAL]



**AUTHORIZING RESOLUTION**  
*(OYA Great Lakes Seaway LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.09

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE TRANSFER OF COMPANY MEMBERSHIP INTERESTS IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA GREAT LAKES SEAWAY LLC (THE "COMPANY"); (ii) AUTHORIZING THE CONDITIONED COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS (AS DEFINED HEREIN) IN CONNECTION WITH A FINANCING TO BE UNDERTAKEN FOR THE PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on January 9, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA GREAT LAKES SEAWAY LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition of an interest in vacant land located at 15246 Blanchard Road, Town of Clayton, New York (the "*Land*"); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "*Facility*"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "*Equipment*" and together with the Land and the Facility, the "*Project Facility*"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes and mortgage recording taxes (except as limited by Section 874 of the General Municipal Law) (collectively the "*Financial Assistance*"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency;

and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of February 1, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002265 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002266 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Project Documents contain a term of 15 years expiring as of December 31, 2035, and at the time of closing of the Straight Lease Transaction, the Company was wholly owned by DG New York CS, LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 77.87 acres of real property comprising the Land (situated on Tax Parcel Number 20.00-1-28.-801) to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that its parent entities are undertaking a certain restructuring (the "Restructuring") whereby (i) the Company Parent will transfer its ownership interests in the Company to DG 1 Acquisition Co., LLC., (ii) DG 1 Acquisition Co., LLC will immediately contribute all Company ownership interests to DG New York CS II, LLC (by and through DG Portfolio 2021, LLC and DG Portfolio 2021 Holdings, LLC), and (iii) DG New York CS II, LLC will immediately contribute the Company ownership interests to OYA Blanchard Road LLC, such entity having been renamed DG Empire Sun, LLC (collectively herein, the "Transfer"); and

WHEREAS, the Transfer will result in DG Empire Sun, LLC (herein, the "New Company Parent") owning 100% of the membership interests of the Company; and

WHEREAS, in connection with the Restructuring, the New Company Parent and Company, among others, will become parties to a secured financing (the "Financing") with KeyBank National Association, as Collateral Agent for the benefit of such secured lenders (the "Collateral Agent"), which involves the proposed collateral financing of the Project Facility and other related facilities, as collateral security for such Financing pursuant to by a certain Security Agreement entered into by the Company in favor of the Collateral Agent (the "Security Agreement"); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become a "Permitted Encumbrance", as defined within the Agency Lease Agreement, and the Company and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent (herein, the "Assignment and Consent Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing the Assignment and Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment and Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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

resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.



STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

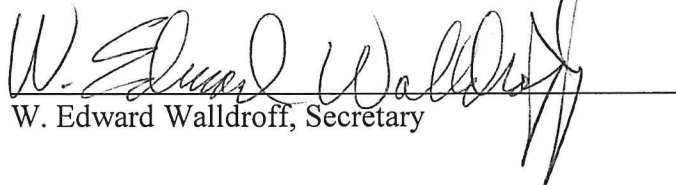
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
W. Edward Walldroff, Secretary

[SEAL]



**AUTHORIZING RESOLUTION**  
*(OYA NYS RTE 12 LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.10

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE TRANSFER OF COMPANY MEMBERSHIP INTERESTS IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF OYA NYS RTE 12 LLC (THE "COMPANY"); (ii) AUTHORIZING THE CONDITIONED COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS (AS DEFINED HEREIN) IN CONNECTION WITH A FINANCING TO BE UNDERTAKEN FOR THE PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on January 9, 2020 (the "Project Authorizing Resolution"), the Agency appointed **OYA NYS RTE 12 LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(i) the acquisition of an interest in vacant land located at 15227 Blanchard Road, Town of Orleans, New York (the "**Land**"); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the "**Facility**"); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the "**Equipment**" and together with the Land and the Facility, the "**Project Facility**"); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes and mortgage recording taxes (except as limited by Section 874 of the General Municipal Law) (collectively the "**Financial Assistance**"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of February 1, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002259 (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 20, 2020, as Instrument Number 2020-00002260 (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Project Documents contain a term of 15 years expiring as of December 31, 2035, and at the time of closing of the Straight Lease Transaction, the Company was wholly owned by DG New York CS, LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 65.44 acres of real property comprising the Land (situated on Tax Parcel Number 13.00-2-253.-801) to support a 5.0MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that its parent entities are undertaking a certain restructuring (the "Restructuring") whereby (i) the Company Parent will transfer its ownership interests in the Company to DG 1 Acquisition Co., LLC., (ii) DG 1 Acquisition Co., LLC will immediately contribute all Company ownership interests to DG New York CS II, LLC (by and through DG Portfolio 2021, LLC and DG Portfolio 2021 Holdings, LLC), and (iii) DG New York CS II, LLC will immediately contribute the Company ownership interests to OYA Blanchard Road LLC, such entity having been renamed DG Empire Sun, LLC (collectively herein, the "Transfer"); and

WHEREAS, the Transfer will result in DG Empire Sun, LLC (herein, the "New Company Parent") owning 100% of the membership interests of the Company; and

WHEREAS, in connection with the Restructuring, the New Company Parent and Company, among others, will become parties to a secured financing (the "Financing") with KeyBank National Association, as Collateral Agent for the benefit of such secured lenders (the "Collateral Agent"), which involves the proposed collateral assignment of the Project Facility and other related facilities, as collateral security for such Financing pursuant to a certain Security Agreement entered into by the Company in favor the Collateral Agent (the "Security Agreement"); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become a "Permitted Encumbrance", as defined within the Agency Lease Agreement, and the Company and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent (herein, the "Assignment and Consent Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become a Permitted Encumbrance on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing the Assignment and Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment and Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
\_\_\_\_\_  
W. Edward Walldroff, Secretary

[SEAL]



**AUTHORIZING RESOLUTION**  
*(Black River Solar, LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, December 2, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12.02.2021.11

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE TRANSFER OF COMPANY MEMBERSHIP INTERESTS IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF BLACK RIVER SOLAR, LLC (THE "COMPANY"); (ii) AUTHORIZING THE CONDITIONED COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS (AS DEFINED HEREIN) IN CONNECTION WITH A FINANCING TO BE UNDERTAKEN FOR THE PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on October 15, 2020 (the "Project Authorizing Resolution"), the Agency appointed **BLACK RIVER SOLAR, LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 75.17-1-23.41, Jefferson County, New York (the "*Land*"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.93 megawatts (the "*Facility*") to be operated by the Company (the Land and the Facility collectively referred to as the "*Project Facility*"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "*Financial Assistance*"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; all as contemplated by and in furtherance of the purposes of Article 18-A of the General Municipal Law; and



WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of November 20, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the "Project Agreement"), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk (the "Company Lease Agreement"), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk (the "Agency Lease Agreement"), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), (v) that certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"); and (vii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Project Documents contain a term of 15 years expiring as of December 31, 2036, and at the time of closing of the Straight Lease Transaction, the Company was wholly owned by Green Eagle Solar VI, LLC (the "Company Parent"); and

WHEREAS, the Project Documents and Straight Lease Transaction included leasehold interests in approximately 21.02 acres of real property comprising the Land (situated on Tax Parcel Number 75.17-1-23.41-801) to support a 3.93MWac community solar electrical generation system comprising the Project Facility, such Land being leased by the Company from the landowners pursuant to a certain Ground Lease (the "Ground Lease"); and

WHEREAS, the Company has advised the Agency that its parent entities are undertaking a certain restructuring (the "Restructuring") whereby 100% of the ownership interest of the Company will be transferred (collectively herein, the "Transfer") to Green Eagle Solar Holdings, LLC (herein, the "New Company Parent"); and

WHEREAS, in connection with the Restructuring, the New Company Parent and Company, among others, will become parties to a secured financing (the "Financing") with MUFG Union Bank, N.A., as Collateral Agent for the benefit of secured lenders (the "Collateral Agent"), which involves the proposed collateral assignment of the Project Facility and other related facilities, as collateral security for such Financing pursuant to a certain Security Agreement entered into by the New Company Parent and Company via Joinder Agreement in favor the Collateral Agent (the "Security Agreement"); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 6.1(c) of the Agency Lease Agreement; and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become an "Approved Lien", as defined within the Agency Lease Agreement, and the Company, Company Parent and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become an Approved Lien on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent (herein, the "Assignment and Consent Agreement").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes (i) the Restructuring, (ii) the Transfer, (iii) the Security Agreement to become an Approved Lien on the Facility pursuant the Agency Lease Agreement; and (iv) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement to be executed by the Company, Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing the Assignment and Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment and Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings			X	
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

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

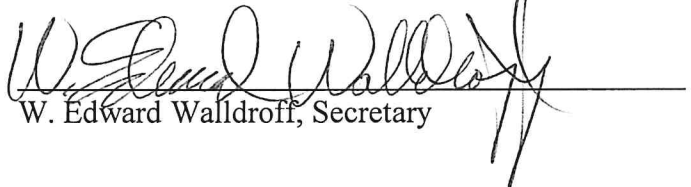
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on December 2, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2<sup>nd</sup> day of December, 2021.

  
W. Edward Walldroff, Secretary

[SEAL]

