AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on March 4, 2021 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Rob Aiken, Christine Powers, Thomas Iorizzo, and John Pirsos from 7News

The following resolution was offered by Mr. Johnson, seconded by Mr. Jennings, to wit:

Resolution No. 03.04.2021.06

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH NY USLE CARTHAGE SR26 B LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CHAMPION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing,

reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, 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 3.3 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 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; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of

New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on February 11, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes an "Unlisted Action" pursuant to SEQRA, (B) that the Town of Champion Planning Board, acting as lead agency, conducted an uncoordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Champion Planning Board and the full environmental assessment form and concurred with the Town of Champion Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on February 11, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on February 12, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on February 13, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on February 24, 2021 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on March 4, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT

Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a "project," as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Jefferson County, New York;

(D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;

(E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;

(F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;

(G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

(I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;

(J) The Project should receive the contemplated Financial Assistance; and

(K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

(A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

David J. Converse	VOTING	YEA
John Jennings	VOTING	YEA
Robert E. Aliasso, Jr.	VOTING	YEA
W. Edward Walldroff	VOTING	YEA
Paul Warneck	VOTING	YEA
William Johnson	VOTING	YEA
Lisa L'Huillier	VOTING	YEA

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 4, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 5th day of March, 2021.

[redacted]

David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment ($)
1	23,948.54
2	23,478.96
3	23,018.59
4	22,567.24
5	22,124.75
6	21,690.93
7	21,265.62
8	20,848.64
9	20,439.85
10	20,039.07
11	19,646.14
12	19,260.93
13	18,883.26
14	18,513.00
15	18,150.00