

**Authorizing Resolution
Consent to Change of Control
GSPP 7024 Fox Rd Marcy, LLC Facility**

Date: November 19, 2021

At a meeting of the Oneida County Industrial Development Agency (the "Agency"), held at 584 Phoenix Drive, Rome, New York at 8:00 a.m. on November 19, 2021, the following members of the Agency were:

Members Present: David Grow; L. Michael Fitzgerald; Steve Zogby; Kirk Hinman; Eugene Quadraro.

Members Present Webex/Teleconference: Ferris Betrus.

EDGE Staff Present: Shawna Papale; Jennifer Waters; Mark Kaucher; Steven J. DiMeo; Bill Van Shufflin; Maureen Carney; Tim Fitzgerald.

Others Present: Rome Mayor Jackie Izzo; Bob Scholefield, Mohawk Valley Health System; Bruce Smith and Dave Quirillo, Central Utica Building

Others Present Webex/Teleconference: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt and Jenna Peppenelli, Levitt & Gordon; Genevieve Trigg, Barclay Damon.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the change of control of a certain industrial development facility more particularly described below (GSPP 7024 Fox Rd Marcy, LLC Facility).

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

| | Aye | Nay | Abstain |
|--------------------|-----|-------|---------|
| Ferris Betrus | X | _____ | _____ |
| Michael Fitzgerald | X | _____ | _____ |
| David Grow | X | _____ | _____ |
| Eugene Quadraro | X | _____ | _____ |
| Kirk Hinman | X | _____ | _____ |
| Steve Zogby | X | _____ | _____ |

RESOLUTION AUTHORIZING THE AGENCY TO CONSENT TO THE CHANGE OF CONTROL OF THE GSPP 7024 FOX RD MARCY, LLC FACILITY AND TO EXECUTE RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), Oneida County Industrial Development Agency (the "Agency") was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, GSPP 7024 Fox Rd Marcy, LLC (the "Company") previously requested that the Agency provide certain financial assistance, consisting of reduction of real property taxes (the "Financial Assistance"), for a project consisting of construction of an approximately 5 megawatt AC solar facility consisting of racking and foundations, inverters and transformers, necessary electrical interconnections and all improvements and connections required to transfer and deliver generation offsite, including three (3) phase extensions and power boxes, security fencing and gating; safety signage and solar photo voltaic ("PV") panels (collectively, the "Improvements"), situated on a portion of a 99.6± acre parcel of land located at 7024 Fox Road, Town of Marcy (the "Host Community"), County of Oneida (the "Land") all for the purpose of producing renewable energy for consumers in the region under the New York State Community Solar Program (the Land and the Improvements are referred to collectively as the "Facility" and the construction of the Improvements is referred to as the "Project"); and

WHEREAS, Gavin Lloyd (the "Owner") owns the Land and leases it to the Company pursuant to a lease agreement dated November 18, 2020 (the "Land Lease"); and

WHEREAS, the Company leases the Facility to the Agency pursuant to a Lease Agreement dated as of August 1, 2021 (the "Lease Agreement"); and

WHEREAS, the Agency leases the Facility back to the Company pursuant to a Leaseback Agreement dated as of August 1, 2021 (the "Leaseback Agreement"); and

WHEREAS, the Facility is the subject of that certain Payment-in-Lieu-of-Tax Agreement by and between the Agency and the Company, dated as of August 1, 2021 (the "PILOT Agreement");

WHEREAS, the Facility is also the subject of an Environmental Compliance and Indemnification Agreement by and between the Agency and the Company, dated as of August 1, 2021 (the "Environmental Compliance Agreement");

WHEREAS, the Facility is also the subject of a Project Obligation and Recapture Agreement by and between the Agency and the Company, dated as of August 1, 2021 (the "Recapture Agreement" and together with the Lease Agreement,

the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance Agreement, the "Agency Documents"); and

WHEREAS, the Company notified the Agency that it intends to (i) transfer 100% of the Company's equity voting interest from GSPP CM Panel, LLC (the "Original Sole Member") to GSPP Holdco, LLC and (ii) the transfer of 100% of the equity voting interest from GSPP Holdco, LLC to GSPP CB 2021 Master Lessor, LLC, (the "New Sole Member"), which is contemplated to occur upon mechanical completion of the Project; and

WHEREAS, under the terms of the Leaseback Agreement, such transfer of membership interest from the Original Sole Member to the New Sole Member (the "Change of Control") requires the prior written consent of the Agency; and

WHEREAS, based on information provided by the Company, the Company is in compliance with all conditions of the Agency Lease Documents, will operate the Facility, and will remain primarily liable for all of the obligations of the Company under the Agency Lease Documents; and

WHEREAS, the Company has requested the Agency consent to the Change of Control.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

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

(b) The Facility constitutes a "project," as such term is defined in the Act; and

(c) The Change of Control will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Change of Control is reasonably necessary to induce the Company to maintain and expand its business operation in the State of New York; and

(e) It is desirable and in the public interest for the Agency to consent to the Change of Control.

Section 2. In consequence of the foregoing, the Agency hereby determines to consent to the Change of Control, such consent conditioned upon payment by the Company of the Agency's administrative fee and legal fees of Agency counsel.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the Change of Control, and all acts heretofore taken by the Agency with respect to such sale, assignment and financing are hereby approved, ratified and confirmed.

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver all documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Oneida County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on November 19, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) said meeting was open for the public to attend and public notice of the time, place of, and instructions to access, said meeting was duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of November 19, 2021.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Shawna Papale, Secretary