

**Jeffrey W. Davis**  
*Partner*

August 19, 2024

**VIA ELECTRONIC MAIL**  
**VIA OVERNIGHT MAIL**

Oneida County Industrial Development Agency  
584 Phoenix Drive  
Rome, New York 13441-1405  
Attn: Shawna M. Papale

Re: Above Grid Rome Solar LLC – Revised Construction Timeline

Dear Ms. Papale:

As you know, Above Grid Rome Solar LLC (the “Company”) closed on a straight-lease transaction (the “Transaction”) with the Oneida County Industrial Development Agency (the “Agency”) in connection with development of a five (5) megawatt solar-powered electric generating facility (the “Project”) in the City of Rome as of January 5, 2024.

As detailed in its application for financial assistance to the Agency, the Company originally planned to complete Project construction by December 2024. Since closing with the Agency, the Company has been working to secure construction debt financing, which they recently obtained, and can now sign the EPC contract and move forward to pull the necessary building permit. As a result of this financing process, the Company was unable to pull the building permit by July 31, 2024 and as such, are requesting an amendment to the Transaction documents to reflect a revised commercial operation date of September 2025.

Should you have any questions or wish to discuss further, please reach out to me directly. Thank you for your time and attention to this request.

Very truly yours,

**/s/ Jeffrey W. Davis**

Jeffrey W. Davis

**Resolution to Amend PILOT Agreement  
Above Grid Rome Solar LLC  
(Rome Taberg Road Solar) Facility**

Date: September 5, 2024

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on September 5, 2024, the following members of the Agency were:

**Members Present:** S. Zogby, D. Grow, T. Reed, F. Armstrong, K. Martin (virtual), A. Lewis (virtual), and J. Genovese (virtual)

**Staff Present:** S. Papale, T. Fitzgerald, L. Cohen, M. Kaucher, C. Mercurio, M. Carney, M. Barraco

**Others Present:** L Romano and L. Ruberto (BSK), M. Levitt and J. Pepinelli (Levitt & Gordon); Paige Beyer (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 Above Grid Rome Solar LLC (Rome Taberg Road Solar Project) and authorizing an amendment to the PILOT Agreement.

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

Voting Aye

S. Zogby  
D. Grow  
T. Reed  
F. Armstrong  
K. Martin  
A. Lewis  
J. Genovese

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE AN AMENDED  
PAYMENT-IN-LIEU-OF-TAX AGREEMENT WITH RESPECT TO THE ABOVE  
GRID ROME SOLAR LLC (ROME TABERG ROAD SOLAR PROJECT)  
FACILITY LOCATED IN THE CITY OF ROME, ONEIDA COUNTY.

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

WHEREAS, Above Grid Rome Solar LLC, on behalf of itself and/or the principals of Above Grid Rome Solar LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of an approximately 5 megawatt AC ground-mounted solar energy system/community solar array with solar panels connected to a single-axis tracking racking system consisting of two pervious gravel access roads, inverter pads, a fence surrounding the entirety of the equipment, underground wiring, and overhead utility interconnection to equipment (collectively, the "Improvements"), situated on a 50± acre portion of a 174.40± acre parcel of land located at 5727 Rome Taberg Road, City of Rome, County of Oneida (the "Land"), all for the purpose of furthering the mission of New York State renewable energy goals by providing 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, the Land is leased by Rome Industrial Development Corporation (the "Owner") to the Company pursuant to a Solar Ground Lease dated August 2, 2021 (the "Ground Lease"); and

WHEREAS, the Company leases the Facility to the Agency pursuant to a Lease Agreement (the "Lease Agreement") and the Agency leases the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Company and the Agency entered into a Payment-In-Lieu-of-Tax Agreement (the "PILOT Agreement") that provides for payments in lieu of real estate taxes to be made by the Company for a period of 25 years; and

WHEREAS, the Exemption Years in the PILOT Agreement were based on the representation by the Company that it expected a building permit to be issued on or prior to the taxable status date of July 30, 2024; and

WHEREAS, the New York State assessment model for solar projects requires that a building permit be issued before an assessor can assign an assessment to a solar array; and

WHEREAS, the Company has submitted a letter to the Agency detailing the reasons why a building permit has not yet been issued and has requested the Agency amend the Exemption Years to delay PILOT Payments for one (1) year (the "PILOT Amendment") such that the full twenty-five year PILOT schedule can be realized.

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 PILOT Amendment 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 PILOT Amendment is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency on September 15, 2023 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to authorize the PILOT Amendment; and

(h) The PILOT Amendment, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the parties agree to amend the Exemption Years for PILOT Payments to commence with the 2025 taxable status date.

Section 2. In consequence of the foregoing, the Agency hereby determines to amend the Exemption Years, conditioned upon payment by the Company of the Agency's transaction fee and the fees and disbursements of transaction counsel.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the PILOT Amendment, subject to approval by Agency Counsel, is hereby approved.

Section 5.

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

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

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

[end of resolution]

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

I, the undersigned Secretary (Assistant Secretary) of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on September 5, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

IN WITNESS WHEREOF, I have hereunto set my hand on September 5, 2024.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By  \_\_\_\_\_  
Secretary (Assistant Secretary)