

RESOLUTION

A regular meeting of the County of Sullivan Industrial Development Agency ("Agency") was convened on December 14, 2020, at 11:00 a.m. local time via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.79.

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

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[√]	[]
Suzanne Loughlin	[√]	[]
Edward T. Sykes	[√]	[]
Howard Siegel	[√]	[]
Scott Smith	[]	[√]
Paul Guenther	[√]	[]
Joseph Perrello	[√]	[]
Carol Roig	[√]	[]

The following persons were also present:

- Jennifer M. Flad, Executive Director
- Julio Garaicoechea, Project Manager
- Deborah Nola, Accounting and Financial Analyst
- Walter F. Garigliano, Agency General Counsel

The following resolution was duly offered by Carol Roig, and seconded by Paul Guenther, to wit:

Resolution No. 67 - 20

RESOLUTION AUTHORIZING THE CHAIRMAN, CHIEF EXECUTIVE OFFICER OR EXECUTIVE DIRECTOR OF THE AGENCY, EACH ACTING INDIVIDUALLY, TO EXECUTE AND DELIVER AN OMNIBUS AMENDMENT TO PROJECT DOCUMENTS AND ANY RELATED DOCUMENTS (AS HEREINAFTER DEFINED) RELATING TO THE NY DELAWARE V, LLC ("COMPANY") PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York ("State"), as amended, and Chapter 560 of the Laws of 1970 of the State, as amended and codified as Section 960 of the General Municipal Law (collectively, the "Act"), the Agency was created with the authority and power to own, lease and sell property as authorized by the Act; and

WHEREAS, the Project (as hereinafter defined) was originally designed to be constructed on a portion of 76.56± acres of real estate located at 93 Villa Roma Road, Town of Delaware (“Town”), County of Sullivan (“County”), State and identified on the Town tax map, at the time of the Application (as herein defined) as Section 21, Block 1, Lot 28 (“Land”); and

WHEREAS, on or about March 7, 2019, the Company presented an application (“Application”) to the Agency, requesting the Agency’s assistance with respect to a certain project consisting of the construction of an approximately 2MW solar photovoltaic electricity generating facility to be interconnected to the New York State Electric and Gas (“NYSEG”) electrical grid (“Project”). The Project is comprised of (a) racking to mount the solar modules; (b) solar modules; (c) inverters and transformers mounted on a concrete inverter pad and (d) assorted electrical components and wiring (“Solar Array”); and

WHEREAS, on or about June 10, 2019, the Agency and the Company entered into the following documents:

- (i) Agent and Project Agreement (“Agent Agreement”);
- (ii) Bill of Sale to Agency (“Bill of Sale to Agency”);
- (iii) Bill of Sale to Company (“Bill of Sale to Company” together with Bill of Sale to Agency, “Bills of Sale”);
- (iv) Lease to Agency and memorandum thereto (collectively, “2019 Lease Agreement”);
- (v) Leaseback to Company and memorandum thereto (collectively, “2019 Leaseback Agreement”); and
- (vi) Payment in Lieu of Tax Agreement (“2019 PILOT Agreement”).

The documents listed in (i) through (vi) above are collectively referred to as the “2019 Project Documents”; and

WHEREAS, the Land was and is owned by Delaware River Solar Real Estate, LLC (“DRSRE”) and was leased to the Company pursuant to a Lease Agreement, dated as of June 10, 2019 (“Ground Lease”); and

WHEREAS, the Ground Lease was amended by that certain First Amendment to Ground Lease Agreement entered into as of September 11, 2019 (“First Amendment to Ground Lease”); and

WHEREAS, contemporaneously with execution of the First Amendment to Ground Lease, DRSRE and the Company executed a Memorandum of Lease, which was recorded in the Office of the Clerk of Sullivan County on September 17, 2019 as Instrument No. 2019-6538; and

WHEREAS, the original Ground Lease description was based upon a subdivision sketch plan (“Sketch Plan”) containing preliminary boundary locations; and

WHEREAS, a subdivision application was submitted by Packer Associates, Inc. to the Town of Delaware Planning Board which resulted in the approval of a Subdivision Map entitled “Minor Subdivision Survey Map Prepared for Delaware River Solar Real Estate, LLC”, dated July 9, 2019, last revised on August 21, 2019, and following approval, was recorded in the Sullivan County Clerk’s Office on August 27, 2019 in Book 15 at Page 185 and as Instrument No. 2019-57, pursuant to which the size of the Land varied slightly from the acreage computed based on the Sketch Plan; and

WHEREAS, to evidence the slight acreage variation, DRSRE and the Company entered into a Second Amendment to Ground Lease Agreement, dated as of February 28, 2020 (“Second Amendment to Ground Lease”), which further amended the Ground Lease and pursuant to which DRSRE now leases to the Company the 14.00 acre parcel; and

WHEREAS, contemporaneously with execution of the Second Amendment to Ground Lease, DRSRE and the Company executed an Amended Memorandum of Lease on February 28, 2020, which was recorded in the Office of the Clerk of Sullivan County on March 6, 2020 as Instrument No. 2020-1763; and

WHEREAS, the Agency and the Company wish to amend the 2019 Project Documents to replace the description based on the Sketch Plan of the Land with the description of the lot as approved by the Planning Board and as described in the Second Amendment to Ground Lease; and

WHEREAS, the amount of the sales tax exemption listed in Paragraph 5(e) of the Agent Agreement was incorrectly noted; and

WHEREAS, the Agency contemplates entering into an Omnibus Amendment to Project Documents (i) to update the Land description; (ii) amend Paragraph 5(e) of the Agent Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Chairman, Chief Executive Officer or Executive Director of the Agency, each acting individually are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment to Project Documents together with any other documents necessary to authorize amendment of the Project Documents as herein contemplated.

Section 2. The officers, employees and agents of the Agency are hereby authorized and directed 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 this resolution 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 3. The Chairman, Chief Executive Officer, Executive Director or General Counsel to the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company; and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

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:

Ira Steingart	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Suzanne Loughlin	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Edward T. Sykes	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Howard Siegel	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Joseph Perrello	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.

STATE OF NEW YORK :
 :SS
 COUNTY OF SULLIVAN :

I, the undersigned Secretary of the Agency DO HEREBY CERTIFY THAT:

1. I have compared the foregoing copy of a resolution of the Agency with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.
2. Such resolution was passed at a meeting of the Agency duly convened via teleconference on December 14, 2020 at 11:00 a.m. at which the following members were present:

	<u>PRESENT</u>	<u>ABSENT</u>
Ira Steingart	[<input checked="" type="checkbox"/>]	[]
Suzanne Loughlin	[<input checked="" type="checkbox"/>]	[]
Edward T. Sykes	[<input checked="" type="checkbox"/>]	[]
Howard Siegel	[<input checked="" type="checkbox"/>]	[]
Scott Smith	[]	[<input checked="" type="checkbox"/>]
Paul Guenther	[<input checked="" type="checkbox"/>]	[]
Joseph Perrello	[<input checked="" type="checkbox"/>]	[]
Carol Roig	[<input checked="" type="checkbox"/>]	[]


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

Ira Steingart	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Suzanne Loughlin	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Edward T. Sykes	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Howard Siegel	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Scott Smith	[] Yes	[] No	[<input checked="" type="checkbox"/>] Absent	[] Abstain
Paul Guenther	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Joseph Perrello	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain
Carol Roig	[<input checked="" type="checkbox"/>] Yes	[] No	[] Absent	[] Abstain

and therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103(a) and (c) and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public via videoconferencing and public notice of the time and place of said meeting was duly given in accordance with such Sections 103(a) and (c) and 104, (iii) the meeting in all respects was duly held via teleconference as authorized by New York Governor Andrew Cuomo's Executive Order No. 202.79, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 14th day of December, 2020.



Secretary