

ABUNDANT SOLAR POWER (E1) LLC

RESOLUTION CONSENTING TO THE CHANGES IN OWNERSHIP OF THE MEMBERSHIP INTERESTS IN THE COMPANY AND AUTHORIZING AN OMNIBUS AMENDMENT TO CERTAIN PROJECT DOCUMENTS (3101-20-13B)

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on November 8, 2022, at 8:00 a.m., local time at 333 West Washington Street, Syracuse, New York.

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

PRESENT: Patrick Hogan
Janice Herzog
Susan Stanczyk
Kevin Ryan
Fanny Villarreal

ABSENT: Victor Ianno
Steve Morgan

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel

The following resolution was offered by Susan Stanczyk, seconded by Fanny Villarreal, to wit:

RESOLUTION CONSENTING TO THE CHANGE IN OWNERSHIP OF THE MEMBERSHIP INTERESTS IN THE COMPANY AND AUTHORIZING EXECUTION AND DELIVERY OF AN OMNIBUS AMENDMENT TO CERTAIN PROJECT DOCUMENTS IN CONNECTION WITH A CERTAIN PROJECT FOR ABUNDANT SOLAR POWER (E1) LLC AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, Onondaga 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 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, as amended, constituting Section 895 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 manufacturing, warehousing, research, commercial and industrial 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 (the "State"), 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a final approving resolution duly adopted on August 11, 2020 (as ratified by a resolution duly accepted on April 13, 2021 with respect to a change in membership interests in the Company), the Agency approved undertaking a project (the "Project") on behalf of Abundant Solar Power (E1) LLC, a New York limited liability company (the "Company"), consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of an approximately 37 acre parcel of land located at 801 Peru Road (tax map no. 029.-02-20.1) in the Town of Elbridge, Onondaga County, New York (the "Land"); (2) the construction on the Land of an approximately 10.9 acre solar power photo-voltaic plant (the "Facility"); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility and the Equipment being 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 potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the "Project Documents"): (A) an underlying lease to agency, dated as of September 1, 2021 (the "Underlying Lease") by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company, (B) a memorandum of underlying lease dated as of September 1, 2021 (the "Memorandum of Underlying Lease"), (C) a lease agreement dated as of September 1, 2021 (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project, (D) a memorandum of lease agreement dated as of September 1, 2021 (the "Memorandum of Lease Agreement"), (E) a Project Agreement dated as of September 1, 2021 (the "Project Agreement"), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of September 1, 2021 by and between the Agency and the Company (the "PILOT Agreement") whereby the Company agreed to make certain payments in lieu of real property taxes; and

WHEREAS, at the time the Company entered into the Project Documents, the Company's sole member was Solarize NY Holdings, LLC (the "Original Membership Owner"); and

WHEREAS, on or about October 25, 2022, the Agency received notice from the Company requesting the Agency's consent for the following proposed changes to the ownership of the membership interests in the Company: (1) pursuant to a Distribution Agreement, among the Original Membership Owner, Development HoldCo (Fund III), LLC ("Development HoldCo") and TGC III T/E HoldCo, LLC ("TGC HoldCo"), the Original Membership Owner would distribute, transfer, assign, convey and deliver, and Development HoldCo and TGC HoldCo would accept, 100% of the membership interests in the Company; (2) pursuant to a Contribution Agreement, among Development HoldCo, TGC HoldCo and TGC III FiT LA, LLC ("TGC"), Development HoldCo and TGC HoldCo would contribute, transfer, assign, convey and deliver, and TGC would accept, 100% of the membership interests in the Company; and (3) pursuant to a Membership Interest Assignment and Assumption Agreement, between TGC and Solar Energy (Fund III) Partnership, LLC (the "New Membership Owner" and together with Development HoldCo, TGC HoldCo and TGC, collectively, the "Membership Owners"), TGC would transfer, and the New Membership Owner would accept, 100% of the membership interests in the Company; and

WHEREAS, the Company answered the Agency's questions regarding the Membership Owners and the impact of the change in ownership on the Project and the Financial Assistance previously granted by the Agency to the Company; and

WHEREAS, pursuant to Section 8.4 of the Lease Agreement the Company has requested that the Agency consent to the changes in the ownership of the membership interest in the Company, which the Agency may do in its sole and absolute discretion; and

WHEREAS, the Company has informed the Agency that the legal description (the "Legal Description") included in the Project Documents needs to be corrected to account for minor shifts in the leased property due to on-site final engineering adjustments and has requested that the Agency amend the Project Documents to reflect the correct legal description; and

WHEREAS, Agency counsel has drafted an omnibus amendment of Project Documents (the "Omnibus Amendment"), which Omnibus Amendment, upon execution and delivery by the Agency and the Company will correct the Legal Description in the Project Documents; and

WHEREAS, the Agency desires to consent to the execution and delivery of the Omnibus Amendment; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgated thereunder (collectively referred to hereinafter as "SEQRA"), the Project had been subject to an environmental review by the Agency dated August 11, 2020, resulting in classification of the Project as a "Type II" action (as said quoted term is defined in SEQRA) under SEQRA, 6 N.Y.C.R.R. § 617.5(c)(14)(i), since the proposed solar array installation involves 25 acres or less of physical alteration on a closed landfill and thus is deemed to have no significant

adverse environmental impacts and are therefore precluded from further environmental review; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of the consent to the changes in ownership of the membership interests of the Company and the execution and delivery of the Omnibus Amendment;

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

Section 1. Based upon the representations made by the Company to the Agency, the Agency makes the following findings and determinations:

(A) The Project constitutes a “project” within the meaning of the Act; and

(B) The change in ownership of the membership interests of the Company and the execution and delivery of the Omnibus Amendment do not constitute a significant change from the original Project that was reviewed under SEQRA and therefore no further or additional review under SEQRA is required; and

(C) Neither the change in ownership of the membership interests in the Company nor the execution and delivery of the Omnibus Amendment is a material change and neither require a change in the Financial Assistance previously approved by the Agency.

Section 2. The Agency hereby consents to the changes in ownership of the membership interests in the Company and reaffirms the approval of the grant of the Financial Assistance to the Company.

Section 3. The Agency hereby approves the execution and delivery of the Omnibus Amendment and determines to execute and deliver the Omnibus Amendment and any other documents and certificates required in connection therewith (collectively, the “2022 Amendatory Documents”).

Section 4. The 2022 Amendatory Documents shall (A) be executed, issued and delivered at such time as the Chairman (or Vice Chairman) or the Executive Director of the Agency, with the assistance of Agency Counsel, shall determine, and (B) be in such form as hereinafter approved by the Chairman (or Vice Chairman) or the Executive Director of the Agency in accordance with Section 6 hereof.

Section 5. The Chairman (or Vice Chairman) and the Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the 2022 Amendatory 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 (or Vice Chairman) or the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or the Executive Director to constitute conclusive evidence of such approval.

Section 6. The Chairman (or Vice Chairman) and the Executive Director of the Agency are each 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 2022 Amendatory 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 Chairman (or Vice Chairman) or the Executive Director of the Agency, with the assistance of Agency Counsel, 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 2022 Amendatory Documents binding upon the Agency.

Section 7. The Chairman, (or Vice Chairman) or the Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. This Resolution shall take effect immediately upon adoption.

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

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Victor Ianno			X
Steve Morgan			X
Susan Stanczyk	X		
Kevin Ryan	X		
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the Onondaga County Industrial Development 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 November 8, 2022, 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 relates to the subject matter 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 respects 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 duly given in accordance with such Open Meetings Law, and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of November, 2022.

(SEAL)



Secretary