

BLUEROCK ENERGY, INC.

**PROJECT OVERVIEW AND APPROVAL OF AN EMPLOYEE PRODUCTIVITY
PLAN RESOLUTION**

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") held on August 23, 2016 at 8:00 a.m. at the 333 W. Washington Street, Syracuse, New York, the following members were:

PRESENT:

Patrick Hogan
Janice Herzog
Victor Ianno
Susan Stanczyk
Steven Morgan
Kevin Ryan

ABSENT:

Fanny Villarreal

ALSO PRESENT:

Julie Cerio, Executive Director
Anthony P. Rivizzigno, Esq., Agency Counsel

Upon motion duly made and seconded, the following resolution was duly adopted by the Agency with its members voting as follows:

Aye

Nay

Patrick Hogan
Janice Herzog
Victor Ianno
Susan Stanczyk
Steven Morgan
Kevin Ryan

**RESOLUTION DESCRIBING THE PROJECT AND
APPROVING AN EMPLOYEE PRODUCTIVITY PLAN
FOR BLUEROCK ENERGY, INC. (the “COMPANY”)**

WHEREAS, the Onondaga County Industrial Development Agency (the “Agency”) is authorized and empowered by 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”), Chapter 435 of the 1970 Laws of New York, 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 industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities, among others, for the purpose of promoting, attracting, encouraging and developing recreation, and 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 and to improve their recreation opportunities, 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, improve, maintain, equip or furnish one or more “projects” (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and to issue bonds and provide for the rights of the holders thereof; and

WHEREAS, BlueRock Energy, Inc. (the “Company”) has presented an application (the “Application”) to the Agency, copies of which are on file at the office of the Agency, requesting that the Agency consider approving an Employee Productivity Service Contract of \$485,000 to fund the cost of new furniture, fixtures and computer equipment; 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 Onondaga County, New York by undertaking the Project in Onondaga County, New York; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act;

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

Section 1. The project to which the Agency may provide financial assistance is described as follows (the “Project”): (A) an Employee Productivity Service Contract of \$485,000 to fund the cost of new furniture, fixtures and computer equipment; and (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 taxes (the “Financial Assistance”).

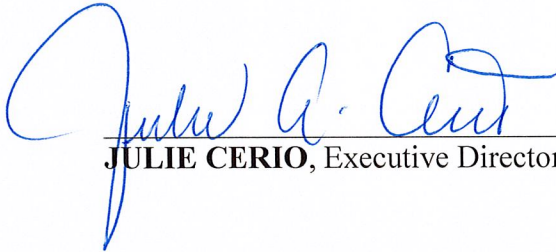
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned Executive Director 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 August 23, 2016 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 23rd day of August, 2016.



JULIE CERIO, Executive Director