

CVE US EI5 MANLIUS EAST, LLC

**AMENDED APPLICATION AND PUBLIC HEARING RESOLUTION
(3101-21-17B)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on September 13, 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
Victor Ianno
Susan Stanczyk
Kevin Ryan

ABSENT: Steve Morgan
Fanny Villarreal

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

The following resolution was offered by Victor Ianno, seconded by Susan Stanczyk, to wit:

**RESOLUTION WITH RESPECT TO AN AMENDED APPLICATION OF
CVE US EI5 MANLIUS EAST, LLC AND RE-AUTHORIZING THE
EXECUTIVE DIRECTOR OF THE ONONDAGA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING WITH
RESPECT THERETO.**

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 of the State 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 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, 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, CVE US EIS Manlius East, LLC, a New York limited liability company (the “Company”) submitted an application (the “Original Application”), on behalf of itself and/or entities formed or to be formed on its behalf, to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Original Project”) for the benefit of the Company and/or entities formed or to be formed on its behalf, said Original Project consisting of the following: (A) (1) the acquisition of a leasehold interest in approximately 75 acres of land to be subdivided from an approximately 225 acre parcel of land located on Duguid Road (tax map no. 099.-01-03.0) in the Town of Manlius, Onondaga County, New York (the “Original Land”); (2) the construction on the Original Land of an approximately 40 acre solar power electric generating photo-voltaic plant (the “Original Facility”); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Original Equipment”) (the Original Land, the Original Facility and the Original Equipment being collectively referred to as the “Original 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 estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the “Original Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Original Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on January 18, 2022 (the “Public Hearing Resolution”), the Agency authorized a public hearing with respect to the Original Project to be held pursuant to Section 859-a of the Act; and

WHEREAS, by a resolution adopted by the members of the Agency on February 8, 2022, (the “Original Approving Resolution”), the members of the Agency authorized the Original Project, the granting of the Original Financial Assistance to the Company and the execution and delivery of documentation with respect thereto; and

WHEREAS, the Company has requested that, due to changes in the scope of the Original Project, the Agency consider amendments to the Original Application (the Original Application as so amended, the “Amended Application”), a copy of which is on file at the office of the Agency, that contemplates additional financial assistance to the Company in the form of increased exemptions to certain sales and use taxes and mortgage recording taxes (the “Additional Financial Assistance” and together with the Original Financial Assistance, the “Financial Assistance”), as more specifically set forth in the Amended Application, and modifications to the Original Project, such that the project shall now be as follows (the “Project”): (A) (1) the acquisition of a leasehold interest in approximately 68.278 acres of land to be subdivided from an approximately 225 acre parcel of land located on Duguid Road (tax map no. 099.-01-03.0) and anticipated to be known as 8109 East Seneca Turnpike in the Town of Manlius, Onondaga County, New York (the “Land”); (2) the construction on the Land of an approximately 36.7 acre solar power electric generating 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 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, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Additional Financial Assistance will cause the Agency to provide additional financial assistance in excess of \$100,000, therefore pursuant to Section 859-a of the Act, prior to the Agency approving the Additional Financial Assistance, the Agency, among other things, must hold a public hearing with respect the Project and the Amended Application;

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

Section 1. The Agency hereby re-authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Additional Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility is located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is or is to be located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at a public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency are each 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 3. 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:

| | <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 foregoing Resolution was thereupon declared duly adopted.

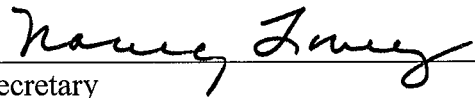
STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

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 September 13, 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 and affixed the seal of the Agency this 13th day of September, 2022.


Secretary

(SEAL)