

TAFT SOLAR LLC

**RESCINDING RESOLUTION
(3101-21-09B)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on April 12, 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
Fanny Villarreal

ABSENT: Steve Morgan

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

The following resolution was offered by Susan Stanczyk, seconded by Janice Herzog, to wit:

**RESOLUTION OF THE ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY TO RESCIND A
PRIOR RESOLUTION REGARDING A CERTAIN
PROJECT FOR TAFT SOLAR LLC.**

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, Taft Solar LLC, a Delaware limited liability company authorized to do business in the State (the “Company”) and SLH II, LLC, a Delaware limited liability company authorized to do business in the State (the “Real Estate Holding Company”) submitted an application (the “Original Application”) on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, to the Agency, which Original Application requested that the Agency consider undertaking a project (the “Original Project”) for the benefit of the Company, the Real Estate Holding Company, and/or entities formed or to be formed on their behalf, said Original Project consisting of the following: (A)(1) the acquisition of an interest in an approximately 38.54 acre parcel of land located on East Taft Road (tax map no. 034.-01-20.1) in the Town of Manlius, Onondaga County, New York (the “Land”); (2) the construction on the Land of an approximately 20 acre solar power electric generating photo-voltaic plant and DC coupled energy storage systems (the “Facility”); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Original Facility Equipment”) (the Land, the Facility and the Original Facility Equipment being collectively referred to as the “Company Project Facility”) such Company Project Facility to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to the Company; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively the “Original Equipment” and together with the Company Project Facility, 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 property taxes and real estate transfer taxes (subject to certain statutory limitations) (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Company Project Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Original Equipment to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by a resolution adopted by the members of the Agency on May 11, 2021 (the “Original Approving Resolution”), the members of the Agency authorized the Original Project, the granting of the Financial Assistance to the Real Estate Holding Company and the Company and the execution and delivery of documentation with respect thereto; and

WHEREAS, on or about July 27, 2021, the Agency was notified by the Company that the Company sold in its entirety to an unrelated entity that will operate the Original Project and lease the Land from the Real Estate Holding Company, which will be an unrelated entity to the Company following the sale of the Company’s membership interests (collectively, the “Change in Ownership of the Project”); and

WHEREAS, the Company submitted a revised application (the "Application") on behalf of itself and/or entities formed or to be formed on its behalf, to the Agency, which Application requests that the Agency consider undertaking a revised project (the "Project") for the benefit of the Company and/or entities formed or to be formed on its behalf, said Project consisting of the following: (A)(1) the acquisition of an interest in the Land; (2) the construction on the Land of the Facility; and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (the "Equipment" and, collectively with the Land, and the Facility, the "Project Facility"); (B) the granting of 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 a resolution duly adopted by the Agency on August 10, 2021 (the "Approving Resolution"), the Agency amended and restated the Original Approving Resolution and hereby authorized the Agency to (A) proceed with the Project; (B) acquire a leasehold interest in the Land and all improvements located on the Land from the Company pursuant to an underlying lease and acquire the Equipment pursuant to a bill of sale; (C) lease the Project Facility to the Company pursuant to a lease agreement; (D) acquire, construct and equip the Project Facility, or cause the Project Facility to be acquired, constructed and equipped; and (E) grant to the Company the Financial Assistance with respect to the Project; and

WHEREAS, the Company has notified the Agency that the Company is withdrawing its Application with respect to the Project.

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

Section 1. The Agency hereby rescinds the Approving Resolution and revokes the grant of Financial Assistance authorized therein.

Section 2. 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		
Victor Ianno	X		
Janice Herzog	X		
Steve Morgan			X
Susan Stanczyk	X		
Kevin Ryan	X		
Fanny Villarreal	X		

The Resolution was thereupon declared adopted.

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

I, the undersigned Secretary of the Onondaga County Industrial Development Agency (the "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 April 12, 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 matters 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 14 day of April, 2022.


Secretary