

**RESOLUTION AUTHORIZING RELEASE OF A CERTAIN SWITCHYARD
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the “Agency”) was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on August 4, 2022 at 8:00 o’clock a.m., local time.

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:

| | |
|-----------------|---------------|
| Joe Lawrence | Chairman |
| Gagan Singh | Vice Chairman |
| Herb Frost | Member |
| Tom Gillette | Member |
| McKenzie Lehman | Member |
| Darlene Rowsam | Member |

ABSENT:

| | |
|-----------------|--------|
| McKenzie Lehman | Member |
|-----------------|--------|

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|-----------------------------|--|
| Brittany Davis | Executive Director of Economic Development |
| Cheyenne Steria | Director of Finance and Incentives |
| Jenna Lauraine | Economic Development Specialist |
| Kevin McArdle, Esq. | Agency Counsel |
| Christopher C. Canada, Esq. | Special Agency Counsel |

The following resolution was offered by **Darlene Rowsam**, seconded by **Tom Gillette**, to wit:

Resolution No. 0822-01

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE RELEASE OF A CERTAIN SWITCHYARD LOCATED IN THE TOWN OF LOWVILLE, LEWIS COUNTY, NEW YORK FROM THE LEASE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE NUMBER THREE WIND LLC PROJECT.

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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 commercial 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, on December 13, 2021 (the “Closing”), the Agency granted certain financial assistance to Number Three Wind LLC (the “Company”) in connection with a project (the “Project”), said Project consisting of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the “Land”), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately thirty-one (31) 2.3/3.6 mega-watt series wind turbine generators (approximately 13 of such generators to be located in the Town of Lowville and approximately 18 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the “Facility”), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the “Infrastructure”), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (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 property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of a lease agreement dated as of December 1, 2021 (the “Lease Agreement”) by and between the Agency and the Company; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (A) the Company executed and delivered to the Agency a certain lease to agency dated as of December 1, 2021 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of December 1, 2021 (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility and (2) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (C) the Agency and the Company executed and delivered the uniform agency project agreement dated as of December 1, 2021 (the “Uniform Agency Project Agreement”) by and between the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company; (D) the Agency filed with the assessor and mailed to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement; (E) the Agency executed and delivered to the Company a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the

Financial Assistance and (F) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) (the Lease Agreement and all the foregoing documents collectively referred to as the “Basic Documents”); and

WHEREAS, by request dated July 22, 2022 (the “Request”), which Request is attached hereto to Exhibit A, the Agency was notified by the Company that as the construction of the Project is nearing completion and the switchyard is built, the Company is required to transfer the switchyard to National Grid for operation by National Grid, therefore, the Company would like to amend the Basic Documents to reflect this transfer and release; and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the consent of the Agency is required prior to the release of the switchyard and accompanying easements (collectively, the “Switchyard”) from the Project Facility (the “Release”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), it appears that the Release is not an “Action” under SEQRA and therefore is not subject to a SEQRA review by the Agency;

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

Section 1. Pursuant to SEQRA, the Release is not an “Action” under SEQRA and therefore is not subject to SEQRA review by the Agency.

Section 2. At the request of the Company, the Agency hereby consents to the Release and the execution of any documents necessary to effectuate the Release and the modification of the Basic Documents in connection therewith (collectively, the “Release Documents”); provided, however, that such consent is contingent upon (A) approval by Agency Counsel and Special Agency Counsel to the forms of the Release Documents, (B) compliance with the terms and conditions contained in the Basic Documents (as defined in the Lease Agreement), (C) evidence satisfactory to the Agency that all taxes and other local fees and assessments relating to the Switchyard, if any, have been paid by the Company, and (D) the payment by the Company of the administrative fee of the Agency, if any, and all other fees and expenses of the Agency in connection with the delivery of the Release Documents, including the fees of Agency Counsel.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Release Documents and the modified Basic Documents to reflect the Release, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are 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 Release, 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 officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Release.

Section 5. 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:

| | | |
|-----------------|--------|--------|
| Joe Lawrence | VOTING | YES |
| Gagan Singh | VOTING | YES |
| Herb Frost | VOTING | YES |
| Tom Gillette | VOTING | YES |
| McKenzie Lehman | VOTING | ABSENT |
| Darlene Rowsam | VOTING | YES |

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned authorized representative of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 4, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained 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 and affixed the seal of the Agency this 4th day of August, 2022.

Authorized Representative



EXHIBIT A

REQUEST

- SEE ATTACHED -

July 22, 2022

Lewis County Industrial Development Agency
Center for Business
7551 S. State Street, P.O. Box 106
Lowville, New York 13367

WITH A COPY TO:

Company, McArdle & Randall, PLLC
7571 S. State Street
Lowville, New York 13367
Attention: Kevin McArdle, Esq.

Hodgson Russ LLP
677 Broadway, Suite 401
Albany, New York 12207
Attention: A. Joseph Scott, III, Esq.

Gentlemen/Ladies:

Re: Request for Releases from the Lewis County Industrial Development Agency (the "LCIDA") for Number Three Wind LLC ("Number Three Wind")

The Number Three Wind Project (the "Project") is nearing completion of construction, and the Project's switchyard is built. As part of the placement of the Project into service, Number Three Wind is required to transfer the switchyard to National Grid so that National Grid may operate it as the connection to the grid. The transfer of the switchyard is expected to occur before the end of this calendar year.

As you may recall, the switchyard parcel and easements for roadway and utility connections to the switchyard parcel were included within the LCIDA's project documentation. Consequently, in order to transfer the switchyard to National Grid, we now request that the LCIDA release the switchyard and ancillary easements from the LCIDA project documentation.

A draft copy of the legal description for the property to be transferred is enclosed herewith.

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If you have any questions about this request, kindly let me know.

Best regards,

NUMBER THREE WIND LLC

By:



Michael Kaplan, Vice President

Enclosures

All that tract or parcel of land situate in the Town of Lowville, County of Lewis, State of New York, being a portion of Lot No. 23 in Township No. 11, and being more precisely described as follows:

Beginning at a 5/8-inch rebar with a 1 1/4-inch diameter red plastic cap marked "Thew Associates - Canton, NY" (hereinafter referred to as a 5/8-inch rebar) set on the reputed northerly bounds of the Niagara Mohawk Power Corporation Taylorville - Boonville Electric Transmission Line Easement (100-foot width), said rebar being 50 feet distant northerly measured at right angles from the centerline of said Taylorville - Boonville Electric Transmission Line, said rebar also being North 10 degrees 53 minutes 24 seconds East a distance of 86.1 feet from the northwesterly corner of steel transmission line Structure No. 102, said rebar having New York State plane coordinates (NAD83/2011 - Central Zone) of 1,388,132.43 feet North and 1,112,616.42 feet East;

thence through a parcel of land conveyed by Earl M. and Verna M. Nolt to Earl Mervin and Marita D. Nolt by deed dated August 22, 2017 and recorded in the Lewis County Clerk's Office on August 22, 2017 as Instrument No. 2017-004788, the following three courses and distances:

1. South 50 degrees 43 minutes 21 seconds East a distance of 500.00 feet to a set 5/8-inch rebar;
2. South 39 degrees 16 minutes 26 seconds West a distance of 1,000.00 feet to a set 5/8-inch rebar;
3. North 50 degrees 43 minutes 21 seconds West a distance of 500.00 feet to a 5/8-inch rebar set on the reputed northerly bounds of said Taylorville - Boonville Electric Transmission Line Easement, said rebar being 50 feet distant northerly, measured at right angles, from the centerline of said Taylorville - Boonville Electric Transmission Line;

thence North 39 degrees 16 minutes 26 seconds East, along the reputed northerly bounds of said Taylorville - Boonville Electric Transmission Line Easement, a distance of 1,000.00 feet to the Point of Beginning.

To contain 11.478 acres of land, more or less, as surveyed by Jeremy L. Sweeney, Licensed Land Surveyor No. 050863.

Together with a generally 100-foot wide Access Easement for ingress and egress to the above described 11.478-acre parcel extending southerly and easterly from the southerly bounds of New York State Route 812 (variable width), as described in that certain Easement Agreement between Number Three Wind LLC, as grantee, and Earl Mervin Nolt and Marita D. Nolt, as grantor,

dated December 1, 2021 and recorded in the Lewis County Clerk's Office on December 7, 2021 as Instrument No. 2021-007222, as being more precisely described as follows:

Beginning at a point on the southerly bounds of New York State Route 812, said point having New York State plane coordinates (NAD83/2011 – Central Zone) of 1,388,319.96 feet North and 1,110,479.58 feet East;

thence through a parcel of land conveyed by Earl M. and Verna M. Nolt to Earl Mervin and Marita D. Nolt by deed dated August 22, 2017 and recorded in the Lewis County Clerk's Office on August 22, 2017 as Instrument No. 2017-004788, the following 11 courses and distances:

1. South 14 degrees 32 minutes 49 seconds East a distance of 204.10 feet to a point;
2. South 12 degrees 17 minutes 20 seconds East a distance of 257.03 feet to a point;
3. South 14 degrees 53 minutes 39 seconds East a distance of 138.30 feet to a point;
4. South 82 degrees 54 minutes 30 seconds East a distance of 159.50 feet to a point;
5. Along a curve deflecting to the right, having a central angle of 34 degrees 21 minutes 22 seconds and a radius of 100.00 feet, an arc distance of 59.96 feet to a point (chord: South 65 degrees 43 minutes 49 seconds East, 59.07 feet);
6. South 48 degrees 33 minutes 08 seconds East a distance of 125.65 feet to a point;
7. South 87 degrees 24 minutes 46 seconds East a distance of 652.12 feet to a point;
8. Along a curve deflecting to the left, having a central angle of 05 degrees 39 minutes 24 seconds and a radius of 150.0 feet, an arc distance of 14.81 feet to a point (chord: North 89 degrees 45 minutes 32 seconds East, 14.80 feet);
9. North 86 degrees 55 minutes 50 seconds East a distance of 266.17 feet to a point;
10. Along a curve deflecting to the right, having a central angle of 38 degrees 09 minutes 27 seconds and a radius of 256.00 feet, an arc distance of 170.49 feet to a point (chord: South 73 degrees 59 minutes 26 seconds East, 167.36 feet);
11. South 54 degrees 54 minutes 43 seconds East a distance of 92.49 feet to a point on the westerly line of the above-described 11.478-acre parcel;

thence South 39 degrees 16 minutes 26 seconds West, along the westerly line of said 11.478-acre parcel, a distance of 100.27 feet to a point;

thence continuing through the lands of Earl Mervin and Marita D. Nolt, the following 12 courses and distances:

1. North 54 degrees 54 minutes 43 seconds West a distance of 85.17 feet to a point;
2. Along a curve deflecting to the left, having a central angle of 38 degrees 09 minutes 27 seconds and a radius of 156.00 feet, an arc distance of 103.89 feet to a point (chord: North 73 degrees 59 minutes 26 seconds West, 101.98 feet);
3. South 86 degrees 55 minutes 30 seconds West a distance of 266.17 feet to a point;

4. Along a curve deflecting to the right, having a central angle of 05 degrees 39 minutes 40 seconds and a radius of 249.80 feet, an arc distance of 24.68 feet to a point (chord: South 89 degrees 45 minutes 32 seconds West, 24.67 feet);
 5. North 87 degrees 24 minutes 46 seconds West a distance of 652.12 feet to a point;
 6. Along a curve deflecting to the right, having a central angle of 38 degrees 51 minutes 38 seconds and a radius of 100.00 feet, an arc distance of 67.82 feet to a point (chord: North 67 degrees 58 minutes 57 seconds West, 66.53 feet);
 7. North 48 degrees 33 minutes 08 seconds West a distance of 125.65 feet to a point;
 8. North 82 degrees 54 minutes 30 seconds West a distance of 159.50 feet to a point;
 9. Along a curve deflecting to the right, having a central angle of 68 degrees 00 minutes 51 seconds and a radius of 100.00 feet, an arc distance of 118.71 feet to a point (chord: North 48 degrees 54 minutes 05 seconds West, 111.86 feet);
 10. North 14 degrees 53 minutes 39 seconds West a distance of 140.57 feet to a point;
 11. North 12 degrees 17 minutes 20 seconds West a distance of 257.34 feet to a point;
 12. North 14 degrees 32 minutes 49 seconds West a distance of 159.31 feet to a point on the southerly bounds of New York State Route 812;
- thence North 52 degrees 16 minutes 23 seconds East, along the southerly bounds of New York State Route 812, a distance of 108.78 feet to the Point of Beginning.

To contain 4.937 acres of land, more or less.

The above described parcels of land are intended to be a portion of the same premises conveyed by Earl M. and Verna M. Nolt to Earl Mervin and Marita D. Nolt by deed dated August 22, 2017 and recorded in the Lewis County Clerk's Office on August 22, 2017 as Instrument No. 2017-004788.

The above mentioned coordinates, bearings, and distances are referenced to the North American Datum of 1983, 2011 adjustment (NAD83/2011), projected on the New York State Plane Coordinate System (Central Zone).

Also together with a transmission easement as described in that certain Easement Agreement between Number Three Wind LLC, as grantee, and Earl Mervin Nolt and Marita D. Nolt, as grantor, dated December 1, 2021 and recorded in the Lewis County Clerk's Office on December 7, 2021 as Instrument No. 2021-007222, as amended by that certain Amendment to Easement Agreement between Number Three Wind LLC, as grantee, and Earl Mervin Nolt and Marita D. Nolt, as grantor, dated _____ and recorded in the Lewis County Clerk's Office on _____ as Instrument No. _____, as being more precisely described as follows:

[LEGAL DESCRIPTION FOR TRANSMISSION LINE EASEMENT AREA TO BE SENT UNDER SEPARATE COVER]

