

**RESOLUTION AUTHORIZING RELEASE OF A CERTAIN PARCEL
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 July 6, 2023 at 8:15 o'clock a.m., local time.

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

PRESENT:

Joe Lawrence	Chair
Jessica L. Moser	Member
Herb Frost	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

ABSENT:

Gagan Singh	Vice Chair
Tom Gillette	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
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Darlene Rowsam, seconded by Jessica L. Moser, to wit:

Resolution No. 0723-61

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE RELEASE OF A CERTAIN PARCEL OF LAND 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”), as modified pursuant to a modification agreement dated as of January 1, 2023 (the “Modification Agreement”) and as further modified by a second modification agreement dated as of March 1, 2023 (the “Second Modification 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 June 30, 2023 (the "Request"), which Request is attached hereto to Exhibit A, the Agency was notified by the Company that a 0.668 acre portion of the Land is no longer needed with respect to the Project (the "Release Parcel") and desires to sell the Release Parcel to a third party purchaser and then take an easement on the Release Parcel (the "Easement"), therefore, the Company would like to amend the Basic Documents to reflect the release of the Release Parcel release and consent of the Easement; and

WHEREAS, pursuant to Section 9.3 of the Lease Agreement, the consent of the Agency is required prior to the release of the Release Parcel and implementation of the Easement; 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 Request 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 COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Request 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 Request and the execution of any documents necessary to effectuate the Request and the modification of the Basic Documents in connection therewith (collectively, the "Request Documents"); provided, however, that such consent is contingent upon (A) approval by Agency Counsel and Special Agency Counsel to the forms of the Request 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 Release Parcel, 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 Request Documents, including the fees of Agency Counsel.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chair (or Vice Chair) of the Agency is hereby authorized to execute and deliver the Request Documents and the modified Basic Documents to reflect the Request, 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 Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) 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 Request, 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 Request.

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	ABSENT
Jessica L. Moser	VOTING	YES
Herb Frost	VOTING	YES
Tom Gillette	VOTING	ABSENT
McKenzie Lehman	VOTING	YES
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 July 6, 2023 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.

7th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of July, 2023.



Authorized Representative

EXHIBIT A
REQUEST
- SEE ATTACHED -

June 30, 2023

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

WITH A COPY TO:

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

To Whom It May Concern:

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

The Number Three Wind Project (the "Project") has been constructed and placed into service. Number Three Wind has determined that the property it owns in fee located at 4765 West Road, Lowville, New York (SBL No. 211.00-01-05.000) (the "Property") is not needed for the Project other than for a blade sweep easement. Accordingly, Number Three Wind is seeking to sell the Property to a third-party purchaser and take back a Blade Sweep Easement over the Property. Number Three Wind hereby requests that the LCIDA release the Property from the PILOT Agreement and either (i) amend the Lease and Underlying Lease Agreements to reflect Number Three Wind's interest in the Property as an easement interest, rather than a fee interest, or (ii) remove the Property from the Lease and Underlying Lease Agreement.

A draft copy of the legal description for the Property is attached here, along with the draft Blade Sweep Easement.

[Remainder of Page Intentionally Left Blank]

046581.00022 Business 23959216v1

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

Best Regards,

NUMBER THREE WIND LLC



DocuSigned by:
By: Michael Baird
Name: Michael Baird
Title: Vice President

Enclosures

LEGAL DESCRIPTION

All that tract or parcel of land situate in the Town of Lowville, County of Lewis, State of New York, being a portion of Great Lot 26 in Township 11, and being more precisely described as follows:

Beginning at the intersection of the center of West Road (49.5-foot width) with the southerly bounds of New York State Route 177 (variable width), said point having New York State plane coordinates (NAD83/2011 – Central Zone) of 1,383,908.24 feet North and 1,093,649.62 feet East;

thence South 33 degrees 56 minutes 30 seconds East, along the center of West Road, a distance of 108.53 feet to the northeasterly corner of a 4.37-acre parcel of land conveyed by JoAnn K. Smith to Gordon J. Yancey by deed dated August 27, 1998 and recorded in the Lewis County Clerk's Office on September 18, 1998 in Liber 629 of Deeds at Page 8;

thence along the northerly line of said 4.37-acre parcel, the following three courses and distances:

1. South 60 degrees 10 minutes 35 seconds West a distance of 85.52 feet to a found 1/2-inch rebar with a 1-inch diameter yellow plastic cap marked "Moncrief PLS49819" (0.2 feet below grade), said course passing over a 1/2-inch rebar with a 1-inch diameter yellow plastic cap marked "Moncrief PLS49819" (0.2 feet below grade) found at a distance of 27.51 feet;
2. North 34 degrees 23 minutes 36 seconds West a distance of 46.38 feet to a found 1-inch iron pipe (flush with grade);
3. North 82 degrees 44 minutes 49 seconds West a distance of 281.17 feet to a 5/8-inch rebar with a 1 1/4-inch diameter red plastic cap marked "THEW ASSOCIATES – CANTON NY" set on the easterly line of a 1.24-acre parcel of land conveyed by Chester R. and Cheryl Britton to Stephen F. Sandoval by deed dated November 12, 2015 and recorded in the Lewis County Clerk's Office on November 20, 2015 as Instrument No. 2015-005649, said course passing over a 1/2-inch rebar with a 1-inch diameter yellow plastic cap marked "Moncrief PLS49819" (0.1 feet below grade) found at a distance of 115.09 feet;

thence North 07 degrees 07 minutes 32 seconds West, along the easterly line of said 1.24-acre parcel, a distance of 53.30 feet to a 5/8-inch rebar with a 1 1/2-inch diameter aluminum cap marked "NYS DOT ROW" (extends 0.1 feet above grade) found on the southerly bounds of New York State Route 177;

thence North 88 degrees 57 minutes 31 seconds East, along the southerly bounds of New York State Route 177, a distance of 325.37 feet to the **Point of Beginning**.

BLADE SWEEP EASEMENT

[copy to follow]