

CERTIFICATE REGARDING
NO CONFLICTS OF INTEREST

I, the undersigned (Vice) Chairman for County of Lewis Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY, as follows:

1. The Agency is an industrial development agency duly established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended (collectively, the “Act”) and is a corporate governmental agency constituting a public benefit corporation of the State of New York.

2. In accordance with the Act, the Agency has determined, pursuant to a resolution duly adopted by the members of the Agency on June 3, 2021 (the “Approving Resolution”), as amended by an amending approving resolution adopted by the members of the Agency on December 2, 2021 (the “Amended Approving Resolution”) and in accordance with the provisions of a certain lease agreement dated as of December 1, 2021 (the “Lease Agreement”) by and between the Agency and Number Three Wind LLC (the “Company”), to undertake a project (the “Project”) consisting of 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 sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement.

3. Pursuant to the Approving Resolution, the Agency further determined to: (A) complete the acquisition, construction and installation of the Project Facility, or cause the Project Facility to be acquired, constructed and installed; and (B) lease the Project Facility to the Company pursuant to the Lease Agreement and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the “Basic Documents”). Pursuant to the Lease Agreement, among other things, the Company is obligated (1) to pay all costs incurred by the Agency with respect to the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project Facility and (2) to comply with the provisions of the Act applicable to beneficiaries of financial assistance from the Agency.

4. I have made careful inquiry of each member, officer and employee of the Agency having the power or duty to (a) negotiate, prepare, authorize or approve the Basic Documents or authorize or approve payment thereunder, (b) audit bills or claims under the Basic Documents, or (c) appoint an officer or employee who has any of the powers or duties as set forth above, as to whether or not such member, officer or employee has an "interest" (as defined pursuant to Article 18 of the General Municipal Law of the State of New York) in any of the Basic Documents. Upon information and belief, as a result of such inquiry, no such member, officer or employee has any such interest in any of the Basic Documents, unless otherwise noted below:

(i) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency directly or indirectly owns stock of the Company or has a partnership interest in the Company.

(ii) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency is an officer or employee of the Company.

(iii) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency is a member of the board of directors of the Company.

(iv) If any member has publicly disclosed the nature and extent of such interest in writing to the members of the Agency, such written disclosure has been made a part of and set forth in the official minutes of the Agency, and a true, correct and complete copy of such written disclosure is annexed hereto as Exhibit A.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December, 2021.


(Vice) Chairman

EXHIBIT A

WRITTEN DISCLOSURES OF CONFLICTS OF INTEREST

- NONE -