INDUCEMENT RESOLUTION:
Delaware River Solar, LLC / NY Newfield II, LLC
Millard Hill Road, Town of Newfield

A regular meeting of the Tompkins County Industrial Development Agency was convened on March 9, 2017 at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution authorizing the Tompkins County Industrial Development Agency to

(i) take a leasehold interest in real property consisting of a parcel of land leased by Delaware River Solar, LLC (which lease Delaware River Solar, LLC will assign to NY Newfield II, LLC, said assignment hereinafter referred to as the "Lease Assignment") and located on Millard Hill Road in the Town of Newfield, Tompkins County, New York (currently designated as Town of Newfield tax parcel number 3.-1-26.12) and improvements to be constructed thereon;

(ii) appoint Delaware River Solar, LLC (and, after the Lease Assignment, NY Newfield II, LLC) as its agent to acquire, construct and equip thereon a 2-megawatt community solar array (known as Newfield II) to be used to generate electricity that will allow residential and commercial subscribers to receive renewable energy that will offset traditional power sources for the equivalent of 400 homes;

(iii) negotiate and execute a lease agreement, leaseback agreement and related payment-in-lieu-of-tax agreement;

(iv) provide financial assistance to Delaware River Solar, LLC (and, after the Lease Assignment, NY Newfield II, LLC) in the form of:

(a) a sales tax exemption for purchases and rentals related to the acquisition, construction and equipping of the project,

(b) a partial real property tax abatement through the PILOT Agreement, and

(c) a mortgage tax exemption for the financing related to the project; and

(v) execute related documents.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and § 895-b of the General Municipal Law of the State of New York, as amended (hereinafter collectively called the "Act"), TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Delaware River Solar, LLC (and, after the Lease Assignment, NY Newfield II, LLC) (hereinafter called the "Company" during their respective periods of interest) desires to acquire, construct and

equip upon real property leased by the Company on Millard Hill Road in the Town of Newfield, Tompkins County, New York (currently designated as Town of Newfield tax parcel number 3.-1-26.12) (the "Land") a 2-megawatt community solar array (known as Newfield II) to be used to generate electricity that will allow residential and commercial subscribers to receive renewable energy that will offset traditional power sources for the equivalent of 400 homes (hereinafter called the "Project"); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of acquiring, constructing, and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take a leasehold interest in the land and the improvements and personal property constituting the Project (once the Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a partial real property tax abatement through the PILOT Agreement, and (c) a mortgage tax exemption for the financing related to the Project; and

WHEREAS, pursuant to General Municipal Law Section 859-a, at 6:00 p.m. on February 6, 2017 at the Newfield Town Hall, located in the Town of Newfield at 166 Main Street, Newfield, New York, the Agency held a public hearing with respect to the Project and the proposed financial assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. A copy of the minutes of said Public Hearing is attached hereto as Exhibit A; and

WHEREAS, the Agency on March 9, 2017 issued a negative declaration (the "SEQR Proceedings") under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQR") with respect to the Project. A copy of the negative declaration is attached hereto as Exhibit B; and

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application, the Agency hereby finds and determines that:

a. By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

b. It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project;

c. The Agency has the authority to take the actions contemplated herein under the Act;

d. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Tompkins County and otherwise furthering the purposes of the Agency as set forth in the Act;

e. The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State, and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries;

Section 2. Based upon a review of the Company's application and the SEQR Proceedings submitted to the Agency, the Agency hereby:

a. Consents to and affirms the status of the Agency as Lead Agency within the meaning of, and for all purposes of complying with, SEQR;

b. Determines that the proceedings undertaken by the Agency as Lead Agency under SEQR with respect to the acquisition, construction and equipping of the Facility satisfy the requirements of SEQR, and ratifies and confirms such proceedings by the Agency as Lead Agency;

c. Determines that all of the provisions of SEQR that are required to be complied with as a condition precedent to the approval of the financial assistance contemplated by the Agency with respect to the Project and the participation by the Agency in undertaking the Project have been satisfied.

Section 3. Subject to the Company executing the Agency Project Agreement attached hereto as Exhibit C and the Inducement Agreement attached hereto as Exhibit D, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting on its own behalf; provided, however, that the Agency Project Agreement shall expire on **March 31, 2019** (unless extended for good cause by the Administrative Director of the Agency) if the Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered.

Section 4. The standard Agency Administrative Fee pursuant to the Mission, Policies and Procedures of the Agency is one percent (1%) of the expenses that are positively impacted by the Agency incentives. The fee for this Project will be one-half of one percent (0.5%).

Section 5. The Chairperson, Vice Chairperson, and/or Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (a) the Lease Agreement whereby the Company conveys a leasehold interest in the Project to the Agency, (b) the related Leaseback Agreement leasing the Project back to the Company, and (c) the PILOT Agreement; provided (i) the rental payments under the Leaseback Agreement include payment of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 6. The Chairperson, Vice Chairperson and/or Administrative Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any and all documents, in a form acceptable to the Agency's counsel, reasonably contemplated by these resolutions to accomplish building construction, acquisition and installation of equipment and other personal property, and related transactional costs (hereinafter, with the Leaseback Agreement and PILOT Agreement, collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson, and/or Administrative Director of the Agency shall approve, the execution thereof by the Chairperson, Vice Chairperson, and/or Administrative Director of the Agency to constitute conclusive evidence of such approval; provided in all events that recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. 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 and to execute and deliver all such 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. These resolutions shall take effect immediately.

The question of the adoption of the foregoing resolutions was duly put to a vote by roll call, which resulted as follows:

Member names	Yea	Nea	Abstain	Absent
James P. Dennis, Chairperson	[✓]	[ ]	[ ]	[ ]
Martha Robertson, Vice Chairperson	[✓]	[ ]	[ ]	[ ]
Svante L. Myrick, Secretary	[ ]	[ ]	[ ]	[✓]
Will Burbank	[✓]	[ ]	[ ]	[ ]
Grace Chiang	[ ]	[ ]	[ ]	[✓]
Jennifer Tavares	[✓]	[ ]	[ ]	[ ]
Richard T. John	[ ]	[ ]	[ ]	[✓]

The resolutions were thereupon duly adopted.

Jim Dennis chair

I, ~~Svante L. Myrick~~, as ~~Secretary~~ of the Tompkins County Industrial Development Agency, hereby certify that the above is a true and correct copy of a duly authorized resolution of the Tompkins County Industrial Development Agency.

Dated: March 9, 2017

Jim Dennis
Chair

Jim Dennis

~~Svante L. Myrick, Secretary~~ of the
Tompkins County Industrial Development Agency