

**RESOLUTION AUTHORIZING AMENDMENT TO BASIC DOCUMENTS FOR
EXTENSION OF TERM AND COMPLETION DATE
HCCC SOLAR, LLC PROJECT**

A regular meeting of Herkimer County Industrial Development Agency (the "Agency") was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on February 25, 2025 at 8:00 o'clock a.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Vincent J. Bono	Chairman
Cory Albrecht	Vice Chairman
Tim Day	Treasurer
Ann Gaworecki	Director
Alana Basloe	Director
Frank Mendl	Director

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Piseck, Jr.	Chief Executive Officer
Victoria Adams	Operations Manager
Jennifer Young	Office Administration
Erin E. Spina	Marketing & Communications Specialist
Anthony Hallak, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by Cory Albrecht, seconded by Tim Day, to wit:

Resolution No. 022525-04

RESOLUTION AUTHORIZING THE EXECUTION BY HERKIMER COUNTY INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MODIFICATION AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE HCCC SOLAR, LLC PROJECT.

WHEREAS, Herkimer 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 410 of the 1970 Laws of New York, as amended, constituting Section 898 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 or about September 14, 2023 (the “Closing”), the Agency entered into a lease agreement dated as of September 1, 2023 (the “Lease Agreement”) by and between the Agency and HCCC Solar, LLC (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in approximately 29.5 acres of land (tax map number 113.2-1-29) located at 164 Shells Bush Road in the Town of Herkimer, Herkimer County, New York (the “Land”), (2) the construction on the Land of an approximately 3.168 MWAC solar energy generating facility, including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “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, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (the “Closing”), (A) the Company will execute and deliver to the Agency a certain lease to agency dated as of September 1, 2023 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease 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 will execute and deliver (1) a certain payment in lieu of tax agreement dated as of September 1, 2023 (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company will agree 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 will execute and deliver the uniform agency project agreement dated as of September 1, 2023 (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 will file with the assessor and mail 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 will execute and deliver 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 will file 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”) (together with the Lease Agreement, the above enumerated documents being collectively referred to as the “Basic Documents”); and

WHEREAS, the Company has made a request to the Agency (the “Request”), which Request is attached hereto as Exhibit A, that the Agency amend the Basic Documents to allow (A) an extension of the Term (as defined in the Underlying Lease) of the Basic Documents from December 31, 2040 to December 31, 2041 and (B) an extension of the Completion Date (as defined in the Lease Agreement) from December 31, 2024 to December 31, 2025 (the “Modification”) pursuant to a modification agreement (the “Modification Agreement”) by and between the Agency and the Company; 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”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the approval of the Request and Modification (collectively, the “Amendment”); and

WHEREAS, pursuant to SEQRA, the Agency has examined the Amendment in order to make a determination as to whether the Amendment is subject to SEQRA, and it appears that the Amendment constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Amendment, the Agency hereby determines that the Amendment constitute a “Type II action” pursuant to 6 NYCRR 617.5(26), and therefor that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendment.

Section 2. 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) The Project constituted a “project,” as such term is defined in the Act, and the consideration and approval by the Agency of the Amendment constitutes a “project” under the Act;

(C) The Project site is located entirely within the boundaries of the Herkimer County, New York;

(D) The approval of the Amendment by the Agency will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Herkimer County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(E) As the Request will not result in the Agency providing benefits in excess of \$100,000, there is no requirement for the Agency to hold a public hearing pursuant to Section 859-a of the Act with respect to the Request; and

(F) It is desirable and in the public interest for the Agency to enter into the Modification Agreement and any related documents (collectively, the “Amended Documents”).

Section 3. The Agency hereby approves the Request.

Section 4. Subject to (A) compliance with the terms and conditions in the Basic Documents, (B) evidence of current certificates of insurance from the Company acceptable to the Agency and (C) payment by the Company of all fees and expenses of the Agency in connection with the delivery of the Amended Documents, including the fees of the Agency, Agency Counsel and Special Agency Counsel, the Agency hereby (a) consents to the Amended Documents and (b) determines to enter into the Amended Documents.

Section 5. The form and substance of the Amended Documents (in substantially the forms presented to this meeting) are hereby approved.

Section 6. Subject to the satisfaction of the conditions described in Section 4 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Amended Documents to the Company, 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 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 or provided for by the provisions of the Amended Documents, 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 Amended Documents binding upon the Agency.

Section 8. The fee for this transaction shall be \$2000 plus payment of the agency's legal fees. Payment is due within 30 days of the effective date of this Resolution, or upon recording of the Amended Documents, whichever is earlier.

Section 9. 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:

Vincent James Bono	VOTING	YES
Cory Albrecht	VOTING	YES
Tim Day	VOTING	YES
Ann Gaworecki	VOTING	YES
Alana Basloe	VOTING	YES
Frank Mendl	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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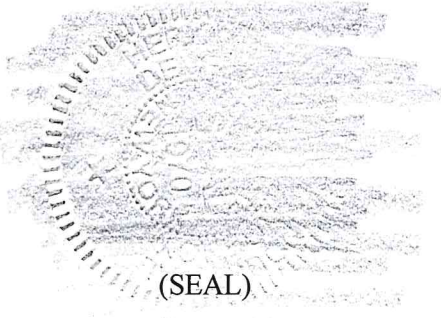
STATE OF NEW YORK)
) SS.:
COUNTY OF HERKIMER)

I, the undersigned Assistant Secretary of Herkimer County 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 February 25, 2025 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 25th day of February, 2025.



(SEAL)



Victoria Adams, Assistant Secretary

EXHIBIT A

REQUEST

- SEE ATTACHED -

January 30, 2025

Via Certified Mail (Return Receipt Requested) and E-Mail (jpiseck@herkimercountyida.org)

Herkimer County Industrial Development Agency
420 East German Street, Suite 101A
Herkimer, New York 13350
Attention: John J. Piseck, Jr., Chief Executive Officer

Dear Mr. Piseck:

Re: Written Request for Extension – HCCC Solar, LLC Project located at 164 Shells Bush Road, Herkimer, New York (Tax ID # 113.2-1-29)

Pursuant to that certain Payment in Lieu of Tax Agreement dated as of September 1, 2023 (the “Project Agreement”) by and between the Herkimer County Industrial Development Agency (the “Agency”) and HCCC Solar, LLC (the “Company”), the Company’s right to act as agent of the Agency expired on December 31, 2024.

As of the date of this letter, the Company reasonably expects to complete the project in the first half of 2025. The delay in completing the project is based, in part, on supply chain issues and construction delays, all of which have since been resolved, as well as interconnection delays caused by National Grid. The Company in the process of securing the final easement agreement required by National Grid and is actively working with National Grid to resolve these interconnection delays to complete the project in a timely manner. Based on such delay, the Company hereby requests pursuant to Section 5.01 and Section 5.04 of the Project Agreement that the Agency extend the term of the Project Agreement for one (1) year and such Project Agreement shall continue to remain in effect until the earlier to occur of (a) December 31, 2041, or (b) the date on which the Lease Agreement is terminated (as such term is defined in the Project Agreement).

Furthermore, the Company respectfully requests an extension of the sales and use tax exemption for an additional term of one (1) year. In connection with this request, the Company hereby certifies that no additional benefits are being requested.

Please let me know if you have any questions or concerns regarding this extension, or if you need anything else from the Company. Thank you.

Respectfully yours,

HCCC Solar, LLC

By: 

Weronika Nowak, Deputy Country Manager of
Greenvolt Power USA, Inc., its sole member

cc: Bianca M. Pavia, Esq. (via email bpavia@hodgsonruss.com)
Daniel A. Spitzer, Esq. (via email dspitzer@hodgsonruss.com)

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