

Date: August 19, 2020

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held electronically via webinar on the 19th day of August, 2020, the following members of the Agency were:

Present: Frederick C. Braun III, Chairman  
Felix J. Grucci, Jr., Vice Chair  
Martin Callahan, Treasurer  
Gary Pollakusky, Asst. Secretary  
Frank C. Trotta, Member

Recused:

Excused: Scott Middleton, Asst. Treasurer  
Ann-Marie Scheidt, Secretary

Also Present: Lisa MG Mulligan, Chief Executive Officer  
Lori LaPonte, Chief Financial Officer  
James M. Tullo, Deputy Director  
Jocelyn Linse, Executive Assistant  
Terri Alkon, Administrative Assistant  
Annette Eaderesto, Esq., Counsel to the Agency  
William F. Weir, Esq., Transaction Counsel  
Howard R. Gross, Esq., Transaction Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the transfer of the ownership of the Company in connection with a certain industrial development facility more particularly described below (American Capital Energy-Manorville, LLC 2016 Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Braun  
Grucci  
Callahan  
Pollakusky  
Trotta

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE TRANSFER OF OWNERSHIP OF AMERICAN CAPITAL ENERGY-MANORVILLE, LLC TO CVI RENEWABLES HOLDINGS I, LLC AND TO THE CONTINUED LEASING OF THE FACILITY TO AMERICAN CAPITAL ENERGY-MANORVILLE, LLC.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power, among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided assistance to American Capital Energy-Manorville, LLC, a Delaware business corporation authorized to transact business in the State of New York (the “**Company**”), in the acquisition of a long term leasehold interest in an approximately 4.8 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) and all buildings and other structures located thereon (the “**Improvements**”) owned by the Town of Brookhaven (the “**Town**”) and the construction of an approximately 3.5 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 3,908 ground-mounted 345-watt solar modules, racking systems supported by ballasted foundations, and twenty-five (25) 36 kilowatt inverters and one (1) 28 kilowatt inverter (collectively, the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is currently leased by the Agency to the Company and used by the Company as a solar electric generating facility (the “**Project**”); and

WHEREAS, the Agency previously acquired subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of August 1, 2016 (the “**Company Lease**”), by and between the Company and the Agency, a memorandum of which Company Lease was to be recorded in the office of the Suffolk County Clerk;

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Bill of Sale, dated August 30, 2016 (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of August 1, 2016 (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Company is 100% owned and managed by Agilitas LIPA 1, LLC, a Delaware limited liability company (the “**Sole Member**”); and

WHEREAS, the Sole Member is 1.0% owned by and solely managed by Agilitas LIPA 1 MM, LLC, a Delaware limited liability company (the “**Managing Member**”); and

WHEREAS, the Managing Member is 100% owned by Agilitas Energy, LLC, a Delaware limited liability company (“**Agilitas**”); and

WHEREAS, pursuant to Section 8.3 of the Lease Agreement, the Company may not transfer ownership of the Company without the prior written consent of the Agency; and

WHEREAS, CVI Renewables Holdings, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of CVI Renewables Holdings, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “**CVI Renewables**”), has now applied to the Agency for the Agency’s consent to the acquisition by CVI Renewables from Agilitas, of up to one hundred percent (100%) interest in the Managing Member (the “**Transfer of Ownership**”); and

WHEREAS, the Facility will continue to be owned, managed and operated by the Company, the Company will continue to be owned and managed by the Sole Member, and the Sole Member will continue to be owned and managed by the Managing Member; and

WHEREAS, the Agency will consent to the Transfer of Ownership of the Managing Member pursuant to this resolution and a certain Consent of Agency to Change in Ownership, dated as of August 19, 2020 or such other date as may be determined by the Chairman, CEO and counsel to the Agency (the “**Consent**”); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

WHEREAS, the Company and CVI Renewables have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the Transfer of Ownership and the continued leasing and sub-subleasing of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(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; and

(b) The Facility continues to constitute a “project”, as such term is defined in the Act; and

(c) The Transfer of Ownership of the Managing Member to CVI Renewables will promote and maintain the job opportunities, health, general prosperity and economic welfare

of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Transfer of Ownership of the Managing Member to CVI Renewables is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to consent to the Transfer of Ownership of the Managing Member to CVI Renewables; and

(g) The Consent will be an effective instrument whereby the Agency will provide its consent to the Transfer of Ownership of the Managing Member to CVI Renewables.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the Transfer of Ownership of the Managing Member to CVI Renewables; (ii) execute, deliver and perform the Consent, and (iii) execute, deliver and perform such related documents as may be, in the judgment of the Chairman, Vice Chairman, Chief Executive Officer or counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution.

Section 3. Subject to the provisions of this resolution, the Lease Agreement and the Consent, the Agency hereby consents to the Transfer of Ownership of the Managing Member to CVI Renewables and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such Transfer of Ownership of the Managing Member to CVI Renewables are hereby approved, ratified and confirmed.

Section 4.

(a) Subject to the provisions of this resolution and the Lease Agreement, the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Consent and such documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "**Agency Documents**"). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 5. Subject to the provisions of this resolution and the Lease Agreement, 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 Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company and CVI Renewables. The Company and CVI Renewables shall agree to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 7. This resolution shall take effect immediately.

**ADOPTED:** August 19, 2020

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


I, the undersigned Chief Executive Officer of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 19th day of August, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that, due to the Novel Coronavirus (COVID-19) Emergency State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended and extended to date, permitting local governments to hold public hearings by telephone and video conference and/or similar device, the Agency's Board Meeting on August 19, 2020 (the "Board Meeting"), was held electronically via webinar instead of a public meeting open for the public to attend in person. Members of the public were advised, via the Agency's website, to listen to the Board Meeting by logging into <https://us02web.zoom.us/j/8274755028?pwd=K0lWbnhTd0g0TTFsbDc1NXFkRCtadz09>, and were further advised that the Minutes of the Board Meeting would be transcribed and posted on the Agency's website, and that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 19th day of August, 2020.

By   
Chief Executive Officer

Date: November 18, 2015

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, on the 18th day of November, 2015, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Ann-Marie Scheidt  
Michael Kelly  
Scott Middleton  
Felix J. Grucci, Jr.

Recused:

Absent:

Also Present: Lisa MG Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (American Capital Energy, Inc. Manorville Facility) and the leasing of the facility to American Capital Energy, Inc.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

F. Braun  
M. Callahan  
A. Scheidt  
M. Kelly  
S. Middleton  
F. Grucci, Jr.

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE APPOINTMENT OF AMERICAN CAPITAL ENERGY, INC., A NEW JERSEY BUSINESS CORPORATION, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF AMERICAN CAPITAL ENERGY, INC. AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING AND EQUIPPING THE FACILITY, APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF SUCH INDUSTRIAL DEVELOPMENT FACILITY MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, American Capital Energy, Inc. d/b/a American Capital Energy - New York, a New Jersey business corporation authorized to transact business in the State of New York, on behalf of itself and/or the principals of American Capital Energy, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with the acquisition of a long term leasehold interest in an approximately 33.0 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) owned by the Town of Brookhaven (the “**Town**”), the construction of an approximately 5.0 acre solar array thereon (the “**Improvements**”), and the equipping thereof, including, but not limited to, approximately 3,850 ground-mounted 310-watt solar modules, racking systems supported by ballasted foundations, and two (2) 500 kilowatt inverters (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is to be leased by the Agency to the Company and used by the Company as a solar electric generating facility, including the following as they relate to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a sub-leasehold interest in the Land and a leasehold interest in the Improvements pursuant to a certain Company Lease Agreement,



dated as of November 1, 2015, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Company Lease**”) by and between the Company and the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease Agreement, dated as of November 1, 2015, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, through the issuance of taxable bonds in an amount not to exceed \$3,960,000 and/or in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$1,800,000 but not to exceed \$2,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$207,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) exemption of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing (the “**Hearing**”) was held on November 17, 2015, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notice of the Hearing was given on November 6, 2015, and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the report of the Hearing is substantially in the form annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in the Town of Brookhaven or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, in order to define the Company’s obligations regarding payments-in-lieu-of taxes with respect to the Facility, the Agency and the Company will enter into a certain Payment-in-Lieu-of-Tax Agreement, dated as of November 1, 2015, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**PILOT Agreement**”), pursuant to which the Company will make payments in lieu of taxes on the Facility; and

WHEREAS, in connection with the leasing of the Facility, the Agency and the Company will enter into a certain Recapture Agreement, dated as of November 1, 2015, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Recapture Agreement**”), between the Agency and the Company; and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to a lender or lenders not yet determined (the “**Lender**”), a mortgage and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, construction and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “**SEQR Act**” or “**SEQR**”), the Agency constitutes a “State Agency”; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a Full Environmental Assessment Form and related documents (the “**Questionnaire**”) with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the Questionnaire has been reviewed by the Agency; and

WHEREAS, the Town Board of the Town of Brookhaven (the “**Town Board**”) determined that the Action is an “Unlisted Action” for SEQR purposes, coordinated review with all potential Involved Agencies, and requested to act as Lead Agency for purposes of review of the Action under SEQR; and

WHEREAS, no Involved Agency objected to the Town Board, acting as Lead Agency for purposes of review of the Facility under SEQR, and therefore, the Town Board, was the Lead Agency; and

WHEREAS, the Company submitted to the Town Board, Parts I and II of the NYS DEC Environmental Assessment Form and other related environmental documents (collectively, the “**Requisite Materials**”), for the Action and the Town Board accepted such Requisite Materials; and

WHEREAS, pursuant to a resolution dated June 18, 2015, the Town Board determined that the Action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared; and

WHEREAS, this determination constitutes a negative declaration for purposes of SEQR; and

WHEREAS, as an Involved Agency, the Agency must make its own findings under SEQR prior to funding, undertaking, or approving an Action; and

WHEREAS, the Agency has reviewed the Requisite Materials and the documents incorporated by reference therein, as well as such other documents as the Agency felt it necessary or appropriate to examine to adequately review the proposed Action; and

WHEREAS, the Agency finds that the negative declaration of the Town Board accurately and adequately examines environmental issues presented by the Action; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby adopts the Lead Agency's negative declaration as its own negative declaration under SEQR.

Section 2. The Agency hereby finds and determines:

(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; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The acquisition, construction and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Town of Brookhaven, and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of the Town of Brookhaven, Suffolk County, and all regional and local land use plans for the area in which the Facility is located; and

(f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

(g) It is desirable and in the public interest for the Agency to lease the Facility to the Company; and

(h) The Company Lease will be an effective instrument whereby the Agency will sublease the Land and lease the Improvements from the Company; and

(i) The Lease Agreement will be an effective instrument whereby the Agency subleases and leases the Facility to the Company; and

(j) The PILOT Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Recapture Agreement will be an effective instrument whereby the Agency and the Company agree to provide for the obligations of the Company under the Transaction Documents (as defined in the Lease Agreement) and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(l) The Environmental Compliance and Indemnification Agreement, dated as of November 1, 2015, or such other date as may be determined by the Chairman, the Chief Executive Officer and counsel to the Agency (the "**Environmental Compliance and Indemnification Agreement**"), from the Company to the Agency will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(m) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the Loan made to the Company by the Lender.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) sublease the Land and lease the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sublease and lease the Facility to the Company pursuant to the Lease Agreement, (iv) execute, deliver and perform the Lease Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the Environmental Compliance and Indemnification Agreement, (viii) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (ix) execute and deliver the Loan Documents to which the Agency is a party.

Section 4. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 5. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility, through the issuance of taxable bonds in an amount not to exceed \$3,960,000 and/or in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$1,800,000 but not to exceed \$2,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$207,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) exemption of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 7. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, equip and furnish the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agents of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company, as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$207,000, in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 8. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing

Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 9. The form and substance of the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10.

(a) The Chairman, Chief Executive Officer or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Chief Executive Officer or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Agency Documents”). The execution thereof by the Chairman, Chief Executive Officer or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Chief Executive Officer or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 11. 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 Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 12. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 13. This resolution shall take effect immediately.

ADOPTED: November 18, 2015

ACCEPTED: November \_\_, 2015

**AMERICAN CAPITAL ENERGY, INC.**

By: \_\_\_\_\_  
Name:  
Title:





EXHIBIT A

---

NOTICE OF PUBLIC HEARING

---

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the Town of Brookhaven Industrial Development Agency (the “**Agency**”) on the 17th day of November, 2015, at 10:30 a.m. local time, at the Town of Brookhaven Division of Economic Development, 2<sup>nd</sup> Floor, One Independence Hill, Farmingville, New York 11738, in connection with the following matters:

American Capital Energy, Inc. d/b/a American Capital Energy - New York, a New Jersey business corporation authorized to transact business in the State of New York, on behalf of itself and/or the principals of American Capital Energy, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with the acquisition of a long term leasehold interest in an approximately 33.0 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) owned by the Town of Brookhaven (the “**Town**”), the construction of an approximately 5.0 acre solar array thereon (the “**Improvements**”), and the equipping thereof, including, but not limited to, approximately 3,850 ground-mounted 310-watt solar modules, racking systems supported by ballasted foundations, and two (2) 500 kilowatt inverters (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is to be leased by the Agency to the Company and used by the Company as a solar electric generating facility. The Facility will be initially owned, operated and/or managed by the Company.

The Agency will acquire a sub-leasehold interest in the Land and title to or a leasehold interest in the Facility and lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company through the issuance of taxable bonds and/or in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and exemption of real property taxes consistent with the policies of the Agency.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Facility.

Dated: November 6, 2015

TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY

By: Lisa MG Mulligan  
Title: Chief Executive Officer

## EXHIBIT B

### [FORM OF MINUTES OF PUBLIC HEARING]

#### TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY

November 17, 2015 at 10:30 A.M.

---

1. Lisa M. G. Mulligan, Chief Executive Officer of the Town of Brookhaven Industrial Development Agency (the “**Agency**”) called the hearing to order.

2. The Chief Executive Officer then described the location and nature of the Facility to be financed as follows:

American Capital Energy, Inc. d/b/a American Capital Energy - New York, a New Jersey business corporation authorized to transact business in the State of New York, on behalf of itself and/or the principals of American Capital Energy, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Company**”), has applied to the Agency for assistance in connection with the acquisition of a long term leasehold interest in an approximately 33.0 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) owned by the Town of Brookhaven (the “**Town**”), the construction of an approximately 5.0 acre solar array thereon (the “**Improvements**”), and the equipping thereof, including, but not limited to, approximately 3,850 ground-mounted 310-watt solar modules, racking systems supported by ballasted foundations, and two (2) 500 kilowatt inverters (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is to be leased by the Agency to the Company and used by the Company as a solar electric generating facility. The Facility will be initially owned, operated and/or managed by the Company.

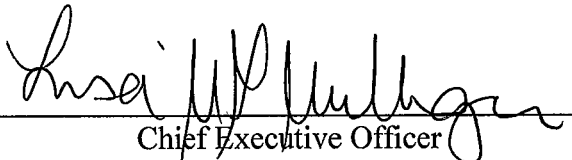
The Agency will acquire a sub-leasehold interest in the Land and title to or a leasehold interest in the Facility and lease the Facility to the Company. The Agency contemplates that it will provide financial assistance to the Company through the issuance of taxable bonds and/or in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and exemption of real property taxes consistent with the policies of the Agency.

3. The Agency contemplates that it will provide financial assistance to the Company through the issuance of taxable bonds and/or in the form of exemptions from mortgage recording taxes in connection with the financing or any subsequent refinancing of the Facility, exemptions from sales and use taxes in connection with the construction and equipping of the Facility and exemption of real property taxes consistent with the policies of the Agency.

4. The Chief Executive Officer then opened up the hearing for comments from the floor for or against the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

N/A

5. The Chief Executive Officer then asked if there were any further comments and, there being none, the hearing was closed at 11:00 a.m.

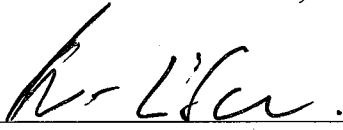
  
\_\_\_\_\_  
Chief Executive Officer

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

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Town of Brookhaven Industrial Development Agency (the "Agency") on November 17, 2015, at 10:30 a.m. local time, at the Town of Brookhaven Department of Economic Development, 1 Independence Hill, 3<sup>rd</sup> Floor, Farmingville, New York 11738, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

IN WITNESS WHEREOF, I have hereunto set my hand as of November 17, 2015.

  
\_\_\_\_\_  
Secretary

[END OF FORM OF MINUTES OF PUBLIC HEARING]

EXHIBIT C

Proposed PILOT Schedule

Schedule of payments-in-lieu-of-taxes: Town of Brookhaven, (including any existing incorporated village and any village which may be incorporated after the date hereof, within which the Facility is wholly or partially located), Eastport-South Manor Central School District, Suffolk County and Appropriate Special Districts

<u>Year</u>	<u>Tax Year</u>	<u>Payment</u>
1.	2016/2017	\$0
2.	2017/2018	\$0
3.	2018/2019	\$0
4.	2019/2020	\$0
5.	2020/2021	\$0
6.	2021/2022	\$0
7.	2022/2023	\$0
8.	2023/2024	\$0
9.	2024/2025	\$0
10.	2025/2026	\$0
11.	2026/2027	\$0
12.	2027/2028	\$0
13.	2028/2029	\$0
14.	2029/2030	\$0
15.	2030/2031	\$0
16.	2031/2032	\$0
17.	2032/2033	\$0
18.	2033/2034	\$0
19.	2034/2035	\$0
20.	2035/2036	\$0
21.	and thereafter	100% of full taxes and assessments on the Facility

\*\*This proposed PILOT schedule is for discussion purposes only, and contemplates a project closing before March 1, 2016.

Date: August 17, 2016

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held at 1 Independence Hill, 3rd Floor, Farmingville, New York 11738, on the 17th day of August, 2016, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Michael Kelly  
Gary Pollakusky  
Ann-Marie Scheidt

Recused:

Absent: Felix J. Grucci, Jr.  
Scott Middleton

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition of a leasehold interest in and title to a certain industrial development facility more particularly described below (American Capital Energy-Manorville, LLC 2016 Facility) and the leasing of the facility to American Capital Energy-Manorville, LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Braun  
Callahan  
Kelly  
Pollakusky  
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE APPOINTMENT OF AMERICAN CAPITAL ENERGY-MANORVILLE, LLC, A DELAWARE LIMITED LIABILITY COMPANY, ON BEHALF OF ITSELF AND/OR THE PRINCIPALS OF AMERICAN CAPITAL ENERGY-MANORVILLE, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING AND EQUIPPING THE FACILITY, APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF SUCH INDUSTRIAL DEVELOPMENT FACILITY MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, American Capital Energy, Inc. d/b/a American Capital Energy - New York, a New Jersey business corporation authorized to transact business in the State of New York, on behalf of itself and/or the principals of American Capital Energy, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “**Original Company**”), previously applied to the Agency for assistance in connection with the acquisition of a long term leasehold interest in an approximately 33.0 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) owned by the Town of Brookhaven (the “**Town**”), the construction of an approximately 5.0 acre solar array thereon (the “**Improvements**”), and the equipping thereof, including, but not limited to, approximately 3,850 ground-mounted 310-watt solar modules, racking systems supported by ballasted foundations, and two (2) 500 kilowatt inverters (the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is to be leased by the Agency to the Company (as defined below) and used by the Company as a solar electric generating facility (the “**Project**”); and

WHEREAS, the Agency by resolution duly adopted on November 18, 2015 (the “**Authorizing Resolution**”), authorized the acquisition, construction and equipping of the Facility and the execution and delivery of the Agency Documents (as defined therein); and

WHEREAS, the principals of the Original Company have formed American Capital Energy-Manorville, LLC, a Delaware limited liability company, authorized to transact business in the State of New York (the “**Company**”), for the purpose of acquiring, constructing and equipping the Facility; and

WHEREAS, the Agency will acquire a sub-leasehold interest in the Land and a leasehold interest in the Improvements pursuant to a certain Company Lease Agreement, dated as of August 1, 2016, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of August 1, 2016, or such other date as may be determined by the Chairman, Chief Executive Officer and counsel to the Agency (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency in the form of (i) exemptions from mortgage recording taxes for one or more mortgages securing an amount presently estimated to be \$1,800,000 but not to exceed \$2,000,000 in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping the Facility, (ii) exemptions from sales and use taxes in an amount not to exceed \$207,000, in connection with the purchase or lease of equipment, building materials, services or other personal property, and (iii) exemption of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C to the Authorizing Resolution), consistent with the policies of the Agency; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, as security for a loan or loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to a lender or lenders not yet determined (the “**Lender**”), a mortgage and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, construction and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) It is desirable and in the public interest for the Agency to lease the Facility to the Company; and



(b) The Company Lease will be an effective instrument whereby the Agency will sublease the Land and lease the Improvements from the Company; and

(c) The Lease Agreement will be an effective instrument whereby the Agency leases and sub-leases the Facility to the Company, the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agreement may recapture some or all of the benefits granted to the Company; and

(d) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the Loan made to the Company by the Lender.

Section 2. The Agency has assessed all material information included in connection with the Company's request for financial assistance, including the cost benefit analysis prepared by the Agency and such information has provided the Agency of a reasonable basis for its decision to provide the financial assistance described herein to the Company.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) sublease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sub-lease and lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute and deliver the Loan Documents to which the Agency is a party.

Section 4. The Agency hereby ratifies and confirms all terms contemplated by the Authorizing Resolution, as amended by this Amended Authorizing Resolution, including the Agency Documents.

Section 5. This resolution shall take effect immediately.

ADOPTED: August 17, 2016

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

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “**Agency**”), including the resolutions contained therein, held on the 17th day of August, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of August, 2016.

By: \_\_\_\_\_  
Secretary

Date: September 21, 2016

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 21st day of September, 2016 at 8:00 a.m. local time, at the Town of Brookhaven, 1 Independence Hill, 3<sup>rd</sup> Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Felix J. Grucci, Jr.  
Michael Kelly  
Scott Middleton  
Gary Pollakusky  
Ann-Marie Scheidt

Absent:

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the transfer of the ownership of the Company in connection with a certain industrial development facility more particularly described below (American Capital Energy-Manorville, LLC 2016 Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Braun  
Callahan  
Grucci  
Kelly  
Middleton  
Pollakusky  
Scheidt

Voting Nay

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE TRANSFER OF OWNERSHIP OF AMERICAN CAPITAL ENERGY-MANORVILLE, LLC TO GREENWOOD ENERGY HOLDINGS, LLC AND/OR GREENWOOD ENERGY SOLAR HOLDINGS 4, LLC AND TO THE CONTINUED LEASING OF THE FACILITY TO AMERICAN CAPITAL ENERGY-MANORVILLE, LLC.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power, among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided assistance to American Capital Energy-Manorville, LLC, a Delaware business corporation authorized to transact business in the State of New York (the “**Company**”), in the acquisition of a long term leasehold interest in an approximately 4.8 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) and all buildings and other structures located thereon (the “**Improvements**”) owned by the Town of Brookhaven (the “**Town**”) and the construction of an approximately 3.5 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 3,908 ground-mounted 345-watt solar modules, racking systems supported by ballasted foundations, and twenty-five (25) 36 kilowatt inverters and one (1) 28 kilowatt inverter (collectively, the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is currently leased by the Agency to the Company and used by the Company as a solar electric generating facility (the “**Project**”); and

WHEREAS, the Agency previously acquired subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of August 1, 2016 (the “**Company Lease**”), by and between the Company and the Agency, a memorandum of which Company Lease was to be recorded in the office of the Suffolk County Clerk;

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Bill of Sale, dated August 30, 2016 (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of August 1, 2016 (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, pursuant to Section 8.3 of the Lease Agreement, the Company may not transfer ownership of the Company without the prior written consent of the Agency; and

WHEREAS, Greenwood Energy Holdings, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Greenwood Energy Holdings, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “**Greenwood Energy**”), and Greenwood Energy Solar Holdings 4, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Greenwood Energy Solar Holdings 4, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “**Greenwood 4**”; and together with Greenwood Energy, “**Greenwood**”) have now applied to the Agency for the Agency’s consent to the acquisition by Greenwood of up to one hundred percent (100%) interest in the Company; and

WHEREAS, the Company has requested the Agency’s consent to transfer up to one hundred percent (100%) of the interest in the Company to Greenwood, pursuant to Section 8.3 the Lease Agreement; and

WHEREAS, the Agency will consent to the transfer of ownership of the Company pursuant to this resolution and a certain Consent of Agency to Change in Ownership of Company, dated as of September 1, 2016 or such other date as may be determined by the Chairman, CEO and counsel to the Agency (the “**Consent**”); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

WHEREAS, the Company and Greenwood have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the transfer of ownership of the Company and the continued leasing and sub-subleasing of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(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; and

(b) The Facility continues to constitute a “project”, as such term is defined in the Act; and

(c) The transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Greenwood will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Greenwood is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to consent to the transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Greenwood; and

(g) The Consent will be an effective instrument whereby the Agency will provide its consent to the transfer of ownership of the Company, including its interests in the Facility, to Greenwood.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the transfer of ownership of the Company to Greenwood; (ii) execute, deliver and perform the Consent, and (iii) execute, deliver and perform such related documents as may be, in the judgment of the Chairman, Vice Chairman, Chief Executive Officer or counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution.

Section 3. Subject to the provisions of this resolution, the Lease Agreement and the Consent, the Agency hereby consents to the transfer of ownership of the Company to Greenwood and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such transfer of ownership of the Company to Greenwood are hereby approved, ratified and confirmed.

Section 4.

(a) Subject to the provisions of this resolution and the Lease Agreement, the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Consent and such documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 5. Subject to the provisions of this resolution and the Lease Agreement, 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 Agency Documents, and to execute and deliver all such additional

certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company and Greenwood. By acceptance hereof, the Company and Greenwood agree to pay such expenses and further agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 7. This resolution shall take effect immediately.

**ADOPTED:** September 21, 2016

**ACCEPTED:** \_\_\_\_\_, 2016

**AMERICAN CAPITAL ENERGY-MANORVILLE, LLC**

By: \_\_\_\_\_  
Name:  
Title:

**GREENWOOD ENERGY HOLDINGS, LLC**

By: \_\_\_\_\_  
Name:  
Title:

**GREENWOOD ENERGY SOLAR HOLDINGS 4, LLC**

By: \_\_\_\_\_  
Name:  
Title:





Date: June 14, 2017

At a meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), held on the 14th day of June, 2017 at 12:00 p.m. local time, the Town of Brookhaven Media Room, 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Felix J. Grucci, Jr.  
Michael Kelly  
Scott Middleton  
Gary Pollakusky  
Ann-Marie Scheidt

Recused:

Absent:

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the transfer of the ownership of the Company in connection with a certain industrial development facility more particularly described below (American Capital Energy-Manorville, LLC 2016 Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Braun  
Callahan  
Grucci  
Kelly  
Middleton  
Pollakusky  
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE TRANSFER OF OWNERSHIP OF AMERICAN CAPITAL ENERGY-MANORVILLE, LLC TO AGILITAS ENERGY, LLC AND TO THE CONTINUED LEASING OF THE FACILITY TO AMERICAN CAPITAL ENERGY-MANORVILLE, LLC.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "**Act**"), the Town of Brookhaven Industrial Development Agency (the "**Agency**") was created with the authority and power, among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided assistance to American Capital Energy-Manorville, LLC, a Delaware business corporation authorized to transact business in the State of New York (the "**Company**"), in the acquisition of a long term leasehold interest in an approximately 4.8 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the "**Land**") and all buildings and other structures located thereon (the "**Improvements**") owned by the Town of Brookhaven (the "**Town**") and the construction of an approximately 3.5 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 3,908 ground-mounted 345-watt solar modules, racking systems supported by ballasted foundations, and twenty-five (25) 36 kilowatt inverters and one (1) 28 kilowatt inverter (collectively, the "**Equipment**"; and together with the Land and the Improvements, the "**Facility**"), which Facility is currently leased by the Agency to the Company and used by the Company as a solar electric generating facility (the "**Project**"); and

WHEREAS, the Agency previously acquired subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of August 1, 2016 (the "**Company Lease**"), by and between the Company and the Agency, a memorandum of which Company Lease was to be recorded in the office of the Suffolk County Clerk;

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Bill of Sale, dated August 30, 2016 (the "**Bill of Sale**"), from the Company to the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of August 1, 2016 (the "**Lease Agreement**"), by and between the Agency and the Company; and

WHEREAS, the Agency previously consented to the acquisition of up to one hundred percent (100%) interest in the Company by Greenwood Energy Holdings, LLC, a Delaware limited liability company ("**Greenwood Energy**"), and Greenwood Energy Solar Holdings 4,

LLC, a Delaware limited liability company (“**Greenwood 4**”; and together with Greenwood Energy, “**Greenwood**”); and

WHEREAS, pursuant to Section 8.3 of the Lease Agreement, the Company may not transfer ownership of the Company without the prior written consent of the Agency; and

WHEREAS, Agilitas Energy, LLC, a Delaware limited liability company, on behalf of itself and/or the principals of Agilitas Energy, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, “**Agilitas**”), has now applied to the Agency for the Agency’s consent to the acquisition by Agilitas of up to one hundred percent (100%) interest in the Company; and

WHEREAS, the Company has requested the Agency’s consent to transfer up to one hundred percent (100%) of the interest in the Company to Agilitas, pursuant to Section 8.3 the Lease Agreement; and

WHEREAS, the Agency will consent to the transfer of ownership of the Company pursuant to this resolution and a certain Consent of Agency to Change in Ownership of Company, dated as of June 1, 2017 or such other date as may be determined by the Chairman, CEO and counsel to the Agency (the “**Consent**”); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

WHEREAS, the Company and Agilitas have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the transfer of ownership of the Company and the continued leasing and sub-subleasing of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(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; and

(b) The Facility continues to constitute a “project”, as such term is defined in the Act; and

(c) The transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Agilitas will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Agilitas is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its counsel, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to consent to the transfer of ownership of the Company and of its subleasehold and leasehold interest in the Facility to Agilitas; and

(g) The Consent will be an effective instrument whereby the Agency will provide its consent to the transfer of ownership of the Company, including its interests in the Facility, to Agilitas.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the transfer of ownership of the Company to Agilitas; (ii) execute, deliver and perform the Consent, and (iii) execute, deliver and perform such related documents as may be, in the judgment of the Chairman, Vice Chairman, Chief Executive Officer or counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution.

Section 3. Subject to the provisions of this resolution, the Lease Agreement and the Consent, the Agency hereby consents to the transfer of ownership of the Company to Agilitas and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such transfer of ownership of the Company to Agilitas are hereby approved, ratified and confirmed.

Section 4.

(a) Subject to the provisions of this resolution and the Lease Agreement, the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Consent and such documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "**Agency Documents**"). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 5. Subject to the provisions of this resolution and the Lease Agreement, 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 Agency Documents, and to execute and deliver all such additional

certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 6. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company and Agilitas. By acceptance hereof, the Company and Agilitas agree to pay such expenses and further agree to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility. The Consent of the Agency to the acquisition of up to one hundred percent (100%) of the equity ownership in the Company by Agilitas is subject to the payment of all outstanding invoices of the Agency, the Agency's general counsel, Annette Eaderesto, Esq. and the Agency's general counsel, Nixon Peabody, LLP.

Section 7. This resolution shall take effect immediately.

**ADOPTED:** June 14, 2017

**ACCEPTED:** \_\_\_\_\_, 2017

**AMERICAN CAPITAL ENERGY-MANORVILLE, LLC**

By: \_\_\_\_\_  
Name:  
Title:

**AGILITAS ENERGY, LLC**

By: \_\_\_\_\_  
Name:  
Title:

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

I, the undersigned Secretary of the Town of Brookhaven Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Town of Brookhaven Industrial Development Agency (the “Agency”), including the resolutions contained therein, held on the 14th day of June, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Agency Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 14th day of June, 2017.

By  \_\_\_\_\_  
Secretary

Date: August 16, 2017

At a meeting of the Town of Brookhaven Industrial Development Agency (the "Agency"), held on the 16th day of August, 2017 at 8:00 a.m. local time, Town of Brookhaven, 1 Independence Hill, 3<sup>rd</sup> Floor, Farmingville, New York 11738, the following members of the Agency were:

Present: Frederick C. Braun, III  
Martin Callahan  
Felix J. Grucci, Jr.  
Michael Kelly  
Gary Pollakusky  
Ann-Marie Scheidt

Recused:

Absent: Scott Middleton

Also Present: Lisa M. G. Mulligan, Chief Executive Officer

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on a proposed mortgage financing and the execution of related loan documents in connection with a certain industrial development facility more particularly described below (American Capital Energy-Manorville, LLC 2016 Facility) and approving the execution and delivery of related documents.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

Braun  
Callahan  
Grucci  
Kelly  
Pollakusky  
Scheidt

RESOLUTION OF THE TOWN OF BROOKHAVEN  
INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING  
MORTGAGE FINANCING AND THE EXECUTION AND  
DELIVERY OF LOAN DOCUMENTS IN CONNECTION  
THEREWITH FOR THE AMERICAN CAPITAL ENERGY-  
MANORVILLE, LLC 2016 FACILITY AND APPROVING THE  
FORM, SUBSTANCE, EXECUTION AND DELIVERY OF  
SUCH RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the “**Act**”), the Town of Brookhaven Industrial Development Agency (the “**Agency**”) was created with the authority and power, among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided assistance to American Capital Energy-Manorville, LLC, a Delaware business corporation authorized to transact business in the State of New York (the “**Company**”), in the acquisition of a long term leasehold interest in an approximately 4.8 acre parcel of land located at 2 Paper Mill Road, Manorville, New York 11950 (the “**Land**”) and all buildings and other structures located thereon (the “**Improvements**”) owned by the Town of Brookhaven (the “**Town**”) and the construction of an approximately 3.5 acre solar array thereon and the equipping thereof, including, but not limited to, approximately 3,908 ground-mounted 345-watt solar modules, racking systems supported by ballasted foundations, and twenty-five (25) 36 kilowatt inverters and one (1) 28 kilowatt inverter (collectively, the “**Equipment**”; and together with the Land and the Improvements, the “**Facility**”), which Facility is currently leased by the Agency to the Company and used by the Company as a solar electric generating facility (the “**Project**”); and

WHEREAS, the Agency previously acquired subleasehold interest in the Land and the Improvements pursuant to a certain Company Lease Agreement, dated as of August 1, 2016 (the “**Company Lease**”), by and between the Company and the Agency, a memorandum of which Company Lease was to be recorded in the office of the Suffolk County Clerk;

WHEREAS, the Agency previously acquired title to the Equipment pursuant to a certain Bill of Sale, dated August 30, 2016 (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency is currently sub-subleasing and leasing the Facility to the Company, pursuant to a certain Lease and Project Agreement, dated as of August 1, 2016 (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, as security for a Loan or Loans (as such term is defined in the Lease Agreement), the Agency and the Company will execute and deliver to The Provident Bank (the “**Lender**”), a mortgage and such other loan documents satisfactory to the Agency, upon



advice of counsel, in both form and substance, as may be reasonably required by the Lender, to be dated a date to be determined, in connection with the financing, any refinancing or permanent financing of the costs of the acquisition, construction and equipping of the Facility (collectively, the “**Loan Documents**”); and

WHEREAS, pursuant to a resolution adopted on November 18, 2015, the Agency authorized the provision of financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$1,800,000 but not to exceed \$2,000,000 in connection with the financing or refinancing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; and

WHEREAS, the Company has now requested financial assistance from the Agency in the form of exemptions from mortgage recording taxes, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$1,721,941 but not to exceed \$2,000,000; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of exemptions from mortgage recording taxes, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$1,721,941 but not to exceed \$2,000,000 in connection with the financing or refinancing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transactions contemplated by the financing or refinancing of the Facility and the continued leasing and subleasing of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

- (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 Facility continues to constitute a “project” as such term is defined in the Act.

- (c) The financing or refinancing of the acquisition, construction and equipping of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the Town of Brookhaven, Suffolk County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act.
- (d) The financing or refinancing of the acquisition, construction and equipping of the Facility as contemplated in this resolution is reasonably necessary to maintain the competitive position of the Company in its industry.
- (e) Based upon representations of the Company and counsel to the Company, the Facility continues to conform with the local zoning laws and planning regulations of the Town of Brookhaven and all regional and local land use plans for the area in which the Facility is located.
- (f) It is desirable and in the public interest for the Agency to assist in the refinancing of the acquisition, renovation and equipping of the Facility.
- (g) The Loan Documents will be effective instruments whereby the Agency and the Company agree to secure the Loan and assign to the Lender their respective rights under the Lease Agreement (except the Agency's Unassigned Rights as defined therein).

Section 2. In consequence of the foregoing, the Agency hereby determines to:  
(i) grant a mortgage or mortgages on and security interest in and to the Facility pursuant to certain mortgages and security agreements for the benefit of the Lender (the "**Mortgage**"),  
(ii) execute, deliver and perform the Mortgage, and (iii) execute, deliver and perform the Loan Document to which the Agency is a party, as may be necessary or appropriate to effect the Loan or any subsequent refinancing of the Mortgage.

Section 3. Subject to the provisions of this resolution and the Lease Agreement, the Agency is hereby authorized to do all things necessary or appropriate for the execution, delivery and performance of the Loan Documents and the Mortgage, and such other related documents as may be necessary or appropriate to effect the Loan, or any subsequent refinancing of the Loan, and all acts heretofore taken by the Agency with respect to such financing or refinancing are hereby approved, ratified and confirmed. The Agency is hereby further authorized to execute and deliver any future documents in connection with any future refinancing or permanent financing of such costs of acquiring, constructing and equipping of the Facility without need for any further or future approvals of the Agency.

Section 4. Subject to the provisions of this resolution and the Lease Agreement, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in the form of exemptions from mortgage recording taxes, to the fullest extent permitted by law, securing the principal amount presently estimated to be \$1,721,941 but not to exceed \$2,000,000 in connection with the financing or refinancing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, renovating and equipping the Facility.

Section 5.

(a) Subject to the provisions of this resolution and the Lease Agreement, the Chairman, Chief Executive Officer, and all other members of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Loan Documents, the Mortgage and such documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Chief Executive Officer, or any member of the Agency shall constitute conclusive evidence of such approval; and

(b) The Chairman, Chief Executive Officer, and any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 6. Subject to the provisions of this resolution and the Lease Agreement, 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 Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 7. Any expenses incurred by the Agency with respect to the transactions contemplated herein shall be paid by the Company.

Section 8. This resolution shall take effect immediately.

**ADOPTED:** August 16, 2017

