

**AMENDATORY RESOLUTION OF THE COUNTY OF  
ORLEANS INDUSTRIAL DEVELOPMENT AGENCY  
RELATING TO THE HERITAGE WIND PROJECT.**

**WHEREAS**, the County of Orleans Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 918 of the 1971 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

**WHEREAS**, Heritage Wind, LLC, for itself or for related individuals or entities (the “Company”), has entered into negotiations with officials of the Agency with respect to the construction and equipping by the Agency without the proceeds of a bond issue of a project (the “Project”) consisting of: (i) the construction and operation of a commercial-scale wind power electric generating facility with a nameplate capacity of up to 184.8 megawatts (MW) (the “Facility”), including the installation and operation of up to 33 wind turbines, together with approximately 37 miles of associated 34.5 kV collection lines (below grade), 13 miles of access roads, one permanent meteorological tower, one power performance tower, one operations and maintenance building, a temporary construction staging area, and collection substation (together, the “Improvements”); and (ii) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the “Equipment”); and (iii) the conveyance of the Project pursuant to the lease of the Project to the Company, such Project to be located on fifty (50) tax parcels located in the Town of Barre, New York spanning across a total of approximately 18,133.6 acres (the “Facility Area”); and

**WHEREAS**, the Agency adopted a resolution dated October 8, 2021 to authorize the Project (the “Inducement Resolution”); and

**WHEREAS**, on November 3, 2021, the Agency and Company entered into a project agreement (the “Project Agreement”); and

**WHEREAS**, the Agency adopted an amendatory resolution at a meeting held on October 14, 2022 to extend the Company’s authority to act as agent for the Agency through December 31, 2024, in accordance with Section 4 of the Project Agreement; and

**WHEREAS**, Section 17 of the Inducement Resolution as amended provides that the Agency Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary or CEO/CFO may in writing extend the effectiveness of the Inducement Resolution for good cause shown; and

**WHEREAS**, Section 4 of the Project Agreement provides that the right of the Company to act as agent of the Agency shall expire on December 31, 2024, however if construction of the Project shall not have been completed by this date, the Company may request in writing an extension of time

to act as agent for a period of time not to exceed the date of completion of construction; and

**WHEREAS**, by letter dated October 9, 2024, the Company requested an extension through December 11, 2027 of the Company's authorization under the Project Agreement to act as agent for the Agency; and

**WHEREAS**, the Agency was also informed of several changes to the Project including the following: (i) an increase in the Project cost from approximately \$304,000,000 to \$373,000,000; (ii) a decrease by six in the number of wind turbines to be constructed as part of the Project; and (iii) a reduction in the overall MWs of the Project from 184.8 MW to 126 MW; and

**WHEREAS**, although the cost of the Project has increased, the Company is not seeking any additional financial assistance from the Agency; and

**WHEREAS**, the Company and Agency staff have discussed an adjustment to the administrative fee that is due to the Agency as a result of the increase in the cost of the Project and the Company has proposed to pay (the "Administrative Fee Proposal") the Agency the sum of \$755,000.00 within thirty (30) days from the date this resolution is approved and two installment payments of \$1,800,000.00 each, with the first installment payment due on the earlier of the closing of the PILOT/lease-leaseback transaction (the "Closing") or December 1, 2025, and the second installment payment due one year after Closing.

**NOW, THEREFORE, THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:**

1. The Agency hereby approves the Company's extension request and authorizes the Company to act as agent for the Agency through December 11, 2027.
2. Section 17 of the Inducement Resolution is hereby amended to extend the effectiveness of the Inducement Resolution to December 11, 2027.
3. The Agency hereby accepts the Administrative Fee Proposal of the Company.
4. The CEO/CFO of the Agency is authorized to execute on behalf of the Agency an amended and restated Project Agreement to memorialize the extension of the Company's authority to act as agent for the Agency through December 11, 2027 and the payment of the Agency's administrative fee in accordance with the Administrative Fee Proposal.
5. In the event the Company does not enter into an amended and restated Project Agreement and make the initial payment required by the Administrative Fee Proposal within thirty (30) days of the date of this resolution, this resolution shall be deemed automatically null and void without any further action of the Agency Board.
6. This resolution shall take effect immediately.

The above resolution was moved for adoption by Craig Tuohey and seconded by Jeff Martin.

ROLL CALL VOTE:

	<u>Yes</u>	<u>No</u>	<u>Absent</u>	<u>Abstain</u>
Carol D'Agostino	[ X ]	[ ]	[ ]	[ ]
Merle Draper	[ ]	[ ]	[ X ]	[ ]
John Fitzak	[ ]	[ ]	[ X ]	[ ]
Craig Tuohey	[ X ]	[ ]	[ ]	[ ]
John Misiti	[ X ]	[ ]	[ ]	[ ]
Ed Urbanik	[ ]	[ ]	[ X ]	[ ]
Jeff Martin	[ X ]	[ ]	[ ]	[ ]

Adopted: November 15, 2024