

**RESOLUTION AUTHORIZING
AMENDMENT TO LEASE AGREEMENT
(Cricket Valley Energy Center, LLC 2017 Project)**

At a regular meeting of the Dutchess County Industrial Development Agency (the “Agency”), held at 8:00 a.m. at Three Neptune Road, Poughkeepsie, New York on the 13th day of November, 2019, the following members of the Agency were:

PRESENT: Timothy Dean, Chairman
Mark Doyle, Vice Chairman
Alfred D. Torreggiani
Donald R. Sagliano
Kathleen M. Bauer
Ronald J. Piccone, II

ABSENT: Stacey M. Langenthal, Secretary/Treasurer

ALSO PRESENT: Sarah Lee, Executive Director
Marilyn Yerks, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider an amendment to the Cricket Valley Energy Center, LLC 2017 Project as more particularly described below and the following resolution was offered by Alfred D. Torreggiani, seconded by Ronald J. Piccone, II, to wit:

Resolution (i) authorizing the execution and delivery of an Amendment to Lease Agreement and related documents by and between the Agency and Cricket Valley Energy Center, LLC.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 335 of the Laws of 1977 of the State of New York (collectively, the “Act”), 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, by Final Authorizing Resolution dated January 9, 2017, duly adopted by the Agency (the “Authorizing Resolution”), the Agency approved the issuance of financial assistance to Cricket Valley Energy Center, LLC (the “Company”) to finance the acquisition, demolition, construction, remediation, renovation, installation, furnishing and equipping of a certain facility (the “Facility”) consisting of the following:

- (a) demolition of all existing structures currently existing on 193.5 acres of land located at 2241 Route 22, Dover Plains, Town of Dover, Dutchess County, New York (the “Premises”);

- (b) construction of (i) a new approximately 200,000 square foot structure on the Premises to be utilized for a nominal 1,177 megawatt (“MW”), combined-cycle (“CCGT”) electric generating facility, including all necessary equipment and associated gas and electric interconnection facilities (the “**Generating Facility**”), (ii) an electric substation on the Premises (the “**Substation**”), (iii) a new approximately 14.5 mile 345kV transmission line with the installation of certain equipment and improvements from the Substation to the Consolidated Edison Pleasant Valley Substation (the “**Transmission Line**”), and (iv) the re-conductoring (with the installation of certain equipment and improvements) of an existing 3.5-mile 345 kV transmission line from the Substation to the New York/Connecticut border (the “**Reconductoring**” and collectively with the Premises, Generating Facility, Substation and Transmission Line, the “**Project**”); and
- (c) remediation of the Premises to address existing New York State Department of Environmental Conservation (“NYS DEC”) violations as set forth in the October 30, 2015 Remediation/Closure Plan prepared by Tetra Tech and attached to the April 1, 2016 Application for Financial Assistance submitted to the Agency by the Company, as updated by the September 6, 2016 Remediation/Closure Plan prepared by Tetra Tech and as may be updated from time to time with the approval of the NYS DEC; and

WHEREAS, the financial assistance to the Company included exemption from certain sales and use tax in and amount not to exceed \$28,000,000 (the “**Maximum Company Sales Tax Savings Amount**”); and

WHEREAS, the Agency and Company entered into a Lease and Project Agreement dated as of January 1, 2017 (the “**Lease Agreement**”); and

WHEREAS, pursuant to the terms of the Lease Agreement, the Sales Tax Exemption expires upon the earliest of: (A) the termination of the Lease Agreement, (B) the Completion Date, (C) the completion of the Facility as provided in Section 4.3 of the Lease Agreement, or (D) the termination of the Sales Tax Exemption authorization pursuant to Section 10.2 of the Lease Agreement; and

WHEREAS, the Completion Date, as defined in the Lease Agreement, shall be no later than December 31, 2019; and

WHEREAS, the Lease Term, as defined in the Lease Agreement, terminates on December 31, 2050; and

WHEREAS, the Company has not yet received the Maximum Company Sales Tax Savings Amount; and

WHEREAS, by letter to the Agency dated November 5, 2019, the Company informed the Agency that its estimate for construction completion has changed from the estimate provided during development of the Project in 2016; and

WHEREAS, the Company has represented to the Agency that although the Company expects to achieve “substantial completion” of the Project by March 2020, it has now established March 31, 2021 as a “Date Certain” for construction completion pursuant to an agreement between the Company and its general contractor; and

WHEREAS, the Company is now requesting an amendment to the Lease Agreement to extend the Completion Date and Sales Tax Expiration Date under the Lease Agreement from December 31, 2019 to March 31, 2021.

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

Section 1. The Board of Directors of the Agency hereby approves the extension of the Completion Date and Sales Tax Expiration Date to no later than March 31, 2021.

Section 2. The Board of Directors of the Agency hereby authorizes, empowers and directs the Executive Director to execute an Amendment to Lease Agreement and any such other related documents as may be, in the judgment of the Executive Director and Agency Counsel, necessary or appropriate to effect the transaction contemplated by this Resolution.

Section 3. The Agency otherwise hereby reaffirms and readopts all the findings and determinations in its Authorizing Resolution.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was put to vote on roll call, which resulted as follows:

Timothy Dean, Chairman	VOTING	“Aye”
Mark Doyle, Vice Chairman	VOTING	“Aye”
Stacey M. Langenthal, Secretary/Treasurer	being	ABSENT
Alfred D. Torreggiani	VOTING	“Aye”
Donald R. Sagliano	VOTING	“Aye”
Kathleen M. Bauer	VOTING	“Aye”
Ronald J. Piccone, II	VOTING	“Aye”

The Resolution was thereupon declared duly adopted.

Adopted: November 13, 2019


STATE OF NEW YORK)
) ss.:
COUNTY OF DUTCHESS)

I, the undersigned Assistant Secretary of the Dutchess County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the annexed extract of the minutes of the meeting of the Dutchess County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on the 13th day of November, 2019, 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 resolution set forth therein and of the whole of said original insofar as the same related to the subject matters herein referred to.

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 13 day of November, 2019.



Kathleen M. Bauer, Assistant Secretary

[SEAL]