

CLOSING ITEM NO.: B-2

CERTIFICATE REGARDING
NO CONFLICTS OF INTEREST

I, the undersigned (Vice) Chairman for County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, as follows:

1. The Agency is an industrial development agency duly established under Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended (collectively, the "Act") and is a corporate governmental agency constituting a public benefit corporation of the State of New York.

2. In accordance with the Act, the Agency has determined, pursuant to a resolution duly adopted by the members of the Agency on August 5, 2021 (the "Approving Resolution") and in accordance with the provisions of a certain lease agreement dated as of October 1, 2022 (the "Lease Agreement") by and between the Agency and Martinsburg CSG LLC (the "Company"), to undertake a project (the "Project") consisting of following: (A) (1) the acquisition of an interest in a portion of an approximately 65.30 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.210) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158MWAC/3.02 MWdc community solar photovoltaic facility, including 5,512 solar panels, inter-row spacing and equipment space, screw driven racking posts, 18 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales and use taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement.

3. Pursuant to the Approving Resolution, the Agency further determined to: (A) complete the acquisition, construction and installation of the Project Facility, or cause the Project Facility to be acquired, constructed and installed; and (B) lease the Project Facility to the Company pursuant to the Lease Agreement and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"). Pursuant to the Lease Agreement, among other things, the Company is obligated (1) to pay all costs incurred by the Agency with respect to the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project Facility and (2) to comply with the provisions of the Act applicable to beneficiaries of financial assistance from the Agency.

4. I have made careful inquiry of each member, officer and employee of the Agency having the power or duty to (a) negotiate, prepare, authorize or approve the Basic Documents or authorize or approve payment thereunder, (b) audit bills or claims under the Basic Documents, or (c) appoint an officer or employee who has any of the powers or duties as set forth above, as to whether or not such member,

officer or employee has an “interest” (as defined pursuant to Article 18 of the General Municipal Law of the State of New York) in any of the Basic Documents. Upon information and belief, as a result of such inquiry, no such member, officer or employee has any such interest in any of the Basic Documents, unless otherwise noted below:

(i) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency directly or indirectly owns stock of the Company or has a partnership interest in the Company.

(ii) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency is an officer or employee of the Company.

(iii) Except as disclosed on Exhibit A attached hereto, no member, officer or employee of the Agency is a member of the board of directors of the Company.

(iv) If any member has publicly disclosed the nature and extent of such interest in writing to the members of the Agency, such written disclosure has been made a part of and set forth in the official minutes of the Agency, and a true, correct and complete copy of such written disclosure is annexed hereto as Exhibit A.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of October, 2022.



(Vice) Chairman

EXHIBIT A

WRITTEN DISCLOSURES OF CONFLICTS OF INTEREST

- NONE -