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October 11, 2022

County of Lewis Industrial Development Agency  
7551 South State Street  
Lowville, New York 13367

Martinsburg CSG LLC  
3050 Peachtree Road, Suite 460  
Atlanta, Georgia 30305

Re: County of Lewis Industrial Development Agency  
Lease/Leaseback Transaction  
Martinsburg CSG LLC Project

Ladies and Gentlemen:

We have acted as counsel to County of Lewis Industrial Development Agency (the "Agency"), a public benefit corporation organized and existing pursuant to Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 62 of the 1973 Laws of New York, as amended, constituting Section 902 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act"), in connection with the preparation, execution and delivery by the Agency of the following documents (the "Agency Documents"):

(1) a certain resolution adopted by the members of the Agency on August 5, 2021, as amended (the "Approving Resolution") authorizing the execution and delivery by the Agency of the Agency Documents in connection with a project (the "Project") undertaken by the Agency for the benefit of Martinsburg CSG LLC (the "Company") consisting of the 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 a lease agreement dated as of October 1, 2022 (the "Lease Agreement") by and between the Company and the Agency;

(2) the Lease Agreement;

(3) a certain lease to Agency dated as of October 1, 2022 (the "Underlying Lease") from the Company, as landlord to the Agency, as tenant;

(4) a certain payment in lieu of tax agreement dated as of October 1, 2022 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company has agreed to make payments in lieu of taxes with respect to the Project Facility;

(5) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption;

(6) a certain recapture agreement dated as of October 1, 2022 (the "Section 875 GML Recapture Agreement") by and between the Agency and the Company, required by the Act, regarding the recovery or recapture of certain sales and use taxes; and

(7) a certain uniform agency project agreement dated as of October 1, 2022 (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance.

We have, as counsel to the Agency, examined original or certified copies of the proceedings of the Agency taken with respect to the Project, as well as certificates of the Agency's officers, a certified copy of the Approving Resolution and executed counterparts of the Agency Documents. We have also examined such statutes, court decisions, proceedings and other documents as we have considered necessary or appropriate in the circumstances to render the following opinions. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Lease Agreement.

Based upon our examination of the foregoing, and in reliance upon the matters and subject to the limitations contained in the concluding paragraphs of this opinion, we are of the opinion (except that no opinion is given with respect to any federal or state securities law or any law concerning zoning or subdivision matters or as to the law of any jurisdiction other than the State of New York) that:

1. The Agency is a corporate governmental agency constituting a public benefit corporation duly established under the Act.

2. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing, manufacturing and commercial facilities, among others, and the Agency has the power to acquire, hold and dispose of real and personal property for its corporate purposes. In accordance with the Act, the Agency has determined to undertake the acquisition, construction and installation of the Project Facility, and to lease the Project Facility to the Company pursuant to the Lease Agreement.

3. The members and officers of the Agency identified in the Agency's general certificate delivered on this date have been duly appointed as such members (and duly elected by the members as such officers) and are qualified to serve as such.

4. The Agency has power and lawful authority under the Act to execute and deliver the Agency Documents; to undertake the acquisition, construction and installation of the Project Facility pursuant to the Lease Agreement; to appoint the Company as agent of the Agency for the purpose of the acquisition, construction and installation of the Project Facility; and to perform and observe the provisions of the Agency Documents on its part to be performed and observed.

5. The Approving Resolution has been duly adopted by the members of the Agency, complies with the procedural rules of the Agency and the requirements of the laws of the State of New York, and the Approving Resolution has not been supplemented, amended, or repealed and remains in full force and effect on the date hereof.

6. By the Approving Resolution, the Agency has duly authorized the acquisition, construction and installation of the Project Facility, the lease of its interest in the Project Facility to the Company and the execution and delivery by the Agency of the Agency Documents.

7. The making and performance by the Agency of the Agency Documents and the consummation of the transactions on the part of the Agency therein contemplated will not violate any applicable provision of any applicable law (including the Act), regulation, decree, writ, order or injunction, or any applicable provision of the Act, and will not contravene the provisions of or constitute a default under any material term of any agreement, indenture, bond resolution or other instrument to which the Agency is a party or by which the Agency is bound; provided, however, that no opinion is expressed as to the terms of laws, regulations, rules, judgments or orders with respect to the physical acquisition, construction, installation, equipping, occupancy or operation of the Project Facility.

8. The Agency Documents have been duly authorized by all necessary action on the part of the Agency, have been duly executed and delivered by authorized officers of the Agency, and, assuming the due authorization, execution and delivery of same by the other parties thereto, constitute legal, valid and binding special obligations of the Agency.

9. No additional or further consent, authorization or approval of, or filing or registration with, any governmental or regulatory body not already obtained is required for the making and performance by the Agency of the Agency Documents or for the performance by the Agency of the transactions contemplated thereby; provided, however, that no opinion is expressed as to the terms of laws, regulations, rules, judgments or orders with respect to the physical acquisition, construction, equipping, occupancy or operation of the Project Facility.

10. The Agency has not been served with a summons in any action and, to the best of our knowledge, there is no litigation pending or threatened in any court, either state or federal, calling into question the creation, organization or existence of the Agency, the validity of the Agency Documents, or the authority of the Agency to acquire, construct and install the Project Facility or to enter into or perform the Agency Documents.

Any opinion concerning the validity, binding effect or enforceability of any document (A) means that (1) such document constitutes an effective contract under applicable law, (2) such document is not invalid in its entirety under applicable law because of a specific statutory prohibition or public policy, and is not subject in its entirety to a contractual defense under applicable law and (3) subject to the following sentence, some remedy is available under applicable law, if the person concerning whom such opinion is given is in material default under such document but (B) does not mean that (1) any particular remedy is available under applicable law upon such material default or (2) every provision of such document will be upheld or enforced in any or each circumstance by a court applying applicable law. Furthermore, the

validity, binding effect or enforceability of any document may be limited to or otherwise affected by (A) any applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other similar statute, rule, regulation or other law affecting the enforcement of creditors' rights and remedies generally or (B) the unavailability of, or any limitation on the availability of, any particular right or remedy (whether in a proceeding in equity or at law) because of the discretion of a court or because of any equitable principle or requirement as to commercial reasonableness, conscionability or good faith.

We express no opinion with respect to (A) title to all or any portion of the Project Facility, (B) the priority of any liens, charges, security interests or encumbrances affecting the Project Facility or any part thereof (or the effectiveness of any remedy which is dependent upon the existence of title to the Project Facility or the priority of any such lien, charge, security interest or encumbrance), (C) any laws, regulations, judgments, permits or orders with respect to zoning, subdivision matters or requirements for the physical commencement and continuance of the acquisition, construction, installation, use or operation of the Project Facility or with respect to the requirement of filing or recording of any of the Basic Documents, or (D) the laws of any jurisdiction other than the State of New York.

Insofar as the foregoing opinions express or involve conclusions as to compliance by the Agency with the provisions of Article Eight of the Environmental Conservation Law of the State of New York, we have relied upon the accuracy of the conclusions contained in the resolution adopted by the members of the Agency on August 5, 2021 (the "SEQR Resolution") in which the Agency (A) concurred in the determination that the Town of Martinsburg Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA, and (B) acknowledged receipt of a negative declaration from the Planning Board issued on February 3, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; provided, however, that we are not passing upon nor do we assume any responsibility for the accuracy, completeness, or fairness of the statements, information or conclusions contained in the foregoing and we make no representation that we have independently verified the accuracy, completeness, or fairness of any such statements, information or conclusions.

This opinion is rendered as of the date hereof, and no opinion is expressed as to matters referred to herein on any subsequent date.

Very truly yours,



Kevin M. McArdle

KMM:am  
Enc.