

**CONFLICT DISCLOSURE RESOLUTION
CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, LLC PROJECT
CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the Clinton County Government Center located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on January 8, 2024 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Assistant Secretary
Keith Defayette	Treasurer
John VanNatten	Member

ABSENT:

Joey Trombley	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Molly Ryan	Executive Director
Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Agency Counsel
Shannon E. Wagner, Esq.	Agency Counsel

The following resolution was offered by D. Hoover, seconded by K. Defayette, to wit:

Resolution No. 01-24-01

RESOLUTION (A) ACCEPTING A DISCLOSURE LETTER OF AGENCY COUNSEL RELATING TO THE (1) CATALYZE POMBRIO SOLAR FARM 1 MICROGRID, LLC PROJECT (THE "POMBRIO 1 PROJECT"), AND (2) CATALYZE POMBRIO SOLAR FARM 2 MICROGRID, LLC PROJECT (THE "POMBRIO 2 PROJECT," AND TOGETHER WITH THE POMBRIO 1 PROJECT, THE "PROJECTS"), (B) AUTHORIZING SPECIAL COUNSEL BE RETAINED IN CONNECTION WITH THE PROJECTS AND (C) WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST RELATING TO THE PROJECTS.

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing,

improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Catalyze Pombrio Solar Farm 1 Microgrid, LLC, a New York limited liability company (“Pombrio 1”), and Catalyze Pombrio Solar Farm 2 Microgrid, LLC, a New York limited liability company (“Pombrio 2,” and collectively with Pombrio 1, the “Companies”), have submitted applications (collectively, the “Applications”) to the Agency, copies of which Applications are on file at the office of the Agency, requesting that the Agency consider undertaking projects (collectively, the “Projects”) for the benefit of the Companies, said Projects consisting of the following: (A) (1) with respect to Pombrio 1, (a) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 113.4 acres and being located on Mayott Road (tax map no. 90.-1-15.1) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Pombrio 1 Land”), (b) the construction on the Pombrio 1 Land of a 7.5 MW AC solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, the “Pombrio 1 Facility”) and (c) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Pombrio 1 Equipment”) all of the foregoing to constitute a solar energy generating facility to be owned and operated by Pombrio 1 (the Pombrio 1 Land, the Pombrio 1 Facility and the Pombrio 1 Equipment hereinafter collectively referred to as the “Pombrio 1 Project Facility”); and (2) with respect to Pombrio 2, (a) the acquisition of a leasehold interest in an approximately 29 acre portion of two parcels of land equaling approximately 161.6 acres and being located on Mayott Road (tax map no. 90.-1-17) and on Miner Farm Road (tax map no. 90.-1-15.3) in the Town of Altona, Clinton County, New York (such portion being hereinafter referred to as the “Pombrio 2 Land”), (b) the construction on the Pombrio 2 Land of a 7.5 MW AC solar farm to be comprised of solar panels racking components, inverters and wiring and other required improvements (collectively with the improvements, the “Pombrio 2 Facility”) and (c) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Pombrio 2 Equipment”) all of the foregoing to constitute a solar energy generating facility to be owned and operated by Pombrio 2 (the Pombrio 2 Land, the Pombrio 2 Facility and the Pombrio 2 Equipment hereinafter collectively referred to as the “Pombrio 2 Project Facility”) (the Pombrio 1 Project Facility and the Pombrio 2 Project Facility being collectively referred to hereinafter as the “Project Facilities”); (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 certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facilities to the Companies, as applicable, or such other person as may be designated by the Companies and agreed upon by the Agency; and

WHEREAS, counsel to the Agency, Hodgson Russ LLP (“Hodgson Russ”), has been informed that Hodgson Russ represents the Companies in connection with the Projects; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the “Agency Counsel Disclosure Letter”)

that Hodgson Russ (A) is acting as counsel to the Agency and (B) is acting as counsel to the Companies, respectively, with respect to the Projects (collectively, the "Proposed Representation"); and

WHEREAS, attached hereto as Exhibit A is a form of the Agency Counsel Disclosure Letter for review by the Agency; and

WHEREAS, the Companies have provided their written consents to the Proposed Representation, which consents are on file with Hodgson Russ; and

WHEREAS, as the Proposed Representation presents a potential conflict of interest that must be waived by the Agency, the Companies have requested that the Agency provide its consent to the Proposed Representation; and

WHEREAS, at the advice of Hodgson Russ as counsel to the Agency, the Agency wishes to retain the law firm of Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with the Projects to further mitigate potential conflicts created by the Proposed Representation;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby (A) accepts the Agency Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (i) acting as counsel to the Agency and (ii) acting as counsel to the Companies, respectively, in connection with the Projects.

Section 2. The form and substance of the Agency Counsel Disclosure Letter are hereby approved and the Chairperson or Vice Chairperson of the Agency is hereby authorized, empowered and directed to execute the Agency Counsel Disclosure Letter in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson or Vice Chairperson shall approve, the execution thereof by the Chairperson or Vice Chairperson to constitute conclusive evidence of such approval.

Section 3. The Agency hereby authorizes retaining Fitzgerald Morris Baker Firth, P.C. as special counsel to the Agency in connection with the Projects for purposes of mitigating potential conflicts created by the Proposed Representation.

Section 4. The Chairperson or Vice Chairperson of the Agency is hereby authorized and directed to distribute copies of this resolution to the Companies and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 5. This resolution shall take effect immediately.

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

Trent Trahan	VOTING	Yes
David Hoover	VOTING	Yes
Michael E. Zurlo	VOTING	Yes
Mark Leta	VOTING	Yes
Keith Defayette	VOTING	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Excused

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on January 8, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

8th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of January, 2024.


(Assistant) Secretary

(SEAL)

January 8, 2024

County of Clinton Industrial Development Agency
137 Margaret Street
Plattsburgh, New York 12901
Attention: Trent Trahan, Chairperson

Re: Proposed representation of County of Clinton Industrial Development Agency
Catalyze Pombrio Solar Farm 1 Microgrid, LLC Project
Catalyze Pombrio Solar Farm 2 Microgrid, LLC Project
Consent and Waiver of any Potential Conflict

Dear Chairperson Trahan:

As you know, Hodgson Russ LLP (“Hodgson Russ”) has been asked by County of Clinton Industrial Development Agency (the “Agency”), which is a longstanding client of Hodgson Russ, to represent it in connection with the projects involving: (1) Catalyze Pombrio Solar Farm 1 Microgrid, LLC (“Pombrio 1”), and (2) Catalyze Pombrio Solar Farm 2 Microgrid, LLC (“Pombrio 2,” and collectively with Pombrio 1, the “Companies”). Given that we have represented the Agency on similar matters in the past, and hopefully will continue to do so in the future, it is necessary for the Agency to waive any potential or actual conflict relating to Hodgson Russ representing the Companies in these matters.

We are satisfied that representing the Companies in these matters will not impact our independent professional judgment on behalf of the Agency in other matters, and we will not provide access to any confidential information learned from the Agency in other matters in representing the Companies. We will take such steps internally as may be appropriate to maintain a “Chinese wall” between the Hodgson Russ attorneys representing the Agency and the Companies, respectively, in order that no confidential or proprietary information received by the attorneys for one client will be disclosed to the attorneys for the other client. Given that the Companies and the Agency share many common goals in these matters, such as preparing and executing documents that will achieve the desired tax benefits, including appropriate payment in lieu of tax (PILOT) payments, we believe that executing a waiver will not negatively impact the Agency’s interests. Finally, we are aware that the Agency shall retain Fitzgerald Morris Baker Firth, P.C., Glens Falls, New York, as special counsel to the Agency in connection with these projects to further mitigate any potential or actual conflict.

Based on the foregoing, we request that the Agency, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency, as Agency counsel, with respect to the above-referenced matter. In the event of litigation between the Agency and either of the Companies, Hodgson Russ will not represent either the Agency or either of the Companies. In addition, by signing below, the Agency will not use the fact of this representation as a basis for seeking to disqualify our firm from representing either the Agency or either of the Companies on unrelated future matters.

[Remainder of page left blank intentionally]

If this letter confirms your understanding, please sign a copy of this letter and forward it to my attention. Should you have any questions or concerns with regard to the foregoing, please contact me.

Very truly yours,

Christopher C. Canada

Accepted and agreed to:

COUNTY OF CLINTON INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
Trent Trahan
Chairperson