

**COUNTY OF CATTARAUGUS INDUSTRIAL  
DEVELOPMENT AGENCY  
INDUCEMENT RESOLUTION**

**ALLE-CATT WIND ENERGY LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S),  
SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS  
BEHALF**

A regular meeting of the County of Cattaraugus Industrial Development Agency was convened on Tuesday, December 16, 2025 at 11:15 a.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE COUNTY OF CATTARAUGUS INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF ALLE-CATT WIND ENERGY LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (INDIVIDUALLY, AND/OR COLLECTIVELY, THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF PUBLIC HEARINGS IN CONNECTION WITH THE PROJECT; (iii) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (iv) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT AND (B) AN ABATEMENT FROM REAL PROPERTY TAXES BENEFIT THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT; AND (v) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, A PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

**WHEREAS**, County of Cattaraugus 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 536 of the 1971 Laws of New York, as amended, constituting Section 890-b 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**, ALLE-CATT WIND ENERGY LLC, or on behalf of an affiliated entity formed or to be formed (the “Company”) has submitted an application, as amended, to the Agency (the “Application”) requesting the Agency’s assistance with a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold(s), easement(s) or other interest(s) in approximately 10,607 acres of land in the Towns of Freedom, Farmersville and Yorkshire, Cattaraugus County, New York (collectively the “Land” being more particularly identified in Application); (ii) the construction, installation and operation on the Land of up to 38 wind turbines with an aggregate generating capacity of approximately 171 MW together with an operation and maintenance building and associated electrical interconnect infrastructure (hereinafter collectively referred to collectively as the “Improvements”), and (iii) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property (the “Equipment” and, collectively with the Land and the Improvements, the “Facility”); and

**WHEREAS**, as described within the Application, the Company has requested a real property tax abatement benefit having terms that deviate from the Agency’s Uniform Tax Exemption Policy (“UTEF”) standard Wind Farms PILOT by providing for: (i) the PILOT Agreement having a term of twenty (20) years; and (ii) an annual payment amount of zero dollars (\$0) for the Project Improvements during each year of the twenty (20) year PILOT benefit period (the “PILOT Agreement Deviation”); and

**WHEREAS**, notice letters detailing the requested PILOT Agreement Deviation as so described herein were mailed or delivered to the chief executive officers of each Affected Tax Jurisdiction (being the County of Cattaraugus, the Towns of Farmersville, Yorkshire, and Freedom, the Franklinville Central School District, the Cuba-Rushford Central School District, and the Pioneer Central School District) on November 21, 2025; and

**WHEREAS**, pursuant to General Municipal Law Section 859-a, on December 3, 2025, at the following places and times:

(i) at 10:00 a.m. at the Town of Farmersville, Town Hall, 8963 Lake Avenue, Franklinville, New York 14737;

(iii) at 2:30 p.m. at the Town of Yorkshire, Town Hall, 82 South Main Street, Delevan, New York 14042; and

(ii) at 5:30 p.m. at the Town of Freedom, Town Hall, 1188 Eagle Street, Sandusky, New York 14133; regarding

the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as hereinafter defined) being contemplated by the Agency (the “Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

**WHEREAS**, each of the Affected Tax Jurisdictions have resolved, or will resolve, to enter, or have already entered, certain host community agreements with the Company (collectively, the “Host Community Agreements”) premised upon the Agency authorizing the PILOT Agreement Deviation; and

**WHEREAS**, pursuant to Article X and Article VII of the New York Public Service Law (the “PSL”), the New York State Board on Electric Generation Siting and the Environment (the “Siting Board”) and the New York State Public Service Commission (the “PSC”), respectively, hold exclusive authority to review, approve, and condition the siting, construction, and operation of major electric generating facilities and major electric and gas transmission facilities within the State of New York, thereby centralizing all state agency and local municipal review within this unified, comprehensive regulatory processes; and

**WHEREAS**, under Articles X and VII of the PSL, the Siting Board and the PSC’s authority supersedes and preempts any separate or independent findings, determinations, permits, or approvals by state agencies, county governments, towns, villages, and local municipalities, including any local zoning laws, ordinances, or land use regulations that are deemed unreasonably burdensome (under Article X) or unreasonably restrictive (under Article VII) to the development, construction, or operation of such facilities, ensuring alignment with New York State’s clean energy and infrastructure goals; and

**WHEREAS**, the New York State Department of Public Service (the “DPS”), acting through the PSC, serves in an advisory and technical support capacity to both the Siting Board and the PSC, providing expert analysis, regulatory oversight, and compliance monitoring, while the Siting Board and the PSC retain sole jurisdiction to issue the necessary Certificates of Environmental Compatibility and Public Need (CECPN) required for the construction and operation of such facilities; and

**WHEREAS**, the Project has undergone required environmental review as part of the approvals so granted by state agencies, as part of the PSL statutory requirements as described above, and the Project is exempt as a Type II action under the State Environmental Quality Review Act (“SEQRA”), pursuant to 6 NYCRR §617.5(c)(44) as a project requiring a certificate of environmental compatibility and public need under Article VII, VIII, or X of the PSL, as such exemption from SEQRA is mandated by N.Y. Env’t Conserv. Law § 8-0111 (5)(b); and

**WHEREAS**, on June 3, 2020, the Siting Board granted a Certificate of Environmental Compatibility and Public Need, With Conditions (Certificate Order) to the Company pursuant to PSL §168 authorizing the Company to construct and operate a utility-scale wind electric generating facility; and

**WHEREAS**, on December 18, 2023, the PSC issued a Certificate of Environmental Compatibility and Public Need (CECPN or Certificate) to the Company that authorizes the construction, operation, and maintenance of a 10-mile 345-kilovolt (kV) transmission line and a new point of interconnection switchyard located in the Towns of Yorkshire and Freedom; and

**WHEREAS**, related to and as required by the foregoing, the Company has filed and obtained approval of all pre-construction compliance filings and plans from the PSC in separate orders on June 20, 2024, October 16, 2024, and December 19, 2024; and

**WHEREAS**, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of undertaking the Project pursuant to an Agent and Financial Assistance Project Agreement (the “Agent Agreement”), (ii) negotiate and enter into a lease agreement (the “Lease Agreement”) and related leaseback agreement (the “Leaseback Agreement”) with the Company, pursuant to which the Agency will retain a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Facility; and (iii) provide Financial Assistance to the Company in the form of (a) an exemption benefit from all New York State and local sales and use taxes for purchases and rentals related to the Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, reconstruction and/or renovation, rehabilitation or equipping of the Facility, and (b) an abatement from real property taxes benefit through the PILOT Agreement Deviation (collectively, the sales and use tax exemption benefit and the abatement from real property taxes benefit, are hereinafter collectively referred to as the “Financial Assistance”); and

**WHEREAS**, at this December 16, 2025 meeting of the Agency, the Agency allowed representatives of all Affected Tax Jurisdictions present at the meeting who desired to comment on the PILOT Agreement Deviation to address the Agency with respect to the deviation from the Agency’s UTEP; and

**WHEREAS**, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Company has presented the Application, which is in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application and other correspondence submitted by the Company to the Agency, Public Hearing comments, the Siting Board Certificate Order and the PSC’s Certificate and documents and compliance filings and approvals related to same, the Agency board member review of the Project’s cost benefit ratio and consideration of the additional sources of revenue for municipalities and school districts resulting from the Host Community Agreements, the costs of incentives so applied for, and Agency board member review, discussion, and consideration of same, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and/or renovating and equipping the Project; and

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing and/or retaining employment opportunities in Cattaraugus County,

New York, promoting the development of renewable energy projects to support New York State's renewable energy goals and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

(F) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide Financial Assistance for the Project as described herein; and

(G) The Agency has prepared a written cost-benefit analysis, especially in consideration of the various Host Community Agreements, and satisfactorily identified the extent to which the Project will create or retain permanent, private sector jobs, the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, the likelihood of accomplishing the Project in a timely fashion, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project; and

(H) The Agency hereby determines the Project is an eligible Wind Farm Project consistent with the Agency's Eligible Project Policy and to the extent any deviation from such policy are necessary, the reasons for such deviation are premised on the statutory provisions of Articles X and VII of the PSL, pursuant to which the Siting Board and PSC hold exclusive authority over the siting, construction, operation and decommissioning of major electric generating and transmission facilities such as this Project. These statutes centralize all state and local municipal review within a unified regulatory framework, preempting any separate findings, determinations, permits, or approvals by local governments, including zoning laws and land use regulations deemed unreasonably burdensome or restrictive. Given this preemptive authority and comprehensive regulatory process, and more specifically, based upon the Project's eligibility under the Act and the Project otherwise meeting the Agency's Uniform Criteria with respect to the Agency's "Evaluation of Projects" policy, the Siting Board's issuance of the Certificate Order and the PSC's issuance of the CECPN, the Host Community Agreements benefiting the Affected Tax Jurisdictions, and in further consideration of the Terms and Conditions of Financial Assistance as so described herein, the Agency's hereby determines to waive the standard Eligible Project Policy provisions with respect to a Wind Farm Project pursuant to the Agency's "Eligible Project Policy"; and

(I) The Company has provided a written statement confirming that the Project as of the date of the Application is in substantial compliance with all provisions the Act; and

(J) The Project qualifies for Agency Financial Assistance as it meets the Agency's general uniform criteria for project evaluation, said criteria established by New York State and the Agency as required under General Municipal Law Section 859-a(5) as evidenced by the following:

- (i) Extent to which the Project will create or retain jobs: The Project will create approximately 100 – 125 construction jobs paid at the prevailing wage, and ten new full-time new positions with annual salaries ranging from \$40,000 - \$120,000 based on the specific position, resulting in between \$535,000 - \$910,000 in new annual payroll.
- (ii) The estimated total value of Financial Assistance: New York State and local sales tax exemption benefits are estimated at \$6,480,000 and real property tax abatement benefits are estimated at approximately \$60,875,065 over the term of the 20-year PILOT Agreement.
- (iii) The estimated amount of private sector investment to be made by the Company is \$618,874,498.
- (iv) Likelihood of the Project being accomplished in a timely fashion: There is a high likelihood the Project will be completed by December 31, 2026.
- (v) Extent of new revenue provided to local taxing jurisdictions: The Company will be entering into Host Community Agreements with each of the Affected Tax Jurisdictions, generating approximately \$48,000,000 in total payments over the 20-year PILOT term allocated between the Affected Tax Jurisdiction as identified below:

Affected Tax Jurisdiction	Total HCA Payment over 20-year PILOT Term
Cattaraugus County	\$10,878,238
Yorkshire	\$ 412,313
Farmersville	\$ 9,499,471
Freedom	\$16,881,123
Cuba-Rushford SD	\$ 315,674
Yorkshire-Pioneer SD	\$ 6,629,174
Frankville SD	\$ 3,788,099

- (vi) The extent to which the Project will create local construction jobs. Although the Project involves specialized skills, certifications and trainings for which the local workforce lacks sufficient experience in this niche wind turbine construction area, and in recognition that there are other large infrastructure projects in the region creating labor volume constraints, the Company will commit to utilizing best efforts to secure at least 50% of the total labor force from the counties of Cattaraugus, Erie, Chautauqua, Niagara, Genesee, Wyoming, Livingston, Allegany and Steuben.

(K) The proposed Financial Assistance to be provided under the PILOT Agreement with respect to the Project deviates from the terms of the UTEP and the Agency hereby approves of the PILOT Agreement Deviation as described herein. In making this determination, the Agency has considered the following factors as required by the Act and its UTEP, no single one of which is determinative:

- The nature of the proposed project (for example, manufacturing, commercial, civic, etc.). The Project is the construction and operation of a wind energy generating facility and associated infrastructure.
- The nature of the property before the project begins. The properties consist mainly of farmland and vacant land.
- The economic condition of the area at the time of the Application and the economic multiplying effect the project will have on the area. The Project area has a history of dairy and agriculture activity, and some manufacturing, wholesale, retail services, as well as a declining population. The Project will create construction jobs, and up to ten new full-time new positions. Property owners that will lease land to the Applicant/Company will see increases in net income. All Affected Tax Jurisdictions and host communities will see new payments resulting from Host Community Agreements to be entered into by and between the Company and the Affected Tax Jurisdictions.
- The extent to which the project will create or retain permanent, private sector jobs, the number of jobs to be created/retained and/or the salary ranges of such jobs. The Project will create 400 construction jobs paid at the prevailing wage, and up to ten new full-time new positions with annual salaries ranging from \$40,000 - \$120,000 based on the specific position, resulting in between \$535,000 - \$910,000 in new annual payroll.
- The estimated value of tax exemptions to be provided. New York State and local sales tax exemption benefits are estimated at \$6,480,000, and real property tax abatement benefits are estimated at approximately \$60,875,065 over the term of the 20-year PILOT Agreement, resulting in total estimated exemptions of \$67,355,065.
- The economic impact of the project and the proposed tax exemptions on Affected Tax Jurisdictions. The Project will produce approximately 400 construction jobs, and up to ten new full-time positions. In addition, the Company will be entering into an HCA with each of the Affected Tax Jurisdictions, generating approximately \$48,000,000 in total HCA payments over the 20-year PILOT term allocated between the Affected Tax Jurisdiction as identified below.

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- The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity. The Company does not make sales,

and its Project only creates wind energy, which will be interconnected to the electrical grid and utilized by consumers in Allegany, Cattaraugus, and Wyoming Counties. The Project intends to procure locally sourced aggregates and fuel supply from within Cattaraugus County and the surrounding area. The Company's general contractor has conducted outreach to and will be working with local unions to provide labor for the Project, as well as working with local owner/operators to provide trucking services for construction materials.

- The amount of private sector investment generated or likely to be generated by the proposed project. The Project results in \$618,874,498 in private sector investment.
- The likelihood of accomplishing the proposed project in a timely fashion. The Company anticipates starting the Project immediately and completing the Project by December 31, 2026.
- The effect of the proposed project upon the environment and surrounding property. On June 3, 2020, the Siting Board issued its Certificate confirming that the Project's impacts are minimized and avoided to the maximum extent practical. On June 20, 2024, the PSC issued an order approving the compliance filings submitted by the Company in satisfaction of the Certificate Conditions.
- The extent to which the proposed project will require the provision of additional services including, but not limited to, educational, transportation, emergency medical or police and fire services. The Project will have no impact on such services, other than providing additional new revenues for same, including approximately \$1,233,696 in new special district payments over the 20-year PILOT term.
- The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located. See above.
- The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located. The Project will create good paying full time employment opportunities, thus increasing local wages and related incidental spending, locally and within the region, providing wealth creation. The Host Community Agreements will generate new revenues that benefit the Affected Tax Jurisdictions.

Section 2. The Agency hereby authorizes the undertaking of the Project and the provision of the Financial Assistance to the Company as described herein, provided, however, that such Financial Assistance shall not be provided until the Company has furnished to the Agency fully executed Host Community Agreements between the Company and each of the Affected Tax Jurisdictions.

Section 3. Subject to the Company executing an Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of insurance for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and

lawful agent of the Agency: (i) to acquire, construct and/or renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the appointment of the Company as agent of the Agency, if utilized, shall expire one year from the date of this Inducement Resolution (unless extended for good cause by the Chair, the Vice Chair, and/or the Executive Director).

A. Financial Assistance. With respect to the foregoing, and based upon the representations and warranties made by the Company in the Application, the Agency hereby:

(i) authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount estimated up to \$81,000,000, and, therefore, the value of the sales and use tax exemption benefits (“sales and use tax exemption benefits”) authorized and approved by the Agency cannot exceed \$6,480,000, however, the Agency may consider any requests by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and

(ii) authorizes and approves that the real property tax abatement benefits (“PILOT Benefits”) to be provided over the term of the PILOT Agreement are estimated to be approximately \$60,875,065 resulting in estimated total PILOT payments of zero dollars (\$0) each year over the term of the PILOT Agreement.

B. Terms and Conditions of Financial Assistance. Pursuant to Section 875(3) of the New York General Municipal Law, and per the policies of the Agency and the terms of this Inducement Resolution, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any New York State and local sales and use tax exemption benefits and/or real property taxes benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the New York State and local sales and use tax exemption benefits; (ii) the New York State and local sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the New York State and local sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on the Application; and/or (v) the New York State and local sales and use tax exemption benefits and/or real property taxes benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with the Investment Commitment, the Employment Commitment, and/or the Construction Jobs and Local Labor Commitment, said

commitments, as described below, being a material term or condition to use property or services in the manner approved by the Agency in connection with the Project.

As a condition precedent of receiving Financial Assistance, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must cooperate with the Agency in its efforts to recover or recapture any Financial Assistance, and promptly pay over any such amounts to the Agency that the Agency demands.

C. Commitments. As an additional condition precedent of receiving Financial Assistance, and as a material term or condition as approved by the Agency in connection with the Project, the Company covenants and agrees and understands that it must, subject to potential modification, termination and/or recapture of Financial Assistance for failure to meet and maintain the commitments and thresholds as described below, submit, on an annual basis or as otherwise indicated below through the termination of the PILOT Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment - the total investment made with respect to the Project at the time of Project completion equals or exceeds \$618,874,498, being the total project cost as stated in the Company's Application.
- (ii) Employment Commitment - that within two (2) years of Project completion, and throughout the term of the PILOT Agreement, the Company has created and maintained FTE employment at the Facility equal to ten (10) FTE employees (being the ten (10) new FTE employee positions proposed to be created by the Company as stated in its Application).
- (iii) Construction Jobs and Local Labor Commitment - the Company will use best efforts to ensure that at least 50% of the total construction labor force is sourced from the counties of Cattaraugus, Erie, Chautauqua, Niagara, Genesee, Wyoming, Livingston, Allegany and Steuben. This commitment acknowledges that the Project requires specialized skills, certifications and training that may not be widely available within the local workforce, as well as existing labor constraints caused by other major infrastructure projects in the region. The Company will provide quarterly reports to the Agency during the construction period detailing the use of local labor.

Section 4. Subject to the terms of this Inducement Resolution, the Chair, the Vice Chair, and/or the Executive Director, are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver (A) an Agent Agreement, (B) the Lease Agreement whereby the Company leases the Project to the Agency, (C) the related Leaseback Agreement whereby the Agency leases the Project back to the Company, (D) the PILOT Agreement and (E) related documents; provided, however, that (i) the rental payments under the Leaseback Agreement to the Company include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the PILOT Agreement Deviation, it being acknowledged and agreed that the Agency has complied with the procedures necessary to deviate from the Agency's Uniform Tax Exemption Policy.

Section 5. Subject to the terms of this Inducement Resolution, the Chair, the Vice Chair, and/or the Executive Director, are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by this Inducement Resolution or required by any lenders identified by the Company (collectively, the “Lender”) up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance acquisition and Project costs or equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement, and related documents, collectively called the “Agency Documents”); and, where appropriate, the Secretary or the Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, the Vice Chair, and/or the Executive Director of the Agency shall approve, the execution thereof by the Chair, the Vice Chair, and/or the Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency’s interest in the Project.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to negotiate, execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 7. All actions heretofore taken by the Agency and/or its members, officers, and employees with respect to this Inducement Resolution are hereby ratified, approved and confirmed in all aspects.

Section 8. This Inducement Resolution shall take effect immediately and shall expire one (1) year from the date hereof unless extended for good cause by the Chair, the Vice Chair, and/or the Executive Director.

Dated: December 16, 2025