

INDUCEMENT RESOLUTION

At a regular meeting of the Herkimer County Industrial Development Agency held at Herkimer, New York, on December 3, 2009 at 9:30 am.

The meeting was called to order by the Chairman, and, upon the roll being called, the following were

PRESENT: J. Keith Davy, John J. Piseck, Jim Bono, Karin Zipko, Harley Ruppert, Robert Payne

ABSENT: Richard Collins

ALSO PRESENT: Mark D. Feane, Lillian A. Oram, Martin Regan, Kathleen Moynihan, Raymond Smith, Frederick Shaw, Michael Stephens, Dave Robinson

The following resolution was offered and seconded with the members voting:

AYE

NAY

ALL

NONE

RESOLUTION TAKING OFFICIAL ACTION TO ASSIST ATLANTIC WIND LLC (the "Company") IN ACQUIRING, CONSTRUCTING, RENOVATING AND EQUIPPING A CERTAIN FACILITY IN THE TOWNS OF FAIRFIELD, NORWAY, AND LITTLE FALLS, COUNTY OF HERKIMER, STATE OF NEW YORK

WHEREAS, the Herkimer County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York Chapter 410 of the Laws of 1970 and Chapter 158 of the Laws of 1981 of the State (collectively, the "Act") to promote, develop, encourage and assist in the constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting 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 (the "State"); 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 provide assistance in the construction and equipping of one or more "Projects" (as defined in the Act); and

WHEREAS, the Company has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking: (i) to provide assistance through sales tax, mortgage tax and real property tax incentives for the constructing, equipping, and financing of the below described project (the "Facility") (the "Assistance"), (ii) to construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility consists of the acquisition, construction and equipping of a number of multiple acres (the "Facility") 74 MW wind energy conversion facility (wind farm) located in the Towns of Fairfield, Norway and Little Falls in Herkimer County, NY. The Project consists of 37- 2 MW wind turbines, 14 miles of gravel access road, 20 miles of buried electrical collection lines, substation and operations and maintenance facility at an estimated cost of \$200,000,000.00 (the "Project Costs"); and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto the Department of Environmental Conservation of the State Department of Environmental Conservation of the State (collectively, SEQR"), the Agency constitutes a State Agency; and

WHEREAS, the Agency has considered its environmental assessment form and related forms (the questionnaire submitted by the Company) the requisite criterion to determine whether the proposed action or the Project will have a significant effect on the environment; and

WHEREAS, if required by the Act, a public hearing will be duly noticed and had with respect to the Facility and the Assistance.

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

1. Based upon the application and other representations made by the Company to the Agency and the Agency's due deliberation, the Agency hereby makes the following findings and determinations:

- A. The Facility constitutes a "Project" within the meaning of the Act.
- B. The Assistance will induce the Company to locate the Facility in the County, thereby maintaining and increasing employment opportunities within the State of New York and otherwise furthering the proposes of the Agency as set forth in the Act.
- C. The Facility will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Facility

from one area of 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 Facility located in the State.

D. But for the Assistance there is a substantial likelihood that the Company will not pursue the project.

E. The Facility is a "manufacturing facility" as defined in the Act.

2. The form and substance of the proposed agreement in substantially the draft form presented to this meeting between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to providing of the Assistance (the "Agreement") are hereby approved. The Chairman and Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agreement in substantially the form presented to this meeting, with such changes in terms and form as the Chairman or Vice Chairman shall approve. The execution thereof by the Chairman or Vice Chairman shall constitute conclusive evidence of such approval.

3. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in paragraph 5 herein and in the Agreement, the Company is hereby authorized to proceed with the acquisition, construction, equipping, and financing of the Facility and to advance such funds as may be necessary to accomplish such purposes.

4. Subject to the conducting of a public hearing, if required, pursuant to Sections 859-a and 862 of the Act and subject to the conditions set forth in the Agreement, the Company in accordance with the Agreement and where applicable its tenant or tenants, are appointed the true and lawful agents of the Agency (i) to acquire, construct, equip, and finance the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and the same validity as the Agency could do if acting in its own behalf.

5. This resolution is conditioned upon the completion of all SEQR Act requirements respecting the Project and the adoption by the Agency of the findings and conclusions thereof and the ultimate satisfaction by the Company of all requirements related thereto.

A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed, posted and published as shall be necessary to conform with the requirements of SEQR.

6. This Resolution shall take effect immediately.

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

I, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the Herkimer County Industrial Development Agency (the "Agency") held on December 3, 2009, with the original thereof on file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I, FURTHER CERTIFY that (i) all members of the Agency had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public, and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Agency present throughout the 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 3rd day of December, 2009.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



By:

Lillian A. Oram
Lillian A. Oram, Assistant Secretary