

RESOLUTION AUTHORIZING AND CONSENTING TO THE ASSIGNMENT OF
THE MEMBERSHIP INTERESTS IN DANSKAMMER ENERGY, LLC TO
DANSKAMMER HOLDINGS LLC AND THE AMENDMENT OF THE LEASE
AGREEMENT TO ADD THE ORANGE COUNTY FUNDING CORPORATION.

MOTION BY: BONURA

SECONDED BY: ROGULSKI

WHEREAS, by agreements dated as of December 1, 2014, this IDA entered into certain Lease, Leaseback and Tax Agreements with Danskammer Energy, LLC for property located at West Hudson River Road and Old Post Road in the Town of Newburgh; and

WHEREAS, the IDA has been informed that the parent entities and holders of membership interests in Danskammer Energy, LLC have entered into a Purchase and Sale Agreement with Danskammer Holdings LLC to convey 100% of the membership interest in Danskammer Energy, LLC; and

WHEREAS, pursuant to Section 6.3(a) of the Leaseback Agreement and Section VII of the Tax Agreement, the IDA's consent to an assignment in the ownership of Danskammer Energy, LLC is required; and

WHEREAS, the attorney for the prospective purchaser has requested that the IDA to authorize and consent to the assignment of the membership interests to Danskammer Holdings LLC; and

WHEREAS, Danskammer Energy, LLC will continue to own the premises and own and operate the power plant facility and will continue to be responsible for all obligations of the Leaseback and Tax Agreements; and

WHEREAS, as presently contemplated, the sale of the membership interests in Danskammer Energy, LLC will be financed in part by one of that entity's current owners and will be secured by a mortgage for which a mortgage recording tax exemption has been requested from the Orange County Funding Corporation; and

WHEREAS, the IDA wishes to authorize and consent to the assignment of the membership interests and the execution of any and all documents necessary to effect the purposes of this resolution.

NOW, THEREFORE, BE IT RESOLVED, that the IDA hereby authorizes and consents to the assignment of the membership interests in Danskammer Energy, LLC to Danskammer Holdings LLC.

FURTHER RESOLVED, that the IDA authorizes the amendment of the Lease Agreement to include the Orange County Funding Corporation as a party for the purposes

of that entity to provide a mortgage recording tax exemption to Danskammer Holdings LLC.

FURTHER RESOLVED, that the IDA Bond Counsel and Local Counsel are hereby authorized to prepare all necessary documents in order to effectuate the provisions of this resolution.

FURTHER RESOLVED, that the Chief Operating Officer and/or Chairman of the IDA is hereby authorized to execute any and all documents necessary to effectuate the provisions of this resolution.

Vote:

Mr. Schreibeis	Aye
Ms. Rogulski	Aye
Mr. Diana	Absent
Mr. Brescia	Aye
Mr. Bonura	Aye
Mr. Steinberg	Aye
Chairman Armistead	Aye

DATED: November 9, 2017

6 AYES; 0 NAYS

RESOLUTION: Adopted

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Attorney to the Orange County Funding Corporation, DO
HEREBY CERTIFY:

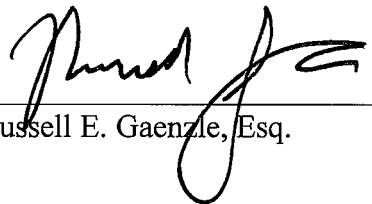
That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 9th day of November, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of November, 2017.



Russell E. Gaenzle, Esq.

