

**APPROVAL OF THE MAYOR OF THE CITY OF CARTERSVILLE, GEORGIA
APPROVING THE PLAN OF FINANCING AND ISSUANCE OF REVENUE BONDS BY
BARTOW-CARTERSVILLE JOINT DEVELOPMENT AUTHORITY
FOR THE BENEFIT OF HANWHA Q CELLS USA, INC.**

WHEREAS, the Bartow-Cartersville Joint Development Authority (the “*Issuer*”) has considered the application and plan of financing of Hanwha Q CELLS USA, Inc., a Delaware corporation, and any related entity or subsidiary thereof (collectively, the “*Company*”) requesting the Issuer’s assistance in financing, in whole or in part, the cost of the acquisition, construction, installation and equipping of certain sewage or solid waste disposal facilities (the “*Facilities*”) at a new manufacturing facility located at Highland 75 Corporate/Industrial Park, 751 Great Valley Pkwy., White, Georgia 30184 in Bartow County, Georgia, through the issuance from time to time in one or more series of the Issuer’s revenue bonds (the “*Bonds*”) in an aggregate principal amount outstanding of not to exceed \$750,000,000, and the Hearing Officer held a public hearing with respect to such proposed plan of financing for the Facilities on May 18, 2023; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “*Code*”), provides that the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of such private activity bonds is located shall approve the issuance of such bonds; and

WHEREAS, the Issuer issues its revenue bonds on behalf of the City of Cartersville, Georgia, the Facilities are located in the City of Cartersville, Bartow County, Georgia, and the Mayor of the City of Cartersville, Georgia is the chief elected official of the City of Cartersville, Georgia; and

WHEREAS, a certificate regarding the public hearing has been filed with the minutes of this meeting;

NOW, THEREFORE, BE IT APPROVED by the Mayor of the City of Cartersville, Georgia, as follows:

Section 1. The issuance of the Bonds by the Issuer from time to time in one or more series for the benefit of the Company in an aggregate outstanding principal amount of not to exceed \$750,000,000, as described in the plan of financing presented to and on file with the Issuer, to assist in the financing of the cost of the Facilities is hereby approved to the extent required by Section 147(f) of the Code, as follows:

- (a) The Facilities consist of certain sewage or solid waste disposal facilities in the City of Cartersville, Bartow County, Georgia;
- (b) The initial owner or operator of the Facilities is Hanwha Q CELLS Georgia, Inc., a wholly owned subsidiary of Hanwha Q CELLS USA Inc; and

(c) The location of the Facilities is located at Highland 75 Corporate/Industrial Park, 751 Great Valley Pkwy., White, Georgia 30184 in Bartow County, Georgia.

Section 2. Such approval by the Mayor of the City of Cartersville, Georgia does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of the Company or the Facilities, and the Bonds shall not constitute an indebtedness or obligation of the State of Georgia or of any county, municipal corporation or political subdivision thereof. The Bonds shall be payable solely from the revenues derived from the Company and pledged to the payment thereof and no owner of any of the Bonds shall ever have the right to compel any exercise of the taxing power of the State of Georgia or of any county, municipal corporation or political subdivision thereof, nor to enforce the payment thereof against any property of the State of Georgia or of any county, municipal corporation or political subdivision thereof.

Section 3. This approval shall take effect immediately upon its adoption.

APPROVED this 18th day of May, 2023.

(SEAL)

CITY OF CARTERSVILLE, GEORGIA

By: _____
Mayor