Ms. Kellea Bauda Administrative Director Tompkins County Industrial Development Agency 119 East Seneca Street, Suite 200 Ithaca, New York 14850

Re: Yellow Barn Solar - Towns of Groton and Lansing (the "Towns") Host Community Agreements (the "HCAs")

Dear Ms. Bauda:

We are pleased to inform you that, subject to final approval by our respective Town Boards at their respective next regular meetings, we have reached an agreement with Yellow Barn Solar, LLC ("Yellow Barn"), permittee of the Yellow Barn Solar project, DPS Matter No. 23-02986 (the "Project"), with respect to amounts Yellow Barn will pay to the Towns pursuant to HCAs to be entered into between each Town and Yellow Barn in connection with the Project.

Yellow Barn has agreed to pay a total, "all-in" amount of \$6,000 per megawatt across both HCAs and a payment in lieu of taxes agreement (the "PILOT") with Tompkins County Industrial Development Agency ("TCIDA"). As the project is 160 megawatts, the total amount in the first year under a basic payment structure would be \$960,000. Sixty percent (60%) of that amount is to be allocated to the two HCAs, leaving a total first year amount to be paid under the PILOT of \$384,000.

We understand that Yellow Barn desires to structure the PILOT with a 20-year term, with payments increasing 2% annually over such term. We also understand that the Towns will each receive a distribution from the PILOT according to the provisions of New York's General Municipal Law.

The Towns intend to structure payments under the HCAs based on the net present value of the total amount allocable to the HCAs with a "balloon payment" prior to interconnection of the Project, and with the remaining amount of such value paid over the subsequent ten years.

This agreement is intended to have no impact on TCIDA's administrative fee, and Yellow Barn will pay the full amount of taxes allocable to the Project after the end of the PILOT term as required under applicable state law.

We thank you for your support for our communities in this matter. Please let us know if you have any questions or need any additional information. We will let TCIDA know when the final HCAs have been approved by our respective boards.

Very truly yours,

Town of Groton

Donald Sheffler Town Supervisor

Town of Lansing

Ruth Groff

Town Supervisor

MAE:

Cc: Mr. Rich John, TCIDA Chair

Mr. Russell E.Gaenzle, Esq.

Mr. Stepen Maier, Esq. Mr. Rob Panasci, Esq.