

STATE OF NEW MEXICO)
) ss.
COUNTY OF TORRANCE)

The Board of County Commissioners (the ‘‘Board’’) of Torrance County (the ‘‘County’’), in the State of New Mexico, met in open regular session in full conformity with law and the ordinances and rules of the County, in the Commission Chambers at the Administrative Offices of the County, located at 205 Ninth Street, Estancia, New Mexico, in the County, being the regular meeting place of the Board, at 9:00 a.m. on Wednesday, December 8, 2021, at which time there were present and answering the roll call the following members:

Chair:

[Ryan Schwebach]

Commissioners:

[Leroy Candelaria, Member]

Absent:

[Kevin McCall, Vice Chair]

The [Deputy County Manager], [County Clerk] and [County Attorney] were also present.

Thereupon the following proceedings, among others, were had and taken, to wit:

There was officially filed with the County Clerk, the Chair and each Commissioner, a copy of a resolution in final form, which is as follows:

RESOLUTION NO. 2021- 51

A RESOLUTION RELATING TO THE PROPOSED INDUSTRIAL REVENUE BONDS TITLED TORRANCE COUNTY, NEW MEXICO TAXABLE INDUSTRIAL REVENUE BONDS (PATTERN SC HOLDINGS LLC PROJECT), SERIES 2021A AND ONE OR MORE SUBSERIES OF THE SERIES 2021A BONDS (COLLECTIVELY, THE "BONDS"); AND DIRECTING THE COUNTY CLERK TO PUBLISH NOTICE OF INTENT TO CONSIDER AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF THE BONDS IN A NEWSPAPER OF GENERAL CIRCULATION WITHIN THE COUNTY.

WHEREAS, the New Mexico legislature has enacted the County Industrial Revenue Bond Act, NMSA 1978, Sections 4-59-1 to -16 (1975, as amended through 2021) (the "Act"), which authorizes Torrance County, New Mexico (the "County") to issue industrial revenue bonds and to acquire projects as defined in the Act; and

WHEREAS, the County, acting through its Board of County Commissioners, desires to promote industry and trade by inducing manufacturing, industrial and commercial enterprises to locate or expand in the County, to promote the use of the natural resources of the County, and to promote a sound and proper balance in the County and the State of New Mexico (the "State") between agriculture, commerce and industry, and to promote the health, safety, security, general welfare, convenience and the prosperity of the inhabitants of the County; and

WHEREAS, Pattern SC Holdings LLC, a Delaware limited liability company authorized to do business in the State ("Pattern") has made a proposal to the County (the "Proposal") on its own behalf and on behalf of its affiliated entities and their respective successors, assigns and/or affiliates for acquisition by the County from Pattern or any affiliated entity thereof and their respective successors, assigns and/or their affiliates (collectively, the "Company") of a leasehold and other interests in land and equipment and other tangible personal property located in the County which will constitute an authorized project under the Act, to be developed in one or more phases (the "Project"); and

WHEREAS, the Board of County Commissioners of the County constitutes the governing body of the County (the "Governing Body") within the meaning of the Act; and

WHEREAS, pursuant to Resolution No. 2021-37, adopted on October 13, 2021 (the "Inducement Resolution"), which is incorporated by reference herein, the Governing Body has previously expressed its intent to proceed with the issuance of the Bonds to be issued in one or more series, which constitutes one of the inducements whereby the Company will determine to proceed with the Project; and

WHEREAS, the Inducement Resolution requires that the Company's proposal to make payments in lieu of taxes based on the nameplate installed generating capacity of the Project (the "PILT"), to be allocated between and among the County, and the Corona Municipal School

District, the Estancia Municipal School District, the Moriarty Municipal School District, the Mountainair Public School District, and the Vaughn Municipal School District (collectively, the "Districts"), be set forth in the ordinance approving the issuance and delivery of the Bonds (the "Bond Ordinance") or in the transaction documents approved by the Bond Ordinance, not later than the date on which the Project Property (as defined in the Inducement Resolution) is owned and leased by the County; and

WHEREAS, the County and the Company understand that the adoption of this resolution (this "Resolution") shall not obligate the County to issue the Bonds except in full compliance with the terms of the Bond Ordinance to be adopted by the Governing Body and approval of the documents under which the County will acquire the Project and authorizing the issuance of the Bonds; and

WHEREAS, NMSA 1978, Section 4-37-7 (1981) requires that publication of the title and a general summary of the subject matter of any proposed ordinance be made in a newspaper of general circulation within the County at least two weeks prior to the meeting of the Governing Body at which the ordinance is proposed for final passage.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS, THE GOVERNING BODY OF TORRANCE COUNTY, NEW MEXICO:

Section 1. All actions (not inconsistent with the provisions hereof) heretofore taken by the Governing Body and the officers and employees of the County, related to the Proposal, the acquisition, construction, equipping and installation of the Project, and the sale and issuance of the Bonds, are hereby ratified, approved and confirmed.

Section 2. In order to promote the health, safety, security, general welfare, convenience and prosperity of the inhabitants of the County, it is the Governing Body's intent, subject to the conditions provided in the Inducement Resolution, to take all necessary and advisable steps to consider and, if appropriate, to effect the issuance of the Bonds in an aggregate principal amount not to exceed \$3,500,000,000, in one or more series or subseries, in order to defray part or all of the costs of the Project. The Bonds are to be titled substantially as follows: "Torrance County, New Mexico Taxable Industrial Revenue Bonds (Pattern SC Holdings LLC Project), Series 2021A," provided, however, that in the Bond Ordinance, the County may designate a different title and series designation for any series or subseries of the Bonds.

Section 3. The agreement requiring the Company to make PILT payments to the County and the Districts, shall be set forth in the Bond Ordinance or in the transaction documents approved by the Bond Ordinance, not later than the date on which the Project Property (as defined in the Inducement Resolution) is owned and leased by the County.

Section 4. The members of the Governing Body and other appropriate County officials and employees are hereby authorized and empowered to take such steps and to do such things as may be necessary to achieve the purposes of this Resolution; provided, however, that the issuance of the Bonds and the execution and delivery of any documents to which the County is a

party in connection therewith shall be subject to the approval and authorization of the Governing Body pursuant to the Bond Ordinance.

Section 5. This Resolution shall not give rise to a pecuniary liability of the County and shall not give rise to a charge against its general credit or taxing powers. In particular, no provision of this Resolution shall in any way obligate the County or any other person to issue the Bonds or any other bonds, or to in any way finance the Project; and the Governing Body retains full and complete discretion with respect thereto

Section 6. The Bond Ordinance shall be adopted following reasonable public notice of the Governing Body's intent to adopt such Bond Ordinance at least fourteen days prior to the consideration of the Bond Ordinance by the Governing Body at a public meeting, such public notice to specify the time, date and place of the Governing Body's public hearing on the Bond Ordinance and the meeting at which the Bond Ordinance will be considered, upon consultation with the Company. The County Clerk is hereby directed, in accordance with NMSA 1978, Section 4-37-7 (1981), to publish in *The Independent*, a newspaper of general circulation within the County, the title and general summary of the Bond Ordinance at least two weeks prior to the meeting at which the Governing Body will consider the Bond Ordinance. The County Clerk may undertake such publication upon her own initiative, following consultation with the County Manager and receipt by the County of a draft of the Bond Ordinance and any necessary documents related thereto. The publication described in this Section 6 shall be in substantially in the form attached hereto as EXHIBIT A, with such changes as are not inconsistent herewith and approved by the County Manager. The County Manager is hereby authorized to put the consideration of the adoption of the Bond Ordinance on the agenda for the meeting of the Governing Body at which the Bond Ordinance will be considered in accordance with County procedures and to make such agenda available to the public at least 72 hours in advance of such meeting in accordance with Resolution No. 2021-1 or any successor resolutions pertaining to notice of public meetings of the County.

Section 7. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 8. All orders and resolutions, or parts thereof, in conflict with this Resolution are hereby repealed; provided, however, this repealer shall not be construed to revive any order, resolution or part thereof, heretofore repealed.

Section 9. This Resolution shall take effect immediately upon its adoption and approval by the Governing Body.

[Signature page follows]

PASSED, ADOPTED, SIGNED AND APPROVED this 8th day of December, 2021.

BOARD OF COUNTY COMMISSIONERS,
TORRANCE COUNTY, NEW MEXICO



Ryan Schwebach, Chair

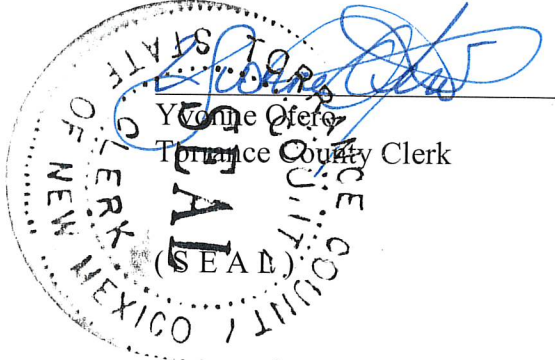
Absent

Kevin McCall, Vice Chair




Leroy Candelaria, Member

ATTEST:



Approved as to Form and Sufficiency:



John Butrick, Esq.
Torrance County Attorney

EXHIBIT A

FORM OF NOTICE OF INTENT TO ADOPT BOND ORDINANCE

TORRANCE COUNTY, NEW MEXICO
NOTICE OF MEETING AND INTENT TO ADOPT BOND ORDINANCE

Torrance County, New Mexico (the "County"), hereby gives notice of a regular Board of County Commissioners meeting on [Wednesday, January 12, 2022] at 9:00 a.m., in the Commission Chambers at the Administrative Offices of the County, located at 205 Ninth Street, Estancia, New Mexico. At such meeting, the Board of County Commissioners will hold a public hearing concerning, and will consider for adoption, an ordinance (the "Ordinance") relating to the County's Taxable Industrial Revenue Bonds (Pattern SC Holdings LLC Project), Series 2021A and one or more subseries of the Series 2021A Bonds (collectively, the "Bonds"). Complete copies of the Ordinance are available for public inspection during the normal and regular business hours of the County Clerk, 205 S. Ninth Street, Estancia, NM 87016.

The title of the Ordinance (subject to amendment or substitution) is:

TORRANCE COUNTY, NEW MEXICO
BOARD OF COUNTY COMMISSIONERS
ORDINANCE NO. [INSERT ORDINANCE NUMBER]

AUTHORIZING THE ISSUANCE AND SALE OF TORRANCE COUNTY, NEW MEXICO TAXABLE INDUSTRIAL REVENUE BONDS (PATTERN SC HOLDINGS LLC PROJECT), SERIES 2021A AND ONE OR MORE SUBSERIES OF THE SERIES 2021A BONDS, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$3,500,000,000 (COLLECTIVELY, THE "BONDS"); TO PROVIDE FUNDS TO FINANCE THE ACQUISITION, CONSTRUCTION, EQUIPPING AND INSTALLATION OF WIND ENERGY FACILITIES TO BE CONSTRUCTED IN ONE OR MORE PHASES FOR THE PURPOSE OF GENERATING ELECTRICITY AND LOCATED WITHIN THE COUNTY BUT OUTSIDE THE BOUNDARIES OF ANY INCORPORATED MUNICIPALITY; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE, A LEASE AGREEMENT, A BOND PURCHASE AGREEMENT, A SUBLEASE AGREEMENT, THE BONDS, ONE OR MORE SUBSERIES OF THE BONDS, AND OTHER DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS AND ANY SUBSERIES OF THE BONDS; MAKING CERTAIN DETERMINATIONS AND FINDINGS RELATING TO THE BONDS OF EACH SERIES; RATIFYING CERTAIN ACTIONS TAKEN PREVIOUSLY; AND REPEALING ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE.

The title sets forth a general summary of the subject matter contained in the Ordinance.

As proposed in the Ordinance: (1) the Bonds will be issued under the authority of the New Mexico County Industrial Revenue Bond Act, NMSA 1978, Sections 4-59-1 to -16 (1975, as amended through 2021); (2) the proceeds of the Bonds will finance the acquisition, construction, and installation of wind energy generation facilities and associated electrical generating equipment and real property used to generate electricity from wind energy in the County (the "Project") for use by Pattern SC Holdings LLC, or any affiliated entity thereof and their respective successors, assigns and/or their affiliates (collectively, the "Company"); and (3) the Project will be leased to the Company by the County.

Under the terms of the proposed Lease Agreement (the "Lease") between the County and the Company, the Company will be obligated to pay rent for the Project sufficient to pay, when due, the principal of, interest on and redemption price, if any, of the Bonds and to make certain other payments as provided in the Lease. Each series or subseries of Bonds will be issued pursuant to an Indenture (the "Indenture") proposed to be entered into among the Company, the County, the purchaser of the Bonds and a depository. The Bonds will be sold to a bond purchaser pursuant to the terms of a proposed Bond Purchase Agreement.

THE PRINCIPAL OF, INTEREST ON AND REDEMPTION PRICE OF THE BONDS WILL NEVER CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY PROVISION OR LIMITATION OF THE CONSTITUTION OR LAWS OF THE STATE OF NEW MEXICO. THE BONDS WILL NEVER CONSTITUTE NOR GIVE RISE TO A PECUNIARY LIABILITY OF THE COUNTY OR A CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWERS.

The Bonds will mature, bear interest, be subject to prior redemption and contain other terms and provisions all in accordance with the Indenture and the Ordinance.

This notice constitutes compliance with NMSA 1978, Section 4-37-7 (1981).

If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter or any other form of auxiliary aid or service to attend or participate in the hearing(s) or meeting(s), please contact the Manager's Office at 544-4700 at least one week prior to the meeting or as soon as possible. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact the Manager's Office at the number listed above if a summary or other type of accessible format is needed.

Dated this 8th day of [December], 2021.

BOARD OF COUNTY COMMISSIONERS
OF TORRANCE COUNTY, NEW
MEXICO

By: /s/ Ryan Schwebach
Ryan Schwebach, Chair

Commissioner [INSERT NAME] then moved that the resolution as filed with the County Clerk be passed and adopted. Commissioner [INSERT NAME] seconded the motion.

The question being upon the passage and adoption of said resolution, the motion was voted upon with the following result:

Those Voting Yea:

[Ryan Schwebach, Chair]
[Leroy Candelaria, Member]

Those Voting Nay:

[None]

Those Absent:

[Kevin McCall, Vice Chair]

The Chair thereupon declared that at least a majority of all the members of that Board having voted in favor thereof, the motion was carried and the resolution duly passed and adopted. After consideration of matters not relating to the resolution, the meeting on motion duly made, seconded and [unanimously] carried, was adjourned.

BOARD OF COUNTY COMMISSIONERS
TORRANCE COUNTY, NEW MEXICO

By



Ryan Schwebach, Chair

ATTEST:

By



Yvonne Otero
Torrance County Clerk



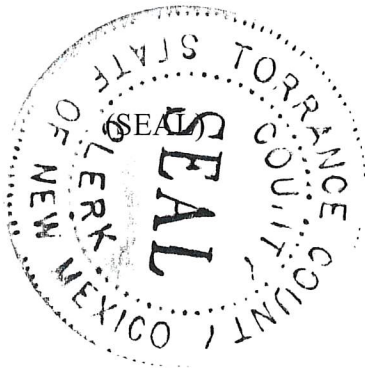
STATE OF NEW MEXICO)
) ss.
COUNTY OF TORRANCE)

I, Yvonne Otero, County Clerk of Torrance County, New Mexico (the "County"), do hereby certify:

1. The foregoing pages are a true, correct and complete copy of the record of the proceedings of the Board of County Commissioners (the "Board") of the County, constituting the governing body of the County, taken at a duly called regular, open meeting of the Board held in the Commission Chambers at the Administrative Offices of the County, located at 205 Ninth Street, Estancia, New Mexico, being the regular meeting place of the Board, on Wednesday, December 8, 2021, beginning at 9:00 a.m., insofar as the same relate to the proposed resolution, a copy of which is set forth in the official records of the proceedings of the County kept in my office. None of the action taken has been rescinded, repealed, or modified.

2. Notice of such meeting was given in compliance with the permitted methods of giving notice of meetings of the Board as required by the open meetings standards then in effect, i.e., the County's Open Meetings Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Torrance County, New Mexico, this 8th day of December, 2021.





Yvonne Otero
Torrance County Clerk