

EDPR NA - NYS ATTORNEY GENERAL'S CODE OF CONDUCT
DISCLOSURE/PUBLICATION PROCEDURES
May 12, 2015

EDPR NA entered into the Code of Conduct Agreement (the "Code") on August 19, 2009. Pursuant to Section 2 of the Code, EDPR NA is required to make certain disclosures/publications. Below is a list of the procedures associated with such disclosures/publications.

1. Once you have identified a potential landowner, you need to obtain an AG Questionnaire. If the landowner has positive answers to the disclosure giving us notice that they are a municipal officer or a relative of a municipal officer (or have been within the last two years), you must notify Jana Green, Susan Culver and Roselene Alexis of the positive answers.

2. The following information should be provided to Jana Green, Susan Culver and Roselene Alexis:
 - (a) Completed questionnaire;
 - (b) What type of agreement you would like to enter into;
 - (c) Payment range for the agreement from Section II 3(c) of the Code (You must include all payments that will be paid out under the agreement for the full term of the agreement. For example, Leases should include signing fees, development term rent, extended term rent, construction (installation) fees, Operational Rent for the life of the Lease, any met tower payments, etc. If it is a 30 year Lease with a 5 year extension, you must assume we will have the Lease in effect for all 35 years and include all payments in that time. If you have any questions, please contact Aron Branam for Jericho Rise, North Slope, or Jeffrey Nemeth for Arkwright, Alabama Ledge, Franklin, Rolling Uplands to help you with the calculations);
 - (d) Town Clerk's (or Village Clerk, etc.) name and address (You must include the full name and mailing address for the Clerk);
 - (e) If the landowner is a relative of a municipal officer, provide the name and address of the municipal officer; and
 - (f) Newspaper of Record information (You must call the County Clerk's Office for the County in which your project is located and have them tell you what the County's newspaper of record is; then, contact the newspaper and get the name, address, fax and email address for the person to whom the publication notice should be sent. You must also find out how much the publication will cost and make sure that you will (a) be able to pay with a credit card, (b) have them invoice you or (c) pay up front with a check.

*Please note that Susan Culver will **not** prepare your documents without all of the information above being submitted.

3. Jana Green and Susan Culver will prepare the following for review to be reviewed by the Project team (Jeffrey Nemeth for Arkwright, Alabama Ledge, Franklin, Rolling Uplands and Aron Branam for Jericho Rise, North Slope,):

(a) Land documents (Lease, Option, etc.);

(b) Disclosure documents:

- **Disclosure letter to Municipality & Property Interest of Municipal Officer** (or relative) for Filing with Clerk shall be addressed to the Town Clerk at the address provided in accordance with 2(d) above and sent via certified mail;
- **Letter to Newspaper & Publishing Abstract** shall be addressed to the newspaper of record at the address provided in accordance with 2(f) above and sent via certified mail;
- **Notice to Municipal Officer** shall be addressed to the Municipal Officer at the address provided in accordance with 2(a) and 2(e) above and sent via certified mail;
- **Notice to Wind Task Force** and Judith C. Malkin, Assistant AG via certified mail as follows:

Wind Task Force, Office of the Attorney General,
c/o Public Integrity Bureau,
120 Broadway, 22nd Floor
New York, New York 10271

Judith C. Malkin
Assistant Attorney General
Office of the Attorney General
615 Erie Blvd. West, Suite 104
Syracuse, NY 13204

The packages to the Task Force and Assistant AG shall include the original Notice to Wind Task Force as well as copies of the following:

1. **Disclosure letter to Municipality ;**
2. **Property Interest of Municipal Officer;**
3. **Letter to Newspaper & Publishing Abstract;**
4. **Notice to Municipal Officer**

4. No documents should be sent to the landowner for review and signature until:

- (a) You receive the final, executable documents from legal in secured PDF files;
- (b) You have the final, executable disclosure documents from legal in secured PDF files;
- (c) You have all of the contact information for the newspaper of record in the County where the project is located. You will also need to call the newspaper to confirm the procedures for publications and make sure you can pay with your credit card or have an account set up for billing. This needs to be done in advance so there will

not be any delay in the Abstract being published. THE PUBLICATION ONLY NEEDS TO RUN ONE DAY;

- (d) You have requested the check from accounting to record the documents at the County Clerk's Office. Timing is key here as well – you need to make sure you will have the check in time to record the documents immediately upon receipt.
5. Once you have taken care of everything in number (4.) above, the documents should be sent to the landowner for review and signature.
6. When you receive the executed documents back from the landowner:
 - (a) Confirm that everything has been signed correctly;
 - (b) Have the Project Manager sign the land documents and the disclosure documents. You don't want the disclosure documents dated before the PM signs the land documents. This is very important;
 - (c) Scan everything to Jana, Susan and Roselene for review before recording anything;
 - (d) Once the documents are approved for recording, record them immediately at the County Clerk's Office;
 - (e) After you know the documents are recorded, have the publication run in the newspaper the day after recording. If publication cannot happen the day after recording, it should be published within a couple of days of the recording. This timing is key. You cannot publish before you record;
7. Notify Susan that everything has been recorded and published and request that she update the disclosure chart and the notices on the www.edprwindfarms.com website;
8. Once the documents have been recorded and the Abstract has been published in the newspaper, the disclosures must go out immediately – **absolutely no exceptions**. Pay close attention to who is copied on each letter. Each letter (package) will go out in accordance with paragraph 3(b) above.
9. Copies of everything must be kept on the R/Drive in the folder for your project at *R:\Core Business\Domestic Projects\NY\Attorney General*. (If there isn't a folder for your project yet, go ahead and create one). Create a new folder under your project folder with the landowner's name. For an example, go to *R:\Core Business\Domestic Projects\NY\Attorney General\Marble River\Matthews Hlusko Assignment AG Disclosures 11Jan2012*. Scan copies of the following into the landowner folder that you created:
 - (a) Each letter/disclosure document signed/dated by the PM;
 - (b) The publishing abstract;
 - (c) The Notice to the Clerk;
 - (d) Each full package with certified mailing information. (The idea is to have a full copy of everything that went to the OAG, Task Force, etc. along with the mailing information);
 - (e) Return receipts from the certified mailings; and

- (f) Affidavit of Publication from the newspaper. (Note: Make sure to follow up with the newspaper within a few days of the publication to ensure the Affidavit of Publication is sent to you – some of them are not very good about sending it. Once you receive it and have scanned it to this directory, you should send the original to the Project Vault with instructions for them to attach it to the original agreement (Lease, Option, etc.).

10. For Agreements other than land documents: Use procedures listed in 2 and 3 above.

Please feel free to call Jana Green, Susan Culver or Roselene Alexis with any questions