

**ASSIGNMENT AUTHORIZING RESOLUTION**

*(Momentum of Western New York, LLC Project – Assignment Authorization)*

A regular meeting of the Steuben County Industrial Development Agency convened on Thursday, March 28, 2024.

The following resolution was duly offered and seconded, to wit:

Resolution No. 03/2024 - \_\_

RESOLUTION OF THE STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM MOMENTUM OF WESTERN NEW YORK, LLC (THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN BY THE AGENCY AND THE COMPANY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS WITH RESPECT TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 178 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the “Act”), the **STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to a Final Resolution adopted on January 26, 2023 (the “Final Resolution”), the Agency appointed **MOMENTUM OF WESTERN NEW YORK, LLC** (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) consisting of: (i) the acquisition of a leasehold or other interest in certain real property located at Industrial Park North in the Town of Bath, New York (the “Land”, as may be subdivided and assigned a new address and tax parcel No.); (ii) the planning, design, construction and operation of an approximately 28,000 square foot material recovery and recycling facility (collectively, the “Improvements”); and (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the “Equipment”; and, together with the Land and the Improvements, the “Facility”); and

WHEREAS, as of the date of the Company’s Application for Financial Assistance (the “Original Application”), the Original Application was submitted by and through Brian T. Polmanteer as the 100% owner of the Company (the “Original Company Parent”); and

WHEREAS, the Company, by and through the Original Company Parent, has advised the Agency that they intend to sell and transfer one-hundred percent (100%) of the membership interests in the Company from the Original Company Parent to Momentum Environmental,

Holdco, LLC (the “Assignees”), with the foregoing restructuring being referred to herein as the “Assignment”; and

WHEREAS, the Company has requested the Agency’s approval of the Assignment and has provided the Agency with an updated ownership chart and additional background information for the Agency to review and consider; and

WHEREAS, in furtherance of the foregoing, the Agency desires to (i) authorize the Assignment subject to the terms and conditions set forth herein and (ii) the execution and delivery of certain documents and agreements in furtherance of same.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon the representations made by the Company, the Agency hereby consents to, authorizes and approves the Assignment subject to the terms and conditions set forth herein. All other approvals contained within the Final Resolution shall remain in full force and effect.

Section 2. The Agency’s consent and approval of the Assignment is subject to payment by the Company of all costs and fees of the Agency in connection with review, consideration and authorization of the Assignment.

Section 3. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents and agreements necessary to effectuate the Assignment, with such changes as shall be approved by the Chairman, Vice Chairman and/or Executive Director and counsel to the Agency upon execution.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

|                    | <u>Yea</u> | <u>Nay</u> | <u>Absent</u> | <u>Abstain</u> |
|--------------------|------------|------------|---------------|----------------|
| Mark R. Alger      | [ ✓ ]      | [ ]        | [ ✓ ]         | [ ]            |
| Kelly Fitzpatrick  | [ ✓ ]      | [ ]        | [ ]           | [ ]            |
| Anthony Russo      | [ ✓ ]      | [ ]        | [ ]           | [ ]            |
| Dean Strobel       | [ ✓ ]      | [ ]        | [ ]           | [ ]            |
| Mike Davidson      | [ ✓ ]      | [ ]        | [ ]           | [ ]            |
| Sarah Creath       | [ ✓ ]      | [ ]        | [ ]           | [ ]            |
| Michelle Caulfield | [ ✓ ]      | [ ]        | [ ]           | [ ]            |

The Resolution was thereupon duly adopted.



STATE OF NEW YORK )  
COUNTY OF STEUBEN ) SS:

I, the undersigned Secretary of Steuben County Industrial Development Agency, DO HEREBY CERTIFY:

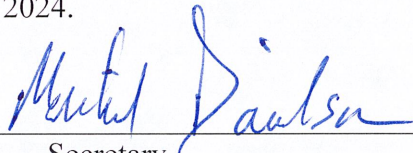
That I have compared the annexed extract of minutes of the meeting of Steuben County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 28, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related 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 such 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 and affixed the seal of said Agency this 28<sup>th</sup> day of March, 2024.

  
Secretary