

**AUTHORIZING RESOLUTION**  
*(NY Pulteney I, LLC Project)*

A regular meeting of the Steuben County Industrial Development Agency convened on Thursday, January 23, 2025 at 12:00 p.m.

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

Resolution No. 2025 - \_\_

RESOLUTION OF THE STEUBEN COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM NY PULTENEY I, LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) 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 September 23, 2021 (the "Authorizing Resolution"), the Agency appointed **NY PULTENEY I, LLC** (the "Company"), as agent of the Agency to undertake a certain Project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 25.8 acres of real property located at 8897 Chidsey Hill Road, Town of Pulteney, New York (the "Land", being more particularly described as a portion of tax parcel No. 012.00-01-008.200, as may be subdivided); (ii) the planning, design, construction and operation of a 3MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); and (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, in connection with the Project, the Company and the Agency entered into (i) a certain Project Agreement, by and between the Agency and the Company, dated as of December 23, 2021 (the "Project Agreement") pursuant to which the Agency appointed the Company as agent to undertake the Project, (ii) a certain Lease Agreement, by and between the Company, as lessor, and the Agency, as lessee, dated as of December 1, 2021, a memorandum of which was recorded in the Office of the Steuben County Clerk on January 3, 2022 in Book 2934 of Deeds, Page 62, as amended pursuant to that certain First Amendment to Lease Agreement

and Memorandum of Lease Agreement, dated as of June 1, 2023 and recorded in the Office of the Steuben County Clerk on July 12, 2023 in Book 3037 of Deeds, Page 315 (as so amended, the "Lease Agreement"), (iii) a certain Leaseback Agreement, by and between the Agency, as sublessor, and the Company, as sublessee, dated as of December 1, 2021, a memorandum of which was recorded in the Office of the Steuben County Clerk on January 3, 2022 in Book 2934 of Deeds, Page 69, as amended pursuant to that certain First Amendment to Leaseback Agreement and Memorandum of Leaseback Agreement, dated as of June 1, 2023 and recorded in the Office of the Steuben County Clerk on July 12, 2023 in Book 3037 of Deeds, Page 324 (as so amended, the "Leaseback Agreement"), and (iv) a certain Tax Agreement, by and between the Agency and the Company, dated as of December 1, 2021, as amended pursuant to that certain First Amendment to Tax Agreement, dated as of June 1, 2023 (as so amended, the "Tax Agreement") and (v) related documents (collectively, the "Agency Documents"); 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 NY DRS Finco IV, LLC as the original owner of the Company (the "Original Company Parent"); and

WHEREAS, pursuant to a certain Assignment and Assumption Agreement, by and between the Original Company Parent and NY DRS Finco II, LLC ("Finco II"), the Original Company Parent assigned 100% of its membership interest in the Company to Finco II (the "First Assignment"); and

WHEREAS, subsequent to the First Assignment, pursuant to a certain Assignment of Interest Agreement, by and between Finco II and NY Solar Energy (Fund IV – Parallel) Holdings, LLC (the "Assignee"), Finco II assigned 100% of its membership interest in the Company to the Assignee (the "Second Assignment"; and, together with the First Assignment, the "Assignment"); and

WHEREAS, the Company has requested the Agency's approval of the Assignment.

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.

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 and the Amendments, 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:

	Yea	Nay	Absent	Abstain
Mark R. Alger	[ X ]	[ ]	[ ]	[ ]
Kelly Fitzpatrick	[ X ]	[ ]	[ ]	[ ]
Tony Russo	[ X ]	[ ]	[ ]	[ ]
Dean Strobel	[ X ]	[ ]	[ ]	[ ]
Mike Davidson	[ X ]	[ ]	[ ]	[ ]
Sarah Creath	[ X ]	[ ]	[ ]	[ ]
Michelle Caulfield	[ X ]	[ ]	[ ]	[ ]

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:

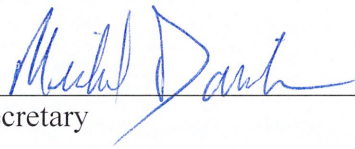
That I have compared the annexed extract of minutes of the meeting of Steuben County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on January 23, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of the 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 23 day of January, 2025.

  
\_\_\_\_\_  
Secretary

[SEAL]