

AUTHORIZING RESOLUTION
(Hecate Energy Cider Solar LLC Project)

A special meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, September 19, 2024.

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

Resolution No. 09/2024 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) AUTHORIZING AN INCREASE IN THE FINANCIAL ASSISTANCE (AS DESCRIBED BELOW) TO BE PROVIDED BY THE AGENCY TO THE COMPANY, AND (iii) IF NECESSARY, AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 565 of the Laws of 1970 of the State of New York, as amended (hereinafter collectively called the "Act"), the **GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER** (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 resolution adopted on December 1, 2022 (the "Authorizing Resolution"), the Agency authorized certain Financial Assistance (as defined in the Authorizing Resolution) with respect to a certain project (the "Project") to be undertaken by **HECATE ENERGY CIDER SOLAR LLC** (the "Company"), as agent of the Agency, consisting of: (i) the acquisition by the Agency of an interest in the Company's fee, leasehold, and easement interests in certain parcels of land located in the Town of Elba and the Town of Oakfield, Genesee County, New York (the "Land"); (ii) the planning, design, construction and operation of a 500MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (the "Improvements"); and (iii) the acquisition by the Company in and around the Improvements 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, in connection with the Project, the Agency and the Company entered into certain documents consisting of, among other things: (i) Financial Term Sheet, dated October 7, 2022 (the "Term Sheet"), (ii) a certain Project Agreement, dated as of September 13, 2024 (the "Project Agreement"), and (iii) related documents (collectively, the "Agency Documents"); and

WHEREAS, the Company informed the Agency that the Maximum Mortgage Principal Amount (as defined in the Project Agreement) has increased from \$550,000,000.00 to \$900,000,000.00 (the "Maximum Mortgage Principal Amount Increase"); and

WHEREAS, pursuant to the Agency's Pricing & Fee Policy, the Agency's administrative fee for projects in excess of \$450 million in capital investment can be within a range of .75% and 1.25% of the total capital investment/benefitted amount; and

WHEREAS, the Company has requested the Agency's administrative fee, in connection with the Maximum Mortgage Principal Amount Increase, be .60% thereof (the "Administrative Fee"); and

WHEREAS, the Agency desires to adopt a resolution (i) authorizing the Agency to execute, deliver and record any mortgage up to a maximum principal amount not to exceed \$900,000,000.00, (ii) approving the Administrative Fee, (iii) ratifying and confirming the findings made by the Agency in the Authorizing Resolution adopted, (iv) ratifying and confirming the Agency Documents and (v) if necessary, authorizing the execution and delivery of related documents.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER AS FOLLOWS:

Section 1. Based upon representations and warranties made by the Company, the Agency hereby authorizes and approves the Agency to execute, deliver and record any mortgage up to a maximum principal amount not to exceed \$900,000,000.00.

Section 2. The Agency is hereby authorized to provide the Company with an exemption from mortgage recording taxes as permitted by New York State law in an amount not to exceed \$9,000,000.00.

Section 3. The Agency hereby approves the Administrative Fee.

Section 4. Unless amended by the terms hereof, the Agency hereby ratifies, confirms and reaffirms the findings made in the Authorizing Resolution and hereby re-approves the Project, the Financial Assistance and the Agency Documents.

Section 5. 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 6. These Resolutions shall take effect immediately upon adoption.

SECRETARY'S CERTIFICATION
(Hecate Energy Cider Solar LLC Project)

STATE OF NEW YORK)
COUNTY OF GENESEE) SS.:

I, the undersigned Secretary of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center, DO HEREBY CERTIFY:

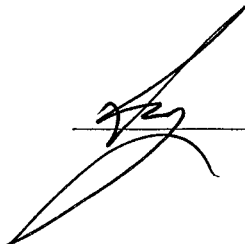
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on September 19, 2024, with the original thereof on file in the offices of the Agency, 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 19 day of September, 2024.


Secretary

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Peter Zelif	[X]	[]	[]	[]
Matthew Gray	[]	[]	[X]	[]
Paul Battaglia	[X]	[]	[]	[]
Craig Yunker	[]	[]	[]	[X]
Kathleen Manne	[]	[]	[X]	[]
Chandy Kemp	[X]	[]	[]	[]
Marianne Clattenburg	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.