

ASSIGNMENT AUTHORIZING RESOLUTION
(FFP NY Elba Project1, LLC Project – Assignment Authorization)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center convened on Thursday, May 4, 2023.

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

Resolution No. 05/2023 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM FFP NY ELBA PROJECT1, LLC AND AFFILIATES (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 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 a Final Resolution adopted on May 6, 2021 (the "Authorizing Resolution"), the Agency appointed **FFP NY ELBA PROJECT1, LLC** (the "Company"), as agent of the Agency to undertake a certain Project (the "Project") consisting of: (i) the planning, design, construction and operation of a 5MWac 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 acquisition thereof by the Agency of a leasehold interest in the Improvements located at 6920 Norton Road in the Town of Elba, New York (said Improvements being more particularly described as a portion of tax parcel No. 9.-1-39.111, as may be subdivided and assigned a new tax parcel No.); and (ii) the acquisition of and installation in and around the Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with 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 FFP NY Community Solar, LLC as the original owner of the Company (the "Original Company Parent"); and

WHEREAS, pursuant to a certain Membership Interests Purchase Agreement, by and between the Original Company Parent and Nexamp Capital, LLC (the "Purchaser"), the Original Company Parent assigned 100% of its membership interest in the Company to the Purchaser (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 GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER 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 President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations 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 President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations 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:

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

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF GENESEE) SS:

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

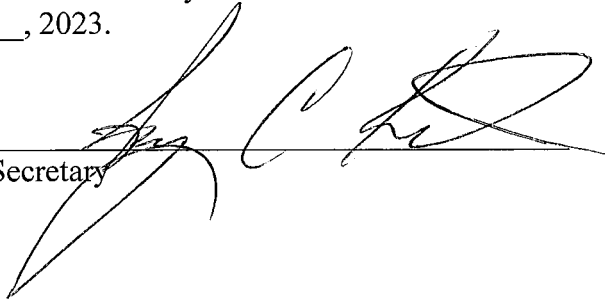
That I have compared the annexed extract of minutes of the meeting of Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on May 4, 2023, with the original thereof on file in my office, and that 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 4th day of May, 2023.


Secretary

[SEAL]

DRAFT



GCEDC Board Meeting
Thursday, May 4, 2023
Location: 99 MedTech Drive, Innovation Room
4:00 PM

GCEDC MINUTES

Attendance

Board Members: M. Gray, C. Kemp, C. Yunker, P. Battaglia, P. Zeliff
Staff: M. Masse, S. Hyde, L. Farrell, P. Kennett, C. Suozzi, L. Casey
Guests: S. Noble-Moag (GGLDC Board Member), R. Gaenzle (Harris Beach / Video Conference), S. Maier (Harris Beach), G. Torrey (GGLDC Board Member), T. Riggio (Craft Cannery), B. Quinn (Daily News), S. Eigenbrod (Workforce Development Consultant), J. Tretter (GGLDC Board Member), D. Cunningham (GGLDC Board Member)
Absent: M. Clattenburg, T. Bender

1.0 Call to Order

P. Zeliff called the meeting to order at 3:58 p.m. in the Innovation Zone.

3.0 Report of Management

3.1 FFP NY Elba Project 1, LLC – Assignment Authorization Resolution - In accordance with the terms and conditions of the PILOT agreement the company cannot transfer the PILOT without the approval of the Board of Directors of the GCEDC. The Original Company Parent (FFP NY Community Solar, LLC) assigned 100% of its membership interest in the Company to the Purchaser. Therefore, no fee is triggered.

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P. Battaglia made a motion to accept Assignment Authorizing Resolution #05/2023-01, authorizing the transfer of the PILOT as presented; the motion was seconded by C. Kemp. Roll call resulted as follows:

P. Battaglia - Yes
T. Bender - Absent
M. Clattenburg - Absent
C. Kemp - Yes
C. Yunker - Abstain
P. Zeliff - Yes
M. Gray - Yes

While C Yunker does not have a direct conflict, he abstained from voting to avoid the appearance of conflict because he has options on several solar projects in Elba and surrounding towns.

The item was approved as presented.