

AUTHORIZING RESOLUTION

(RPNY Solar 7, LLC Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center convened on Thursday, December 5, 2024.

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

Resolution No. 12/2024 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") AUTHORIZING THE AMENDMENT OF THE LEASE AGREEMENT AND LEASEBACK AGREEMENT (TOGETHER WITH ANY OTHER RELATED DOCUMENTS) BY MODIFYING THE LEGAL DESCRIPTION CONSTITUTING THE LEASED PREMISES, AND TO EXECUTE AND DELIVER 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 a Final Resolution adopted on December 1, 2022 (the "Authorizing Resolution"), the Agency appointed **RPNY SOLAR 7, 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 or other interest in approximately 8.84 acres of real property located at 9071 Alexander Road, Town of Batavia, Genesee County, New York (the "Land", being more particularly described as a portion of tax parcel No. 18.-1-20.21); (ii) the planning, design, construction and operation of a 2.5MWac 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 furtherance of the Project, and in accordance with the Authorizing Resolution, the Agency and the Company entered into the following agreements: (i) that certain Lease Agreement, dated as of August 3, 2023, a memorandum of which was recorded in the Office of the Genesee County Clerk on October 23, 2023 as Instrument Number DE2024-1585 (the "Lease Agreement"); (ii) that certain Leaseback Agreement, dated as of August 3, 2023, a memorandum of which was recorded in the Office of the Genesee County Clerk on October 23,

2023 as Instrument Number DE2024-1586 (the "Leaseback Agreement"); and (iii) related documents (collectively, the "Project Documents"); and

WHEREAS, the Company advised the Agency that the legal description of the Land has changed; and

WHEREAS, the Company has therefore requested the Project Documents be amended to account for the change in the legal description of the Land by amending Schedule A thereto; and

WHEREAS, the Agency desires to adopt a resolution authorizing the amendment to the Project Documents (the "Amendments").

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. The Agency hereby authorizes the execution and delivery of the Amendments.

Section 2. 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 3. 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 Zeliff	[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.

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 December 5, 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 5th day of December, 2024.


Secretary

[SEAL]



**GCEDC Board Meeting
Thursday, December 5, 2024
Location: 99 MedTech Drive, Innovation Room
4:00 PM**

GCEDC MINUTES

Attendance

Board Members: K. Manne, P. Battaglia, C. Yunker, P. Zelif

Staff: M. Masse, L. Farrell, E. Finch, J. Krencik, C. Suozzi, L. Casey

Guests: M. Brooks (GGLDC Board Member), D. Cunningham (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member/Video Conference), J. Tretter (GGLDC Board Member), G. Torrey (GGLDC Board Member), S. Eigenbrod (GCEDC Workforce Consultant), R. Gaenzle (Harris Beach), M. Fitzgerald (Phillips Lytle), R. Ball (Empire State Development/Video Conference), M. Licitra (Stream Data Centers), C. Space (Stream Data Centers), C. Rodriguez (Stream Data Centers), B. Wells (Stream Data Centers)

Absent: M. Clattenburg, M. Gray, C. Kemp

3.1 RPNY Solar 7 Authorizing Resolution - RPNY Solar 7 has requested that the ground lease be amended to account for the change in the legal description of the land.

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P. Battaglia made a motion to approve Assignment Authorizing Resolution 12/2024-01 as presented; the motion was seconded by K. Manne. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
K. Manne -	Yes	P. Zelif -	Yes
M. Clattenburg -	Absent	M. Gray -	Absent
C. Kemp -	Absent		

The item was approved as presented.