AUTHORIZING RESOLUTION
(Excelsior Energy Center, LLC Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center convened on Thursday, October 29, 2026.

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

Resolution No. 10/2026 - 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 resolutions adopted June 3, 2021 and September 7, 2023 (collectively, the "Authorizing Resolution"), the Agency appointed **EXCELSIOR ENERGY CENTER, LLC** (the "Company"), as agent of the Agency to undertake a certain Project (the "Project") consisting of: (i) the acquisition by the Agency of fee title to or a leasehold interest in certain parcels of real property located in the Town of Byron, Genesee County, New York (the "Land", being more particularly described as a portion of certain tax parcels more fully identified on Exhibit A attached hereto, as may be subdivided and/or modified from time to time); (ii) the planning, design, construction and operation of a 280MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (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, collectively with, the Land and the Improvements, the "Facility"); and

WHEREAS, prior to execution and delivery of the Project Documents (as defined herein), the Company, pursuant to correspondence dated March 7, 2025, elected to remove the 20MW battery energy storage system (the "BESS") from the Facility. In connection with the foregoing, and for the avoidance of any and all doubt, the BESS is not a component part of the Project; 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 April 1, 2025, a memorandum of which was recorded in the Office of the Genesee County Clerk on April 18, 2025 as Instrument Number DE2025-580 (the "Lease Agreement"); (ii) that certain Leaseback Agreement, dated as of April 1, 2025, a memorandum of which was recorded in the Office of the Genesee County Clerk on April 18, 2025 as Instrument Number DE2025-581 (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, together with such other changes as may be necessary to effectuate the Amendments (as defined herein); 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:

	Yea	*Nay*	*Absent*	*Abstain*
Peter Zeliff	[ ]	[ ]	[X]	[ ]
Matthew Gray	[X]	[ ]	[ ]	[ ]
Jonathan Tretter	[X]	[ ]	[ ]	[ ]
Craig Yunker	[ ]	[ ]	[X]	[ ]
Kathleen Manne	[X]	[ ]	[ ]	[ ]
Chandy Kemp	[X]	[ ]	[ ]	[ ]
Laurie Mancuso	[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 October 29, 2026, 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 29th day of October, 2026.

Secretary

[SEAL]