

**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 was convened on Thursday, September 7, 2023.

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

Resolution No. 09/2023 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) AUTHORIZING AN EXTENSION OF THE COMPANY'S (DEFINED HEREIN) RIGHT TO ACT AS AGENT OF THE AGENCY AND (ii) 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 June 3, 2021 (the "Final Resolution"), the Agency authorized certain Financial Assistance (as defined in the Final Resolution) with respect to a certain project (the "Project") to be undertaken by **EXCELSIOR ENERGY CENTER, LLC** (the "Company"), as agent of the Agency, 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 Schedule 1 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 and a 20MWac/4-hour duration energy storage 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, the Company informed the Agency that construction of the Facility has experienced certain delays, and as such, is requesting an extension of the date on which the Company may act as the true and lawful agent of the Agency with respect to the acquisition, construction and equipping of the Project (hereinafter referred to as the "Termination Date"); and

WHEREAS, the Company too has requested that the Agency's Administrative Fee as set forth in its Application submitted on March 22, 2021 remain fixed at \$4,319,458, despite an increase in total project costs to approximately \$519,045,000 (hereinafter referred to as the "Administrative Fee Request"), such fee remaining within the allowable fee range for projects exceeding \$450,000,000 per the Agency's current Pricing Policy; and

WHEREAS, the Agency desires to adopt a resolution (i) authorizing the extension of the Termination Date through December 31, 2026, (ii) approving the Administrative Fee Request, (iii) ratifying and confirming the findings made by the Agency in the Final Resolution adopted, and (iv) if necessary, authorizing the execution and delivery of related documents.

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

Section 1. The Agency hereby authorizes the extension of the Termination Date through December 31, 2026.

Section 2. The Agency hereby approves the Administrative Fee Request.

Section 3. Unless amended by the terms hereof, the Agency hereby ratifies, confirms and reaffirms the findings made in the Final Resolution and hereby re-approves the Project, as amended, and the Financial Assistance.

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 ]
Kathleen Manne	[ X ]	[ ]	[ ]	[ ]
Chandy Kemp	[ X ]	[ ]	[ ]	[ ]
Marianne Clattenburg	[ X ]	[ ]	[ ]	[ ]

The resolutions were thereupon duly adopted.

**SECRETARY'S CERTIFICATION**  
*(Excelsior Energy Center, 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 7, 2023, 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 7<sup>th</sup> day of September, 2023.

  
\_\_\_\_\_  
Secretary