

ASSIGNMENT AUTHORIZING RESOLUTION
(Batavia Solar, 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, August 1, 2024.

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

Resolution No. 08/2024 - 05

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 BATAVIA SOLAR, 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 August 5, 2021 (the “Authorizing Resolution”), the Agency appointed **BATAVIA SOLAR, LLC** (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) consisting of: (i) the acquisition or retention by the Agency of a leasehold or other interest in approximately eight acres of land at Assemblyman R. Stephen Hawley Drive, Town of Batavia, New York, Genesee County, New York and all other lands in the Town of Batavia where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the “Land”, being more particularly identified as a portion of tax parcel No. 9.-1-216.11, (ii) the construction on the Land of a ground-mounted solar generation facility with a .50MWac capacity (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 Project Agreement, dated January 27, 2023 (the “Project Agreement”); (ii) that certain Lease Agreement, dated as of January 1, 2023, a memorandum of which was recorded in the Office of the Genesee County Clerk on February 6, 2023 at Instrument Number DE2023-175 (the “Lease Agreement”); (iii) that certain Leaseback Agreement, dated as of January 1, 2023, a

memorandum of which was recorded in the Office of the Genesee County Clerk on February 6, 2023 at Instrument Number DE2023-176 (the "Leaseback Agreement"); (iv) that certain Tax Agreement, dated as of January 1, 2023 (the "Tax Agreement"); and (v) related documents (collectively, the "Project Documents"); and

WHEREAS, at the time of closing, the Company was wholly owned by YSG Community Solar LLC (the "Original Company Parent"), and a series of related party restructurings have occurred, including (i) assignment of membership interests to Bullrock Renewables, LLC, and (ii) assignment of membership interests to Bullrock-NxtGenREA, LLC (the "Current Parent Company"); and

WHEREAS, the Company has advised the Agency that the Company will be sold to and acquired by and through Batavia Solar Holdings, LLC (the "New Company Parent", as owned and controlled by Bullrock-NxtGenREA, LLC and TCF RM-LUX TCF, LLC) whereby the New Company Parent will wholly own the Company (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. The Agency hereby authorizes the Assignment, all pursuant to the terms and conditions of this resolution and the Assignment and Assumption Agreement to be executed by the Company, Current Parent Company and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Assumption Agreement.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Current Parent Company and New Company Parent executing the Assignment and Assumption Agreement, the President/CEO, Chair and/or Vice Chair of the Agency are hereby authorized on behalf of the Agency, to execute and deliver the Assignment and Assumption Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the President/CEO, Chair and/or Vice Chair and counsel of the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the President/CEO, Chair and/or Vice Chair shall approve. The execution of the foregoing documents by the President/CEO, Chair and/or Vice Chair of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 4. 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:

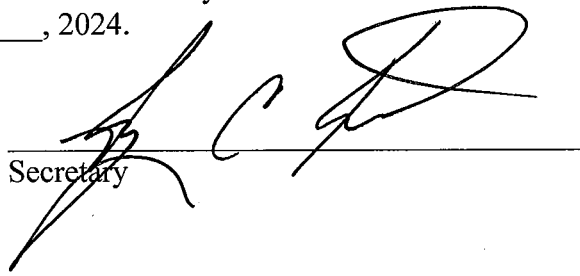
That I have compared the annexed extract of minutes of the meeting of Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on August 1, 2024, with the original thereof on file in my office, and that 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 1st day of August, 2024.


Secretary

[SEAL]