

SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION
(NY Williamson I, LLC Project)

A regular meeting of Wayne County Industrial Development Agency was convened on Wednesday, October 26, 2022 at 9:00 a.m.

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

Resolution No. 10/2022 - 01

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE PROVISION OF ADDITIONAL FINANCIAL ASSISTANCE IN CONNECTION WITH A CERTAIN PROJECT (AS FURTHER DEFINED HEREIN) PREVIOUSLY UNDERTAKEN BY THE AGENCY FOR THE BENEFIT OF NY WILLIAMSON I, LLC (THE “COMPANY”); AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS AND AGREEMENTS RELATING TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 916 of the Laws of 1969 of the State of New York, (the “Act”), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on August 25, 2021 (the “Project Authorizing Resolution”), the Agency authorized the undertaking of a certain project (the “Project”) for the benefit of **NY WILLIAMSON I, LLC**, for itself and/or for an entity or entities to be formed (collectively, the “Company”), consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 13 acres of real property located at 5520 Eddy Ridge Road in the Town of Williamson, New York (the “Land”, being more particularly described as a portion of tax parcel No. 65116-00-366701, as may be subdivided); (ii) the planning, design, construction and operation of a 2.338 MWac 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 (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”); and

WHEREAS, pursuant to and in accordance with the Project Authorizing Resolution, the Agency and Company entered into certain documents and agreements, including an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), dated as of December 10, 2021, along with additional documents dated as of December 10, 2021, including a Lease Agreement (the “Lease Agreement”), Leaseback Agreement (the “Leaseback Agreement”), Payment-in-lieu-of-Tax Agreement (the “PILOT Agreement”), PILOT Mortgage (the “PILOT Mortgage”), and related documents (collectively, the “Agency Documents”); and

WHEREAS, pursuant to the Agency Documents, the Agency (i) acquired a leasehold interest in the Land pursuant to the Lease Agreement, (ii) appointed the Company agent of the Agency to undertake the Project and lease the Land, Improvements and Equipment constituting the Facility to the Company for the term of the Leaseback Agreement and PILOT Agreement, and (ii) provided certain forms of Financial Assistance to the Company (the “Financial Assistance”), including (a) mortgage recording tax exemption(s) relating to one or more financings secured in furtherance of the Project; (b) a sales and use tax exemption for purchases and rentals related to the construction and equipping of the Project; and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company has submitted an amended Application (the “Amended Application”) to the Agency indicating an increased total project cost to **\$6,275,980.00** and requesting the Agency's approval to enter into a certain mortgage and related documents for the Project (collectively, the “Mortgage Documents”) in the total maximum principal amount of **\$5,648,000.00** in favor of Live Oak Banking Company (the “Lender”), and in connection with same, is requesting the Agency's approval to provide additional Financial Assistance in the amount of **\$40,600.05** in mortgage recording tax exemptions for the Mortgage Documents above the Agency’s originals approvals (the “Supplemental Assistance”, such Supplemental Assistance being under \$100,000.00 and for which no additional or supplemental public hearing is required); and

WHEREAS, the Agency desires to authorize (i) the acceptance of the Amended Application, (ii) the execution and delivery of an amendment to the Agent Agreement (the “Amendment”), (iii) the execution and delivery of the Mortgage Documents, and (iv) the provision of the Supplemental Assistance to the Company in furtherance of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Subject to the Company’s (i) execution of the Amendment, and (ii) payment of all fees and costs of the Agency in connection with same, the Agency hereby authorizes the execution and delivery of the Mortgage Documents and the provision of the Supplemental Assistance to the Company in furtherance of the Project. This resolution shall supersede the Agency’s resolution for this project adopted September 28, 2022.

Section 2. The Chairman, Vice Chairman, and/or Executive Director (or Deputy Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment, the Mortgage Documents and related instruments, and to the extent necessary,

to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by the Lender, and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or the Executive Director (or Deputy Director) of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman or the Executive Director (or Deputy Director) of the Agency to constitute conclusive evidence of such approval; provided, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

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 Authority 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.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Hon. Scott Johnson	X			
Hon. Phil Eygnor	X			
Julie Dilella	X			
Kaye Stone-Gansz			X	
Jeannie Brockmyre			X	
Pamela Heald	X			
Robert DeBadts			X	

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

I, the undersigned Secretary of the Wayne County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 26, 2022, 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 relates 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 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 seal of said Agency this 26 day of October, 2022.



Secretary

[SEAL]