

**ALLEGANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

Crossroads Commerce Center
November 10, 2022
10:00 a.m.

https://www.youtube.com/channel/UCXJ1KZ_F90Z77-JQxeHzDXQ?

AGENDA

Approval of Minutes

- Board Minutes October 13, 2022

Treasurer's Report

- Abstract Report – Expenses
- Banking & Financial Summary

Building Maintenance Report

Executive Session- discussion of contractual/legal issue

Action Items

- Resolution Authorizing certain modifications of OYA Independence East LLC Project
- Resolution Authorizing certain modifications of OYA Independence Road LLC Project
- Update for Local Labor Exemption on OYA Solar Projects

Old Business

- Crossroads development update
- Solar Updates
- Micro enterprise updates
- Small business grant CBDG CARES act program

New Business

Good of the Order

Adjournment

Allegany County Industrial Development Agency

October 13, 2022

Crossroads Conference Center, Belmont, New York 14813

ACIDA.org

OPENING REMARKS

Chairman, R. Ewell called the Board meeting to order at 10:01 A.M. and asked the Board if there were any conflicts of interest. No conflicts were declared.

- Present: Richard Ewell, Judith Hopkins, Randy Shayler, John Ricci and Douglas Frank.
- By Telephone: Bill Lee, Construction Manager AUI partner with OYA Renewables, Brian Goniger, AUI General Contractor, Ricardo Escamilla, Project Engineer, AUI partners, Mitch Karim, Construction Manager, OYA Renewables, John McDonough, Director of Development for OYA Renewables, Glenn Frank, Associate General Counsel, OYA Renewables Nadene Zeigler, Legal Counsel and Dan Spitzer, Legal Counsel, Hodgson Russ, for ACIDA
- Absent: None
- Guests: None
- Others present: Dr. Craig Clark, IDA Executive Director and Pamela Common, Recording Secretary.

Live streaming on YouTube at: <https://www.youtube.com/watch?v=pmmimizPmdps>

Chairman Ewell welcomed the guests from AUI and OYA Renewables and states, we received a memo, from our IDA attorney, stating three items we are going over today, including an extension of the sales tax exemption, from June 30 to December 31, 2023. OYA would like us to extend that exemption and correct the full-time, permanent job offers, for the Independence Road and Independence East projects, adjusting them downward. OYA would like the IDA to provide a waiver for local labor. Can you take those one at a time and explain why you are asking for them?

Glenn Frank introduced himself to the Board and acknowledged the members present on the phone, from AUI and OYA. These projects closed, originally, in March, 2021. Construction was going to start quickly, thereafter, but it did not. We are about to mobilize construction so, we are looking for an extension of the sales tax exemption, through the end of the year, 2023. It may not be needed, until end of the year but, we wanted to take advantage of the sales tax exemption. In each of the original resolutions, there was a requirement for a full-time job, post construction model properties. As you know, in all these circumstances, with solar projects, there are no full-time jobs. We will be hiring local people to do some landscaping and maintenance, for our operations and maintenance contract, once the property is up and running. What we are really looking for is, not an elimination of that but, put it down to a quarter of a job because it's going to be one of a full-time job, in order to help us operate and manage the property, going forward. On the labor waiver, we fully understand the IDA policy of ninety percent local labor use, in the construction of these projects. We have been working closely with AUI and UPC on this. They have provided a template to everyone showing the efforts made, in order to secure local labor, for the projects. There have been many, many emails regarding the jobs effort for local labor and I will say, their efforts have resulted in getting fifty percent of the jobs, on both sites, from local labor. The efforts are ongoing, as we proceed but, it looks like it will only be fifty percent. They have, also, looked in surrounding communities for local labor. Any questions?

Nadene Zeigler states, you have already been approved an extension. Do you want the IDA to, again, grant an extension from June to December of 2023?

Glenn Frank answered, yes. We are concerned about the June deadline due to weather, equipment, construction, etc.

Ricardo states, we have been getting hits from the job postings and have confirmed hiring two, permanent employees, from Whiteville. One is an Allegany County Foreman and another is a laborer. They will be involved with the ongoing project.

Bill Lee states, we used a temp agency, 360 and they have provided us some contacts, giving us numbers and employees that they've had on the payroll, in those areas. Once the mechanical starts to ramp up and we don't fill these positions, we will reach out, again, to 360, to try to reach those local labor contacts.

J. Hopkins states, she is not really involved in social media. She suggests AUI contact the Allegany County Employment and Training Center. They are connected with the Department of Labor. They have a good handle on the available labor, in the county and the various companies that are located here.

C. Clark states, he will send that contact along with L. C. Whitford contact information.

B. Starks states, we do reach out to those types of people. We start hiring the personnel on, to help us perform work, like the laborers, electrician and so forth. We try to reach out to those employment agencies because they know who is out of work, looking for work and they do a skills assessment, so you know what their abilities are.

Chairman Ewell thanked all the guests from AUI and OYA for being at the meeting, today and asked them to contact Craig Clark for any further questions. Addressing the Board, R. Ewell asked if anyone had any further questions or topics of discussion.

There was a period of Board questions and discussions, regarding the local labor waiver, for the two projects, noted above.

MINUTES

- **Minutes of the IDA Board Meeting of 09-08-2022-** A motion was made by R. Shayler, seconded by J. Ricci, to approve the September IDA Board minutes. There were no questions or discussion. All members were in favor of the approval of the minutes, by a vote of 5-0, with no opposition.

TREASURER'S REPORT

- **Abstract Report-** August, 2022 expenses-A motion was made by J. Hopkins, seconded by
- D. Frank, to approve the August, 2022 Abstract Report, by a vote of 5-0, with no questions, discussion or opposition.
- Banking & Financial Summary-** August, 2022-A motion was made by J. Hopkins, seconded by D. Frank, to approve the Banking and Financial Summary for August, 2022, by a vote of 5-0. There were no questions, discussion or opposition

BUILDING MAINTENANCE REPORT-None

- **Status small business grant CBDG CARES act program-C.** Clark went over this grant information under the action items.

NEW BUSINESS-None

R. Shayler asked, when we talk about 90% of the labor, how do we define labor? Is that Social Security numbers, man hours? Is there a definition?

C. Clark states, everything we've already talked about is full-time equivalents (FTE). We don't count part-time people, it accounts part time people adding up to a person.

GOOD TO THE ORDER

CALENDAR

Next Meeting: November 10, 2022 @ 10:00 A.M.
The Crossroads Commerce Center, Belmont, NY

ADJOURNMENT

With no further business, at 10:54 am, a motion to adjourn was made by R. Shayler, seconded by D. Frank, to close the meeting. All members were in favor and the meeting was adjourned.

Respectfully submitted,
Pamela Common, Recording Secretary

2022-11 CRC Account Balances - As of 11/30/2022

| Account | 11/30/2022 Balance |
|-----------------------------|-----------------------|
| Bank Accounts | |
| CRC (Capital Resource Corp) | 114,276.42 |
| TOTAL Bank Accounts | 114,276.42 |
| OVERALL TOTAL | 114,276.42 |

2022-11 IDA Account Balances - As of 11/17/2022

11/4/2022

| Account | 11/17/2022 Balance |
|---------------------------------|-----------------------|
| Bank Accounts | |
| Community Checking IDA | 40,908.62 |
| First Citizens-IDA | 488,393.33 |
| TOTAL Bank Accounts | 529,301.95 |
| Liability Accounts | |
| Crossroads Mortgage | -175,173.05 |
| OFA Mortgage | -402,786.97 |
| TOTAL Liability Accounts | -577,960.02 |
| OVERALL TOTAL | -48,658.07 |

2022-11 IDA Banking Summary

1/1/2022 through 11/17/2022

11/4/2022

Page 4

| Category | 1/1/2022- 11/17/2022 |
|-----------------------------------|-------------------------|
| Maintenance | 5,668.75 |
| Driveway | 29.97 |
| Other | 1,811.90 |
| TOTAL Maintenance | 7,510.62 |
| Refuse | 1,163.03 |
| supplies | 650.00 |
| Utilities | |
| Heat | 5,303.80 |
| Water Machine | 609.95 |
| Water Maintenance-Chlorine & Salt | 1,172.50 |
| TOTAL Utilities | 7,086.25 |
| TOTAL OFA - Expense | 45,813.89 |
| VOIDED CHECK | |
| Duplicate payment | 0.00 |
| Error on check | 0.00 |
| TOTAL VOIDED CHECK | 0.00 |
| TOTAL EXPENSES | 476,718.75 |
| TRANSFERS | |
| TO Crossroads Mortgage | -22,941.59 |
| TO OFA Mortgage | -30,240.73 |
| TOTAL TRANSFERS | -53,182.32 |
| OVERALL TOTAL | -13,847.47 |

2022-11 IDA Banking Summary

11/1/2022 through 11/17/2022

11/4/2022

Page 2

| Category | 11/1/2022- 11/17/2022 |
|-----------------------------------|--------------------------|
| TOTAL Waterline Fees | 19,755.70 |
| TOTAL ACUC - Expense | 98,587.84 |
| Crossroads-Expense | |
| Annual Inspection | 243.00 |
| Cleaning | 6,875.36 |
| Supplies | 1,230.63 |
| TOTAL Cleaning | 8,105.99 |
| Equipment | 264.00 |
| Insurance | |
| Property | 3,645.59 |
| TOTAL Insurance | 3,645.59 |
| Interest Expense | |
| Mortgage | 8,293.51 |
| TOTAL Interest Expense | 8,293.51 |
| Maintenance | 10,486.94 |
| Driveway | 90.93 |
| Other | 1,977.30 |
| TOTAL Maintenance | 12,555.17 |
| Professional Fees | |
| Legal Fees | 859.15 |
| Permits | 110.00 |
| TOTAL Professional Fees | 969.15 |
| Refuse | 1,163.03 |
| Utilities | |
| Electric | 17,994.53 |
| Heat | 8,180.66 |
| Water Machine | 609.95 |
| Water Maintenance Chlorine-Salt | 1,172.50 |
| Water Yr Equipment Maintenance | |
| Water Service Equipment replac... | 7,562.70 |
| TOTAL Water Yr Equipment Mai... | 7,562.70 |
| TOTAL Utilities | 35,520.34 |
| TOTAL Crossroads-Expense | 70,759.78 |
| IDA-Expense | |
| Advertising | 1,215.24 |
| Awards-Grants | |
| Microenterprise Grant Draw #6 | 2,600.00 |

Community Checking IDA

Community Checking IDA

Page 1

11/4/2022

| Date | Num | Transaction | Payment | C | Deposit | Balance |
|------------|------|--|--------------------------------------|---|---------|-----------|
| 11/10/2022 | 2054 | CPL ARCHITECTURE ENGINEERING PLANNING memo: Inv#81793-site developmentsurvey/maps/traffic counts cat: IDA-Expense:Professional fees:Consulting | 1,375.00 | | | 40,908.62 |
| 11/10/2022 | 2053 | Belmont Lumber & Hardware memo: Transaction#A310156/B309882-Acct#279 SPLIT | 145.18 | | | 42,283.62 |
| 11/10/2022 | 2052 | Crossroads-Expense:Maintenance Fluo tubes/outlet LaForge Disposal memo: Acct#951-Disposal Service-Nov 2022 SPLIT | 145.18 220.64 | | | 42,428.80 |
| 11/10/2022 | 2051 | OFA - Expense:Refuse Nov'22-OFA Refuse Crossroads-Expense:Refuse Nov'22-Crossroads Refuse Stephen Thorpe memo: Contractual Bldg Maint/Repairs:Oct 2022 SPLIT | 110.32 110.32 1,961.00 | | | 42,649.44 |
| 11/10/2022 | 2050 | Crossroads-Expense:Maintenance Oct '22-Maint Serv-Crossroads OFA - Expense:Maintenance Oct '22-Maint Serv-OFA OFA - Expense:supplies Oct'22-Supplies Wilkins Ultra Pure, LLC memo: Acct#951-Inv#27443-Water Machine Dec'22 Mo Maintenanc SPLIT | 500.00 1,400.00 61.00 90.00 | | | 44,610.44 |
| 11/10/2022 | 2049 | Crossroads-Expense:Utilities:Water Machine Dec'22-Water Service-Crossroads OFA - Expense:Utilities:Water Machine Dec'22-Water Service-OFA Shorts Oil & Propane memo: 133451-OFA Heating SPLIT | 45.00 45.00 928.27 | | | 44,700.44 |
| 11/10/2022 | 2048 | OFA - Expense:Utilities:Heat 133451 Nov 1,22 Invoice Root Water Well Specialists memo: Invoice #6109 -Water Quality Tests/Sampling fee cat: Crossroads-Expense:Maintenance | 928.27 1,750.00 | | | 45,628.71 |
| 11/10/2022 | 2047 | Hodgson Russ LLP memo: Inv1174505-IDA General Business matters cat: Crossroads-Expense:Professional Fees:Legal Fees | 859.15 | | | 47,378.71 |

Community Checking IDA

Community Checking IDA
11/4/2022

Page 3

| Date | Num | Transaction | Payment | C | Deposit | Balance |
|------------|------|---|----------|---|---------|-----------|
| 11/1/2022 | EFT | Community Bank #1 memo: Crossroads Mortgage-Acct #9300005901 Nov '22 SPLIT | 3,123.51 | | | 48,252.95 |
| | | Crossroads-Expense:Interest Expense:Mortgage Interest Nov '22 | 742.80 | | | |
| | | [Crossroads Mortgage] Principal Nov '22 | 2,380.71 | | | |
| 10/28/2022 | 5739 | Stone Audiology memo: Lease-Nov'22 cat: Crossroads-Income:Rental Income:Audio Care | | | 450.00 | 51,376.46 |
| 10/22/2022 | EFT | RG&E memo: Acct# 20022506867(8/24-9/23/22)Crossrds Electric cat: Crossroads-Expense:Utilities:Electric | 2,438.04 | | | 50,926.46 |
| 10/21/2022 | EFT | Community Bank #3 memo: OFAVETS Mtg #1012104218 Oct'22-due 10-21-2022 SPLIT | 5,070.04 | | | 53,364.50 |
| | | OFA - Expense:interest:mortgage interest 10/22 | 1,636.58 | | | |
| | | [OFA Mortgage] principal 10/22 | 3,433.46 | | | |

**RESOLUTION AUTHORIZING CERTAIN MODIFICATIONS
OYA INDEPENDENCE EAST LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Town of Angelica, Allegany County, New York on November 10, 2022 at 10:00 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

| | |
|---------------|------------------|
| Richard Ewell | Chairman |
| Judy Hopkins | Vice Chairperson |
| Randy Shayler | Secretary |
| Douglas Frank | Treasurer |
| John Ricci | Member |

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|-----------------------------|-----------------------|
| Craig R. Clark, P.E., Ph.D. | Executive Director |
| Pam Common | Chief Finance Officer |

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1122-01

**RESOLUTION AUTHORIZING THE EXECUTION BY ALLEGANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MODIFICATIONS AND
AMENDMENTS TO THE BASIC DOCUMENTS IN CONNECTION WITH THE
OYA INDEPENDENCE EAST LLC PROJECT**

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Company has requested, after discussions with the Agency and Agency counsel, that the Basic Documents be further modified as follows: (A) to provide that the job levels be reduced from 1 full-time job to 0.25 full-time job, (B) that as the Project is near the construction phase, to decrease the acreage of Leased Premises from approximately 55 acres to 33.59 acres and (C) to extend the Completion Date (as defined in the Lease Agreement) (collectively, the "Second Modification"); and

WHEREAS, in connection with the Second Modification, the Company has requested that the Agency enter into a certain (A) amendment to Uniform Agency Project Agreement (the "First Amendment to Uniform Agency Project Agreement") by and between the Company and the Agency and (B) second modification agreement (the "Second Modification Agreement") by and between the Agency and the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), it appears that the Second Modification constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Second Modification, the Agency hereby makes the following determinations:

(A) The Amendment constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c), (26) and (32), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Second Modification.

(B) That since compliance by the Agency with the Second Modification will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Second Modification.

Section 2. Subject to (A) compliance with the terms and conditions in the Basic Documents, and (B) payment by the Company of all fees and expenses of the Agency in connection with the delivery of the First Amendment to Uniform Agency Project Agreement and the Second Modification Agreement (collectively, the "Modified Documents"), including the fees of Agency Counsel, the Agency hereby (a) consents to the Second Modification and (b) determines to enter into the Modified Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chair (or Vice Chair) or Authorized Officer of the Agency is hereby authorized to execute and deliver the Modified Documents to the Company, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) or Authorized Officer shall approve, the execution thereof by the Chair (or Vice Chair) or Authorized Officer to constitute conclusive evidence of such approval.

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 or provided for by the provisions of the Modified Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 10, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 10th day of November, 2022.

(SEAL)

Secretary

**RESOLUTION AUTHORIZING CERTAIN MODIFICATIONS
OYA INDEPENDENCE ROAD LLC PROJECT**

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PRESENT:

| | |
|---------------|------------------|
| Richard Ewell | Chairman |
| Judy Hopkins | Vice Chairperson |
| Randy Shayler | Secretary |
| Douglas Frank | Treasurer |
| John Ricci | Member |

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|-----------------------------|-----------------------|
| Craig R. Clark, P.E., Ph.D. | Executive Director |
| Pam Common | Chief Finance Officer |

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1122-02

**RESOLUTION AUTHORIZING THE EXECUTION BY ALLEGANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MODIFICATIONS AND
AMENDMENTS TO THE BASIC DOCUMENTS IN CONNECTION WITH THE
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WHEREAS, the Company has requested, after discussions with the Agency and Agency counsel, that the Basic Documents be further modified as follows: (A) to provide that the job levels be reduced from 1 full-time job to 0.25 full-time job and (B) to extend the Completion Date (as defined in the Lease Agreement) (collectively, the "Second Modification"); and

WHEREAS, in connection with the Second Modification, the Company has requested that the Agency enter into a certain (A) amendment to Uniform Agency Project Agreement (the "First Amendment to Uniform Agency Project Agreement") by and between the Company and the Agency and (B) second modification agreement (the "Second Modification Agreement") by and between the Agency and the Company; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), it appears that the Second Modification constitutes a Type II action under SEQRA;

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

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(A) The Amendment constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c), (26) and (32), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Second Modification.

(B) That since compliance by the Agency with the Second Modification will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Second Modification.

Section 2. Subject to (A) compliance with the terms and conditions in the Basic Documents, and (B) payment by the Company of all fees and expenses of the Agency in connection with the delivery of the First Amendment to Uniform Agency Project Agreement and the Second Modification Agreement (collectively, the "Modified Documents"), including the fees of Agency Counsel, the Agency hereby (a) consents to the Second Modification and (b) determines to enter into the Modified Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chair (or Vice Chair) or Authorized Officer of the Agency is hereby authorized to execute and deliver the Modified Documents to the Company, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) or Authorized Officer shall approve, the execution thereof by the Chair (or Vice Chair) or Authorized Officer to constitute conclusive evidence of such approval.

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 or provided for by the provisions of the Modified Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 10, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 10th day of November, 2022.

(SEAL)

Secretary