



County of Chautauqua Industrial Development Agency

**RESOLUTION NUMBER 03-26-24-01
OF THE MEMBERS OF
COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY
TO APPROVE AN AL TECH LOAN, EDA CARES ACT FUNDS, AND/OR CRLF LOAN(S) TO LINC
PRODUCTS & SERVICES, LLC**

March 26, 2024

Resolution authorizing AL Tech Revolving Loan Fund, EDA Cares Act Fund and/or CRLF loan(s) for LINC Products & Services, LLC in the amount of \$225,000.00.

WHEREAS, the County of Chautauqua Industrial Development Agency (“CCIDA”) has been presented with an AL Tech, EDA Cares Act Fund and CRLF application from LINC Products & Services, LLC (the “Company”) for the purpose of financing machinery, equipment, and working capital. The loan request is in the amount of **\$225,000.00**. The loan terms are \$42,075 machinery and equipment financing for 7-years (“Term”) at 4.00% interest (the “Loan”) with 6 months of interest only followed by 78 monthly payments of principal and interest and \$182,925 working capital financing for 7-years (“Term”) at 4.00% interest (the “Loan”) with 6 months of interest only followed by 78 monthly payments of principal and interest, and

WHEREAS, the business was in danger of imminent closure due to lack of business, and

WHEREAS, the loan shall be secured by (i) a subordinate lien mortgage position on the real estate owned by LINC Product’s and Services, LLC located at 4529 Route 60, Gerry, New York, 14740, behind the bank’s 1st mortgage, (ii) a subordinate lien assignment of rents by LINC Product’s & Services, LLC behind the bank, (iii) a subordinate lien position on all business assets including, but not limited to, furniture, fixtures, machinery, equipment, inventory, and accounts receivable behind the bank, (iv) unlimited personal guarantee provided by Jason Ruhlman and unlimited guarantee of Vincent Fanara, and


WHEREAS, Life Insurance Assignment for Jason Ruhlman has been waived, and

WHEREAS, Life Insurance Assignment for Vincent Fanara has been waived, and

WHEREAS, the Company shall maintain fire and hazard insurance on all company assets, with CCIDA listed as assignee and loss payee in an amount equal to the outstanding indebtedness to CCIDA at all times over the course of the loan, and appraisals for the property must be received prior to the loan closing, and

WHEREAS, commitment and financing documents of other lenders are to be satisfactory to the CCIDA, and

NOW THEREFORE, BE IT RESOLVED, that the Administrative Director, Chairman, or any officer of CCIDA, are hereby authorized by the Members to sign any and all documents and other instruments necessary in order to effectuate the above.

By 
Chairman

Date 3/24/24

Erie Coast Solar, LLC Due Diligence Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on March 26, 2024, at 10:30 A.M., local time, at Fredonia Technology Incubator, 1st floor Conference Room, 214 Central Avenue, Dunkirk, County of Chautauqua, New York (the “IDA Office”).

The meeting was called to order by the Chairperson and, upon roll being called, the following members of the Agency were:

PRESENT:

Gary Henry	Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Steven Thorpe	Member
Amy Harding	Member
Tom Harmon	Member

NOT PRESENT:

Bradley Walters	Vice Chairperson
Kevin Muldowney	Member
Daniel DeMarte	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Lisa Cole	Counsel
Robert Murray	Harris Beach
Julie Marshall	Harris Beach
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Kayla Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Crystal Erhard	IDA Staff
Jason Sample	IDA Staff
Monica Simpson	IDA Staff
James Feldmann	County Executive Staff
Eamon Riley	Erie Coast Solar, LLC
Paige Beyer	Barclay Damon

Jonathan Epstein

Buffalo News

The attached resolution no. 03-26-24-02 was offered by Steven Thorpe, seconded by Amy Harding:

RESOLUTION APPROVING UNDERTAKING DUE DILIGENCE FOR A CERTAIN
PROJECT FOR ERIE COAST SOLAR, LLC AND/OR ITS AFFILIATES AND
AUTHORIZING THE EXECUTION AND DELIVERY OF A DUE DILIGENCE
AGREEMENT WITH RESPECT TO SUCH TRANSACTION

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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, industrial and commercial 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, ERIE COAST SOLAR, LLC, a limited liability company organized and existing under the laws of the Delaware and qualified to do business in the State of New York as a foreign limited liability company, on behalf of itself and/or the principals of Erie Coast Solar, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 17.1 acre portion of an approximately 30.3 acre parcel of land located at 3584 New Road, Town of Sheridan, County of Chautauqua, New York (the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 2.2 megawatt A/C solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or

such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to the representations made by the Applicant therein, in certain supplemental documents and at this meeting, including, without limitation, representations of the Applicant that: (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County of Chautauqua, New York; (B) the completion of the Project and the leasing and operation of the Project Facility by the Applicant and/or its related designee will not result in the removal of a facility or plant of the Applicant, such related designee or any other occupant of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Applicant, such related designee or any other occupant of the Project Facility in the State; (C) the Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; (D) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State; and (E) the granting of the Financial Assistance by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Chautauqua, New York, and improve their standard of living, and prevent unemployment and economic deterioration, and thereby serve the public purposes of the Act; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project and the Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the "Applicable Laws"); and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the County of Chautauqua, New York, and to prevent unemployment and economic deterioration, by undertaking the Project in the County of Chautauqua, New York; and

WHEREAS, although a resolution authorizing the undertaking of the Project has not yet been submitted for approval by the Agency, a due diligence agreement (the "Due Diligence Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency;

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

Section 1. The Agency hereby authorizes the Administrative Director/CEO of the Agency, prior to the granting of any Financial Assistance with respect to the Project: (A) to establish a time, date and place (if applicable) for a public hearing (the “Public Hearing”) of the Agency to hear all persons interested in the location and nature of the Project and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said Public Hearing to be held in the city, town or village within which the Project Facility is or will be located, subject to Applicable Laws; (B) to cause notice of said Public Hearing to be given to the public by publishing a notice of said Public Hearing in a newspaper of general circulation available to residents of the governmental units within which the Project Facility is or will be located, such notice to comply with the requirements of and to be published in accordance with the requirements of the Act; (C) to cause notice of said Public Hearing, pursuant to the Act, to be given to the chief executive officer of the County of Chautauqua, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or will be located; (D) to conduct the Public Hearing or to authorize a hearing officer to conduct the Public Hearing in accordance with the Act; (E) to cause a report of the Public Hearing fairly summarizing the views presented at said Public Hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; and (F) to otherwise comply with all other procedural and other requirements imposed on the Agency pursuant to Applicable Laws with respect to the Project and/or the Financial Assistance.

Section 2. The Applicant is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its determination whether to proceed with the Project and to grant the Financial Assistance; provided, however, that such authorization shall not entitle or permit the Applicant to commence the acquisition, construction, installation or equipping of the Project Facility unless and until the Agency shall determine that all requirements of Applicable Laws have been fulfilled. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Project within the meaning of Section 617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Project or to grant the Financial Assistance.

Section 3. Any expenses incurred by the Agency with respect to the Project and the financing thereof shall be paid by the Applicant as set forth in the Due Diligence Agreement.

Section 4. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Applicant, the Project and the Project Facility with all Applicable

Laws, and the Applicant shall be required to provide evidence of same satisfactory to the Agency prior to the granting of any Financial Assistance.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the “Future Resolution”) determining to proceed with the Project and to grant the Financial Assistance, or any portion thereof, with respect to the Project and the Applicant complies with all conditions set forth in the Due Diligence Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility pursuant to a deed, lease agreement, assignment of lease, license, bill of sale and/or other documentation to be negotiated between the Agency and the Applicant (the “Company Lease”); (B) lease (with the obligation to purchase), license or sell the Project Facility to the Applicant or related designee pursuant to an agency lease agreement or an installment sale agreement (the “Agency Lease”) to be negotiated between the Agency and the Applicant; and (C) provide the Financial Assistance with respect to the Project, all as contemplated by the Due Diligence Agreement and the Future Resolution.

Section 6. The form, terms and substance of the Due Diligence Agreement (in substantially the form presented at this meeting) are in all respects approved, and the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized, empowered and directed, acting individually or jointly, to execute and deliver said Due Diligence Agreement in the name and on behalf of the Agency, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer’s approval of any and all changes or revisions therein from the form now before this meeting, and the Agency hereby ratifies and approves any action heretofore taken by the Agency with respect to the Due Diligence Agreement.

Section 7. From and after the execution and delivery of the Due Diligence Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed, acting individually or jointly, to proceed with the undertakings provided for therein on the part of the Agency, and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Due Diligence Agreement as and when executed.

Section 8. The law firm of Phillips Lytle LLP, Jamestown, New York, is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the Applicant, counsel to the Applicant, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 9. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Applicant and to the affected tax jurisdictions to the extent required by Applicable Laws and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 10. This Resolution shall take effect immediately.

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

Gary Henry	VOTING
Bradley Walters	ABSENT
Sagan Sheffield-Smith	VOTING
Dan Heitzenrater	VOTING
Steven Thorpe	VOTING
Daniel DeMarte	ABSENT
Amy Harding	VOTING
Tom Harmon	VOTING
Kevin Muldowney	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 26, 2024 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.


WE 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 at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

WE 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, we have hereunto set our hand this 26th day of March, 2024.



[Assistant] Secretary



[Vice] Chairman

PRELIMINARY AGREEMENT

THIS PRELIMINARY AGREEMENT (this "Agreement") dated as of the 26th day of March, 2024, between the COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY (the "Agency"), a public benefit corporation organized and existing under the laws of the State of New York, and ERIE COAST SOLAR, LLC, a limited liability company organized and existing under the laws of the Delaware and qualified to do business in the State of New York as a foreign limited liability company (the "Applicant").

WITNESSETH:

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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, industrial and commercial 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Applicant presented an application for financial assistance (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Proposed Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 17.1 acre portion of an approximately 30.3 acre parcel of land located at 3584 New Road, Town of Sheridan, County of Chautauqua, New York (the "Land"), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the "Improvements"), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the "Equipment" and together with the Land and the Improvements, collectively, the "Project Facility"), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 2.2 megawatt A/C solar-powered electrical generation facility; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes and sales and use taxes (collectively, the "Financial

Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, the members of the Agency held a meeting on March 26, 2024 and approved a resolution (the “Preliminary Due Diligence Resolution”) requiring the execution and delivery of this Agreement by the Applicant and authorizing its execution and delivery by the Agency, and authorizing the Agency to pursue preliminary action toward the undertaking of the Proposed Project;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Agency and the Applicant agree as follows:

Article 1. Representations; No Commitments.

Section 1.01. The Applicant hereby represents to the Agency that:

(A) Based on the proposed use of the Project Facility, the economic effects of the Proposed Project on the area in which it is situated and the prevention of economic deterioration in the County of Chautauqua (the “County”), the Proposed Project would constitute a commercial facility with a significant impact on the area in which it is situated, and would advance the Agency’s purposes by preventing economic deterioration in the County. Therefore, the Proposed Project would constitute a "project" within the meaning of the Act.

(B) The execution, delivery and performance by the Applicant of this Agreement have been duly authorized by all necessary company action, and this Agreement has been duly executed and delivered by the Applicant and is the legal, valid and binding obligation of the Applicant enforceable against the Applicant in accordance with its terms.

(C) The Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project Facility. For purposes of this representation, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of Section 1101 of the New York Tax Law; or (ii) sales of a service to such customers.

(D) The undertaking of the Proposed Project will not result in the removal of a facility or plant of the Applicant from one area of the State of New York to another area of the State of New York or in the abandonment of one or

more plants or facilities of the Applicant located in the State of New York (but outside the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act would not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant.

(E) Each owner, occupant or operator that would receive Financial Assistance with respect to the Proposed Project is in substantial compliance with applicable federal, state and local tax, worker protection and environmental laws, rules and regulations.

(F) As of the date of this Agreement, the Applicant is in substantial compliance with all provisions of Article 18-A of the General Municipal Law, including, but not limited to, the provisions of Section 859-a and Section 862(1) thereof.

(G) The granting by the Agency of the Financial Assistance with respect to the Proposed Project would be an inducement to the Applicant to undertake the Proposed Project in the County.

(H) The Applicant would not undertake the Proposed Project in the County without the granting of the Financial Assistance by the Agency.

(I) The Project Facility is located entirely within the boundaries of the Town of Sheridan, County of Chautauqua, and the Fredonia Central School District and is not located within the boundaries of any incorporated city or any incorporated village.

(J) The Applicant plans to invest a total of at least \$7,150,000 in the Project Facility.

(K) The Application is and remains true, accurate and complete in all respects as of the date hereof.

Section 1.02. By the Preliminary Due Diligence Resolution, the Agency has approved the execution of this Agreement. The Agency intends this Agreement to constitute its binding commitment, subject to the terms hereof, to accept the Application; provided, however, that this Agreement shall not commit the Agency to undertake the Proposed Project or to grant to the Applicant any Financial Assistance with respect to the Proposed Project. The members of the Agency shall decide, in their sole and absolute discretion, whether or not to undertake the Proposed Project and to grant such Financial Assistance, and then only following a determination by the members of the Agency that all requirements of applicable laws, rules and regulations and the policies and procedures of the Agency (collectively, "Legal Requirements") have been fulfilled.

Article 2. Undertakings on the Part of the Agency.

Based upon the statements, representations and undertakings of the Applicant, and subject to the conditions set forth herein, the Agency agrees as follows:

Section 2.01. The Agency shall undertake formal consideration of the Proposed Project and the Financial Assistance relating to the Proposed Project, subject to the conditions contained in this Agreement, including, but not limited to, the provision of Section 1.02 above and the following conditions:

(A) The Agency shall receive, in form and substance satisfactory to the Agency, such rulings, approvals, resolutions, consents, certificates, opinions of counsel and other instruments and proceedings as shall be specified by the Agency in connection with the Proposed Project and the various documents to be executed in connection with the Proposed Project;

(B) The Applicant shall provide the Agency and all other “involved/interested agencies” with all information and statements that may be required by said respective entities to ensure compliance by said entities with the New York State Environmental Quality Review Act and the regulations promulgated thereunder (collectively, “SEQRA”);

(C) The Applicant shall comply with and shall provide the Agency with all information, documentation and statements required for the Agency to comply with the requirements of all Legal Requirements; and

(D) The Applicant shall pay all expenses incurred by the Agency in connection with the Proposed Project (including, without limitation, counsel fees and disbursements) and shall pay all fees of the Agency.

Article 3. Undertakings on the Part of the Applicant.

Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Applicant agrees as follows:

Section 3.01. The Applicant hereby agrees to indemnify, defend (with counsel selected by the Agency) and hold the Agency (and its members, officers, agents, attorneys and employees) harmless from any and all liability, damages, causes of actions, losses, costs or expenses incurred by the Agency in connection with: (A) examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application, the Proposed Project or the Financial Assistance are favorably acted upon by the Agency, (B) the acquisition, construction, installation and equipping of the Project Facility, and (C) any further action taken by the Agency with respect to the Proposed Project; including, without limiting the generality of the foregoing, (i) all fees and expenses of the Agency’s general counsel, transaction counsel, economic development consultant, real property tax valuation consultant and other experts and consultants (if deemed necessary or advisable by the Agency) heretofore or hereafter incurred, and (ii) all

other expenses incurred by the Agency in defending any suits, actions or proceedings that may arise as a result of any of the foregoing. If, for any reason whatsoever, the Agency decides not to proceed with consideration of the Application or the proposed Project or the Applicant fails to conclude or consummate necessary negotiations or fails within a reasonable or specified period of time to take reasonable, proper or requested action or withdraws, abandons, cancels, or neglects the Application or if the Applicant is unable to secure third party financing, if required, or otherwise fails to conclude the Proposed Project, then upon presentation of an invoice by the Agency, its agents, attorneys or assigns, the Applicant shall pay to the Agency, its agents, attorneys or assigns, as the case may be, all fees and expenses reflected in any such invoice.

Section 3.02. The Applicant agrees that each of the Agency's general counsel, transaction counsel, economic development consultant, real property tax valuation consultant and other experts and consultants is an intended third-party beneficiary of this Agreement, and that each of them may (but shall not be obligated to) enforce the provisions of Section 3.01 of this Agreement, whether by lawsuit or otherwise, to collect the fees and expenses of such party or person incurred by the Agency (whether or not first paid by the Agency) with respect to the Application. The Applicant further agrees that the Agency may (but shall not be obligated to) directly enforce the provisions of Section 3.01 of this Agreement against the Applicant, whether by lawsuit or otherwise, to collect such fees and expenses.

Section 3.03. The Applicant will take such further action and adopt such further proceedings as the Agency may deem necessary to implement its aforesaid undertakings or as the Agency may deem appropriate in pursuance thereof.

Section 3.04. This Agreement is intended to facilitate discussion regarding the Proposed Project, and neither this Agreement nor any discussions or course of conduct between the parties or their representatives shall constitute an agreement, offer or legally binding commitment by the Agency to undertake the Proposed Project or to grant the Financial Assistance. This Agreement does not purport to summarize or contain all the conditions, covenants, representations, warranties and other provisions that would be contained in the definitive documentation between the Agency and the Applicant relating to the Proposed Project.

Article 4. General Provisions.

Section 4.01. (A) All notices and other communications hereunder shall be in writing and shall be deemed given (i) when mailed by United States registered or certified mail, postage prepaid, return receipt requested, (ii) when delivered by hand delivery to the undersigned, or (iii) the date of delivery (or refusal) after deposit with Federal Express or other nationally recognized overnight courier for next business day delivery, addressed as follows:

(1) To the Agency:

County of Chautauqua Industrial Development Agency
201 West 3rd Street, Suite 115

Jamestown, NY 14701
Attn: Mark Geise

(2) To the Applicant:

Erie Coast Solar, LLC
101 Summer Street, Floor 2
Boston, MA 02110
Attn: Eamon Riley

(B) The Agency and the Applicant may, by notice given hereunder, designate any further or different addresses to which subsequent notices, certificates and other communications shall be sent.

Section 4.02. All covenants and agreements herein contained by or on behalf of the Agency and the Applicant shall bind and inure to the benefit of the respective permitted successors and assigns of the Agency and the Applicant, as the case may be, whether so expressed or not.

Section 4.03. The obligations and agreements of the Agency contained herein shall be deemed the obligations and agreements of the Agency, and not of any member, officer, agent or employee of the Agency in his individual capacity, and the members, officers, agents and employees of the Agency shall not be liable personally hereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The obligations and agreements of the Agency contained herein shall not constitute or give rise to an obligation of the State of New York or of the County, and neither the State of New York nor the County, shall be liable thereon; and further, such obligations and agreements shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency payable solely from the revenues of the Agency derived and to be derived from the lease, sale or other disposition of the Project Facility.

Section 4.04. Notwithstanding any provision of this Agreement to the contrary, the Agency shall not be obligated to take any action pursuant to any provision hereof unless (A) the Agency shall have been requested to do so in writing by the Applicant; and (B) if compliance with such request is reasonably expected to result in the incurrence by the Agency (or any member, officer, agent or employee of the Agency) of any liability, fees, expenses or other costs, the Agency shall have received from the Applicant security or indemnity satisfactory to the Agency for protection against all such liability and for the reimbursement of all such fees, expenses and other costs.

Section 4.05. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument. Signatures by facsimile or in Portable Document Format shall be deemed to constitute originals.

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IN WITNESS WHEREOF, the parties hereto have entered into this Agreement as of the date and year first written above.

ERIE COAST SOLAR, LLC

COUNTY OF CHAUTAUQUA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____

Name:

Title:

By: _____

Name: Richard E. Dixon

Title: CFO

[SIGNATURE PAGE TO PRELIMINARY AGREEMENT]



County of Chautauqua Industrial Development Agency

**RESOLUTION NUMBER 03-26-24-03
OF THE MEMBERS OF
COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY
TO APPROVE AN AL TECH /EDA /CRLF LOAN TO TIM & EDMOND, LLC**

March 26, 2024

Resolution authorizing AL Tech Loan Funding, EDA Cares Act Funding, or CRLF Funding to Tim & Edmond LLC in the amount of \$400,000.00 to assist in the upgrade of the facility at 245 & 255 Fluvanna Avenue, Jamestown, NY. _____

WHEREAS, the County of Chautauqua Industrial Development Agency ("CCIDA") has been presented with an AL Tech, EDA Cares Act, or CRLF Revolving Loan Fund application from Tim & Edmond LLC (the "Company") to assist in the upgrade of the facility. The loan request is in the amount of \$400,000.00. The loan term is 15 years ("Term") at 4.00% interest (the "Loan") with principal and interest payments made monthly, and


WHEREAS, the loan shall be secured by (i) Third Lien Mortgage position behind a current second position held by CCIDA, and a first position bank financing, on real estate located at 245 & 255 Fluvanna Avenue, Jamestown, NY 14701 (SBL 370.09-2-21 and 370.10-1-4), (ii) Second Position Lien behind bank financing on Assignments of Rents with respect to the premises, and (iii) Unconditional Personal Guarantee from Tim M. Shults and Edmond R. Shults Jr., and

WHEREAS, Assignment of Key-Man Life Insurance has been waived for Tim M. Shults and Edmond R. Shults Jr., and

WHEREAS, the Company shall maintain fire and hazard insurance on all company assets, with CCIDA listed as assignee and loss payee in an amount equal to the outstanding indebtedness to CCIDA at all times over the course of the loan, and

WHEREAS, commitment and financing documents of other lenders are to be satisfactory to the CCIDA, and

NOW THEREFORE, BE IT RESOLVED, that the Administrative Director, Chairman, or any officer of CCIDA, are hereby authorized by the Members to sign any and all documents and other instruments necessary in order to effectuate the above.

By 
Chairman
Date 3/26/24



County of Chautauqua Industrial Development Agency

**RESOLUTION NUMBER 3-26-24-04
OF THE MEMBERS OF
COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY
TO APPROVE AN AL TECH, EDA CARES ACT AND/OR CRLF LOAN
TO EXCELCO/NEWBROOK, INC.**

March 26, 2024

Resolution authorizing an AL Tech, EDA CARES Act and/or Chautauqua Revolving Loan Fund loan for Excelco/Newbrook, Inc., or its successors, in the amount of \$100,000.00.


WHEREAS, the County of Chautauqua Industrial Development Agency ("CCIDA") has been presented with a Loan Fund application from Excelco/Newbrook, Inc. (the "Company") for the purpose of working capital. The loan request is in the amount of **\$100,000.00**. Loan terms are 5-years at 4.00% interest with principal and interest payments made monthly, and

WHEREAS, the loan shall be secured by (i) a subordinate lien position on all business assets by Excelco Newbrook, Inc. and Chautauqua Equipment including, but not limited to, furniture, fixtures, machinery, equipment, inventory, and accounts receivable behind the bank, STEDO, and CCIDA's existing assignment, (ii) a subordinate lien assignment of leases and rents by Excelco/Newbrook, Inc. and Chautauqua Equipment behind the bank, STEDO and CCIDA's existing assignment, (iii) an unlimited personal guarantee provided by Christopher J. Lanski, (iv) life insurance in the amount of the loan on the life of Christopher J. Lanski, and

WHEREAS, the Company shall maintain fire and hazard insurance on all corporate assets, with CCIDA listed as assignee and loss payee in an amount equal to the outstanding indebtedness to CCIDA at all times over the course of the loan, and appraisals for the property must be received prior to the loan closing, where applicable, and

WHEREAS, commitment and financing documents of other lenders are to be satisfactory to the CCIDA, where applicable, and

NOW THEREFORE, BE IT RESOLVED, that the Administrative Director, Chairman, or any officer of CCIDA, are hereby authorized by the Members to sign any and all documents and other instruments necessary in order to effectuate the above.

By  _____
Authorized Representative
Date 3/26/24

Wicked Jimmy LLC Due Diligence Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on March 26, 2024, at 10:30 A.M., local time, at the offices of the Agency located at the Fredonia Technology Incubator, 214 Central Avenue, 1st Floor Conference Room, Dunkirk, County of Chautauqua, New York (the “IDA Office”).

The meeting was called to order by the Chairperson and, upon roll being called, the following members of the Agency were:

PRESENT:

Gary Henry	Chairperson
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Steven Thorpe	Member
Amy Harding	Member
Tom Harmon	Member

NOT PRESENT:

Bradley Walters	Vice Chairperson
Kevin Muldowney	Member
Daniel DeMarte	Member

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Lisa Cole	Counsel
Robert Murray	Harris Beach
Julie Marshall	Harris Beach
Kristine Morabito	IDA Staff
Rosie Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Kayla Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Crystal Erhard	IDA Staff
Jason Sample	IDA Staff
Monica Simpson	IDA Staff
James Feldmann	County Executive Staff
Jonathan Epstein	Buffalo News

The attached resolution no. 03-26-24-05 was offered by Dan Heitzenrater, seconded by Steven Thorpe:

RESOLUTION TAKING PRELIMINARY ACTION TOWARD THE
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT FOR WICKED
JIMMY LLC AND/OR ITS AFFILIATES AND AUTHORIZING THE EXECUTION AND
DELIVERY OF A PRELIMINARY AGREEMENT WITH RESPECT TO SUCH
TRANSACTION

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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, industrial and commercial 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, WICKED JIMMY LLC, a limited liability company duly organized and existing under the laws of the State of New York (the “Applicant”), presented an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately .58 parcel of land located at 115-121 West 3rd Street, City of Jamestown, County of Chautauqua, New York (the “Land”), (2) the renovation of an existing approximately 33,900 square foot building on the Land, together with the construction of an approximately 700 square foot addition thereto consisting of decks and rooftop space (collectively, the “Building”), together with related improvements to the Land, and (3) the acquisition of certain furniture, fixtures, machinery, equipment and building materials necessary for the completion thereof (the “Equipment” and together with the Land and the Building, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as brewery facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from mortgage recording taxes, sales and use taxes and real property taxes (collectively, the “Financial Assistance”); (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and (D) the

sublease thereof by the Applicant or such other entity(ies) to Wicked Warren's, LLC for purposes of the operation thereof; and

WHEREAS, the Agency has given due consideration to the Application and to the representations made by the Applicant therein, in certain supplemental documents and at this meeting, including, without limitation, representations of the Applicant that: (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County of Chautauqua, New York; (B) the completion of the Project and the leasing and operation of the Project Facility by the Applicant and/or Wicked Warren's, LLC will not result in the removal of a facility or plant of the Applicant, Wicked Warren's, LLC or any other occupant of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Applicant, Wicked Warren's, LLC or any other occupant of the Project Facility in the State; (C) the Project Facility will constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, however, the Project Facility is likely to be a "tourism destination" as defined in Section 862 of the Act; (D) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State; and (E) the granting of the Financial Assistance by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Chautauqua, New York, and improve their standard of living, and prevent unemployment and economic deterioration, and thereby serve the public purposes of the Act; and

WHEREAS, any approval of the Project is contingent upon, among other things, a final determination by the members of the Agency to proceed with the Project following determinations by the Agency that: (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project and the Financial Assistance have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project or the Project Facility (collectively, the "Applicable Laws"); and

WHEREAS, the portion of the Financial Assistance consisting of an exemption from real property taxes, if granted, may represent a deviation from the Agency's uniform tax exemption policy and guidelines with respect to the making of payments in lieu of real property taxes; and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the County of Chautauqua, New York, and to prevent unemployment and economic deterioration, by undertaking the Project in the County of Chautauqua, New York; and

WHEREAS, although a resolution authorizing the undertaking of the Project has not yet been submitted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency;

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

Section 1. The Agency hereby authorizes the Administrative Director/CEO of the Agency, prior to the granting of any Financial Assistance with respect to the Project: (A) to establish a time, date and place (if applicable) for a public hearing (the "Public Hearing") of the Agency to hear all persons interested in the location and nature of the Project and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said Public Hearing to be held in the city, town or village within which the Project Facility is or will be located, subject to Applicable Laws; (B) to cause notice of said Public Hearing to be given to the public by publishing a notice of said Public Hearing in a newspaper of general circulation available to residents of the governmental units within which the Project Facility is or will be located, such notice to comply with the requirements of and to be published in accordance with the requirements of the Act; (C) to cause notice of said Public Hearing, pursuant to the Act, to be given to the chief executive officer of the County of Chautauqua, New York, and of each city, town, village, school district and other affected tax jurisdiction in which the Project Facility is or will be located; (D) to conduct the Public Hearing or to authorize a hearing officer to conduct the Public Hearing in accordance with the Act; (E) to cause a report of the Public Hearing fairly summarizing the views presented at said Public Hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency; (F) to establish a time, date and place (if applicable) for a meeting of the Agency (the "IDA Meeting") to consider whether to approve a proposed deviation from the Agency's uniform tax exemption policy in accordance with the Act if the Administrative Director/CEO determines that the portion of the Financial Assistance consisting of an exemption from real property taxes constitutes a deviation from such policy; (G) to cause notice of any such proposed deviation from the Agency's uniform tax exemption policy and of the IDA Meeting to be given to the affected tax jurisdictions in accordance with the Act; and (H) to otherwise comply with all other procedural and other requirements imposed on the Agency pursuant to Applicable Laws with respect to the Project and/or the Financial Assistance.

Section 2. The Applicant is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its determination whether to proceed with the Project and to grant the Financial Assistance; provided, however, that such authorization shall not entitle or permit the Applicant to commence the acquisition, construction, installation or equipping of the Project Facility unless and until the Agency shall determine that all requirements of Applicable Laws have been fulfilled. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution constitutes an authorization to conduct concurrent environmental, engineering, economic, feasibility and other studies and preliminary planning with respect to the Project within the meaning of Section

617.3(c)(2) of the Regulations and a determination of compliance with technical requirements within the meaning of Section 617.3(c)(2) of the Regulations and does not constitute, and shall not be deemed to constitute, either an approval by the Agency of the Project for the purposes of the Act or SEQRA or a commitment by the Agency to approve the Project or to grant the Financial Assistance.

Section 3. Any expenses incurred by the Agency with respect to the Project and the financing thereof shall be paid by the Applicant as set forth in the Preliminary Agreement.

Section 4. The findings of the Agency set forth herein are expressly conditioned upon full compliance of the Applicant, the Project and the Project Facility with all Applicable Laws, and the Applicant shall be required to provide evidence of same satisfactory to the Agency prior to the granting of any Financial Assistance.

Section 5. If, following full compliance with all Applicable Laws, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance, or any portion thereof, with respect to the Project and the Applicant complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility pursuant to a deed, lease agreement, assignment of lease, license, bill of sale and/or other documentation to be negotiated between the Agency and the Applicant (the "Company Lease"); (B) lease (with the obligation to purchase), license or sell the Project Facility to the Applicant or related designee pursuant to an agency lease agreement or an installment sale agreement (the "Agency Lease") to be negotiated between the Agency and the Applicant; and (C) provide the Financial Assistance with respect to the Project, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 6. The form, terms and substance of the Preliminary Agreement (in substantially the form presented at this meeting) are in all respects approved, and the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized, empowered and directed, acting individually or jointly, to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting, and the Agency hereby ratifies and approves any action heretofore taken by the Agency with respect to the Preliminary Agreement.

Section 7. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed, acting individually or jointly, to proceed with the undertakings provided for therein on the part of the Agency, and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as and when executed.

Section 8. The law firm of Phillips Lytle LLP, Jamestown, New York, is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the

Applicant, counsel to the Applicant, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 9. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 10. This Resolution shall take effect immediately.

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

Gary Henry	VOTING
Bradley Walters	ABSENT
Sagan Sheffield-Smith	VOTING
Dan Heitzenrater	VOTING
Steven Thorpe	VOTING
Daniel DeMarte	ABSENT
Amy Harding	VOTING
Tom Harmon	VOTING
Kevin Muldowney	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

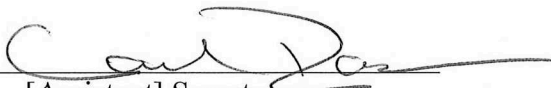
STATE OF NEW YORK)
) SS.:
COUNTY OF CHAUTAUQUA)

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 26, 2024 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE 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 at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

WE 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, we have hereunto set our hand this 26th day of March, 2024.


[Assistant] Secretary


[Vice] Chairman

COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY

ANNUAL HOUSEKEEPING RESOLUTION 2024

A regular meeting of County of Chautauqua Industrial Development Agency (the "Agency") was convened in public session at the Fredonia Technology Incubator located at 214 Central Avenue, in the City of Dunkirk, Chautauqua County, New York on March 26, 2024 at 10:30 a.m., local time.

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

RESOLUTION 03-26-24-06 APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS AND THE ANNUAL REPORT OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY IN ACCORDANCE WITH THE NEW YORK PUBLIC AUTHORITIES LAW

WHEREAS, County of Chautauqua 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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, civic, 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 members of the Agency desire to make certain appointments and approve certain administrative matters; and

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009 (collectively, and as each may be further amended, the "PAAA"), designed to ensure that New York's public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, PAAA requires that the Agency prepare and submit an annual report in the form, substance and manner as prescribed in PAAA and as included herein as Attachment A (the "Annual Report"); and

WHEREAS, to carry out the aforesaid purposes, the Agency has the power under the Act to do all things necessary to fulfill its obligations imposed by the Act and PAAA; and

WHEREAS, the PAAA requires, and as recommended best practice, the Agency desires, to adopt or re-adopt certain policies to comply with the PAAA and to ensure the effective and efficient operation of the Agency, said policies identified within Attachment B attached hereto; and

WHEREAS, the Agency desires to approve of its regular Agency schedule for calendar year 2024 as contained within Attachment C attached hereto.

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

Section 1. The Agency hereby takes the following actions:

(A) The Agency hereby accepts and approves the PAAA Annual Report for the fiscal year 2023 as contained within Attachment A. The CEO is hereby authorized and directed to submit and distribute the Annual Report in accordance with the requirements of the PAAA. The Agency further authorizes and directs the CEO to comply with all other provisions of PAAA applicable to the Annual Report as diligently as possible, including making such changes thereto as the CEO determines to be appropriate or necessary in order to comply with the PAAA.

(B) The Agency hereby approves the appointments and the administrative matters, and readopts the policies and procedures of the Agency all as identified and described within Attachment B attached hereto.

(C) In connection with the Agency's appointment of the Agency's Depository Banking Institutions, the Agency hereby authorizes its officers and/or members to execute any depository agreement, signature cards, and any related documents required to be executed before such officer and/or member will be authorized to make deposits and execute checks on behalf of the Agency.

Section 2. The Agency hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer, and the Chief Financial Officer of the Agency to take all steps necessary to implement any matters or actions related to the materials contained within Attachment A and Attachment B attached hereto.

Section 3. The Agency approves of the meeting schedule contained within Attachment C.

Section 4. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Agency with respect to same are hereby approved, ratified and confirmed.

Section 5. This resolution shall take effect immediately.

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

Gary Henry	VOTING	AYE
Bradley Walters	VOTING	ABSENT
Sagan Sheffield-Smith	VOTING	AYE
Dan Heitzenrater	VOTING	AYE
Tom Harmon	VOTING	AYE
Steven Thorpe	VOTING	AYE
Daniel DeMarte	VOTING	ABSENT
Amy Harding	VOTING	AYE
Kevin Muldowney	VOTING	ABSENT

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of County of Chautauqua Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Agency held on March 26, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original 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.

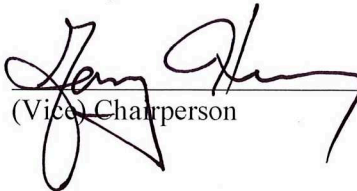
I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 26th day of March, 2024.

BY:


Secretary

BY:


(Vice) Chairperson

(SEAL)

Attachment A

PAAA 2023 Annual Report

Attachment B¹

Officers of the Board and the Agency/Authority for Calendar Year 2024:

Officers of the Board:

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Daniel Heitzenrater	Secretary
Carol Rasmussen	Assistant Secretary
Rosemarie Strandburg	Assistant Treasurer

Officers of the Agency/Authority:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Mark Geise	Contracting Officer
Mark Geise	FOIL Officer
Gary Henry	FOIL Appeals Officer

Confirmation of Regular Agency/Authority Meeting Schedule for Calendar Year 2024: See attached tentative meeting schedule attached hereto as **Schedule B.**

Agency/Authority Board Member Committee Appointments for Calendar Year 2024:

Audit & Finance Committee	
Gary Henry	Chairperson
Brad Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Governance Committee	
Gary Henry	Chairperson
Dan Heitzenrater	Secretary
Kevin Muldowney	Member
Transactions Committee	
Gary Henry	Chairperson
Mark Geise	Administrative Director/CEO
Richard Dixon	Chief Financial Officer
	Project Specific Business Development Manager as designated by the CFO for each Project

¹ Attachment B shall apply to the County of Chautauqua Industrial Development Agency (“Agency”) and its affiliates being the Chautauqua Region Economic Development Corporation (“CREDC”) and the Chautauqua County Capital Resource Corporation (“CCCRC”), each being defined as an “Authority” as so referenced herein.

Appointment of Agency/Authority Counsel and Bond Counsel for Calendar Year 2024:

From Phillips Lytle LLP:	
Gregory L. Peterson, Esq.	Agency Counsel
Milan K. Tyler, Esq.	Agency Counsel

From Harris Beach PLLC	
Robert G. Murray, Esq.	Agency Counsel

From Hodgson Russ LLP:	
Christopher C. Canada, Esq.	Bond Counsel
Shannon E. Wagner, Esq.	Bond Counsel

Appointment of Agency/Authority Depository Banking Institutions for Calendar Year 2024:

Cattaraugus County Bank
Manufacturers and Traders Trust Company

Approval and Confirmation of Agency/Authority Policies and Procedures for Calendar Year 2024:

Bylaws
Audit & Finance Committee Charter
Governance Committee Charter
Code of Ethics and Conflict of Interest Policy
Investment Policy
Mission Statement
Procurement Policy
Real Property Disposition Policy
Travel, Conferences, Meals and Entertainment Policy
Whistleblower Policy
Board Member Compensation, Reimbursement and Attendance Policy
Credit Card Policy
Investment and Deposit Policy
Accounting Policy
Internal Controls
Anti-Nepotism Policy
Defense and Indemnification Policy
Diversity Policy
Project Recapture and Termination Policy
Real Property Acquisition Policy
Remote Meeting Policy
Sexual Harassment Prevention Policy
Supervision Performance Evaluation Policy
Uniform Project Evaluation Policy
Freedom of Information Law Policy
Whistleblower Policy

Approval and Confirmation of Agency/Authority Mission Statements and Performance Measurements for Calendar Year 2024:

County of Chautauqua Industrial Development Agency (“CCIDA”) Mission Statement:

The CCIDA is an economic development organization authorized and empowered by the State of New York to make Chautauqua County a better place to work, live, and visit. We facilitate development by attracting new businesses, while promoting the retention and expansion of existing businesses. Assistance in the forms of incentives – tax abatements, low interest loans, and bond financing – enhances the opportunities for job creation and retention by our businesses.

CCCRC Mission Statement: The mission is to promote community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the County by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access low interest tax-exempt and non-tax-exempt financing for their eligible projects; and undertaking projects and activities within the County for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the County by attracting new industry to the County or by encouraging the development of, or retention of, an industry in the County, and lessening the burdens of government and acting in the public interest.

CREDC Mission Statement: The mission is to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to maintain job opportunities and to better said job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community or geographical area by attracting industry to the community or area, or by encouraging the development of or retention of an industry in the community or area and to lessen the burden of government and to act in the public interest. The public objective of each and every one of the purposes enumerated above is to stimulate employment opportunities, job training and industrial development in the Chautauqua region.

List of Performance Goals:

1. Business Attraction - Attract businesses, visitors and new residents by maintaining a skilled workforce, developing infrastructure, and creating a dynamic environment in which to work, live, and visit.
2. Business Retention - Proactive outreach (reach out) to identify potential business retention and expansion opportunities and continue support after closing.
3. Capacity - We will build capacity through staff development/education, educational outreach to the business community, continued membership on local, regional, and national economic development organizations, and maintain appropriate staffing levels to deliver quality services.

Governance Certification:

1. Have the board members acknowledged that they have read and understood the mission of the public authority? Yes.

2. Who has the power to appoint the management of the public authority? The Board of Directors of the Agency/Authority.

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

The Board of Directors has not adopted a written policy. However, the Board of Directors follow prudent and reasonable practices to appoint responsible individuals.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

The Board of Directors provides strategic guidance, oversight, policy setting and validation of the Agency's/Authority's mission, performance, and results. Management collaborates with the Board of Directors in strategy development and to implement Agency/Authority programs, processes, activities, and policies to achieve the Agency/Authority mission.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions? Yes.

Attachment C

TENTATIVE 2024 MEETING SCHEDULE