



COUNTY OF MONROE
COMIDA
INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR ASSUMPTION

Each applicant seeking assumption of an existing Project must complete this form and provide additional information if requested. A **non-refundable** application fee of \$350 must be included with this application. Make check payable to COMIDA. If assumption is approved, assumption will require preparation of legal documentation and a fee of \$2,000 plus legal costs.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available online at www.monroecountyida.org.

I. PROJECT

- a. Address 7397 4th Section Rd
City/State/Zip Sweden, NY 14420
TAX Map No 082.02-1-22
- b. Current Project Owner
Mantisi Solar LLC (Saturn Power Corp)
- c. Does Applicant contemplate any changes in use or tenancy of the project? YES ☐ NO ☒

If YES, provide information on additional pages.

II. APPLICANT

- a. Name CVE North America, Inc.
Address 109 West 27th St, Floor 8
City/State/Zip New York, NY 10001
TAX ID No 35-2573154
Contact Name Carson Weinand
Title Senior Business Developer
Telephone # 239-784-8080
Email carson.weinand@cvegroup.com

- b. Owners of 20% or more Applicant Company
CVE, a company incorporated under the laws
of France, having its registered office at 5
place de la Joliette 13002 Marseille, registered
with the Trade & Companies Register of Marse

Do any of these owners currently own property within Monroe County New York? YES ☐ NO ☐

III. APPLICANT Legal Counsel

Name Joshua Sabo
Firm Couch White
Address 540 Broadway, 7th Floor
City/State/Zip Albany, NY 12207
Telephone # 518-320-3443
Email jsabo@couchwhite.com

IV. CERTIFICATION

Current Project Owner represents that (i) it is not in default under any documents executed in connection with the Project being assigned; (ii) Assignee must agree to assume Current Project Owner's rights, interest, duties, obligations and liability set forth in any documents executed in connection with the Project being assigned; and (iii) Assignee will pay all fees of the Agency and its counsel in connection with the assignment of said Project.

Signed:

Current Project Owner:

Douglas Wagner
Douglas Wagner President 6/20/21
Name, Title Date

Assignee:

Thibaut Delespaul General Manage 6/20/21
Name, Title Date

Motion By:

Seconded By:

L. Bolzner
T. Milne

RESOLUTION

(Assignment of Mantisi Solar LLC Project to CVE North America, Inc.)

OSC Code 2602-22-023A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Ebenezer Watts Center, 47 S. Fitzhugh St., Rochester, New York 14614, on July 19, 2022 at 12:00 p.m.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE ASSIGNMENT BY MANTISI SOLAR LLC OF CERTAIN FINANCIAL ASSISTANCE (EACH AS DEFINED BELOW) IN CONNECTION WITH A CERTAIN PROJECT LOCATED AT 7397 FOURTH SECTION ROAD IN THE TOWN OF SWEDEN, NEW YORK TO CVE NORTH AMERICA, INC., OR A RELATED ENTITY FORMED OR TO BE FORMED; AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by resolution duly adopted on January 18, 2022 (the "Resolution"), the Agency appointed **MANTISI SOLAR LLC**, a New York limited liability company ("Assignor"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in an approximately 34-acre portion of an approximately 71-acre parcel of land located at 7397 Fourth Section Road in the Town of Sweden, New York 14420 (the "Land"); (B) the construction on the Land of an single axis tracker system with a maximum size of 5 megawatt alternating current (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to the Resolution, the Agency approved the provision of financial assistance (the "Financial Assistance") to Assignor in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, and (b) a partial mortgage recording tax exemption for financing relating to the Project; and

WHEREAS, by Application for Assumption, dated June 20, 2022, Assignor has requested the Agency's approval of the assignment of the Financial Assistance to CVE North America, Inc., or a related entity formed or to be formed (collectively, the "Company"); and

WHEREAS, Assignor and the Company represent that the sale of its assets to the Company will not in any way change the proposed use of the Facility and that the proposed Facility will continue to constitute a "project" as such quoted term is defined in the Act; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the assignment of the Financial Assistance to the Company and (ii) approving the execution of any and all documents necessary to effectuate the assignment of the Financial Assistance.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the assignment of the Financial Assistance from Assignor to the Company.

Section 2. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to effectuate the above-described assignments and continuation of the Financial Assistance and the Documents with respect to the Facility.

Section 3. This resolution shall take effect immediately.

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Jay Popli	✓			
Troy Milne	✓			
Lisa Bolzner	✓			
Joseph Alloco	✓			
Rhett King	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

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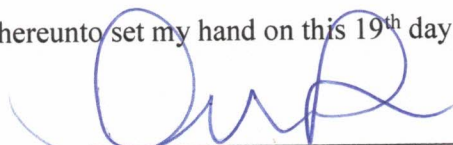
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on July 19, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 19th day of July, 2022.



Ana J. Liss, Executive Director