

**RESOLUTION CONSENTING TO TRANSFER OF OWNERSHIP INTERESTS  
RELATING TO THE PINELAWN POWER LLC PROJECT**

**WHEREAS**, pursuant to a resolution adopted on October 26, 2004 authorizing the undertaking of a Project, the Town of Babylon Industrial Development Agency (the “**Agency**”) entered into a straight lease transaction for the benefit of Pinelawn Power, LLC, a Delaware limited liability company (the “**Company**”), pursuant to which the Agency granted the Company financial assistance in the form of among others, exemptions from real property taxes and state and local sales and use taxes in accordance with (i) a Company Lease Agreement between the Company and the Agency, dated December 6, 2004 (the “**Company Lease**”) and (ii) a Lease Agreement between the Agency and the Company, dated December 6, 2004 (the “**Lease Agreement**” and, together with the Company Lease, the “**Leases**”), relating to an approximately 74 MW dual-fuel power generating facility located at the corner of Patton Avenue and Glean Street, West Babylon, New York (the “**Pinelawn Project**”); and

**WHEREAS**, J-POWER East Coast Capital (the “**Seller**”), an indirect parent of the Company, has entered into a Purchase and Sale Agreement, dated as of July 24, 2024, with J-POWER Sound Capital, LLC and MPH Cross Island Power, LLC (collectively, the “**Buyer**”) to purchase 100% of the Seller’s indirect ownership interest in the Company and ultimately the Pinelawn Project (the “**Pinelawn Purchase**”) and, in connection therewith, the Buyer desires that the Agency’s consent to such purchase; and

**WHEREAS**, the representatives of the Buyer have informed the Agency that subsequent to the Pinelawn Purchase, the Company will maintain its corporate existence and will continue to comply with the Leases; and

**NOW, THEREFORE, BE IT DETERMINED, APPROVED AND RESOLVED** by the members of the Agency as follows:

**Section 1.** The Agency hereby consents to the Pinelawn Purchase.

**Section 2.** The Chief Executive Officer (“**CEO**”) the Chairman or the Secretary and any member of the Agency (as used in this resolution, the “**Authorized Representatives**”) are hereby authorized, on behalf of the Agency, to consent to final forms of consents, agreements, estoppel certificates or certificates consistent herewith (hereinafter collectively called the “**Consent Documents**”), all in form acceptable to the Agency upon the advice of counsel to the Agency. The execution thereof by the CEO shall constitute conclusive evidence of the approval of the Consent Documents.

The CEO or any other Authorized Representatives are further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives including the Chairman, the Secretary or Assistant Secretary of the Agency, to execute any Consent Documents or certificates of the Agency authorized pursuant to this resolution and determine the terms of the Consent Documents.

The Secretary, Assistant Secretary or Counsel to the Agency is hereby authorized to attest to the CEO's or any other Authorized Representative's signature on the foregoing documents and to impress or affix the seal or facsimile seal of the Agency thereto.

**Section 3.** The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Consent Documents, and to execute and deliver all such additional certificates, instruments, agreements and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Consent Documents binding upon the Agency.

**Section 4.** All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties, affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, and the Consent Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

**Section 5.** No covenant, stipulation, obligation or agreement contained in this resolution, or the Consent Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the Town of Babylon in his or their individual capacity and neither the members of the Agency nor any officer shall be liable personally on the Consent Documents or be subject to any personal liability or accountability by reason of the execution thereof or the adoption hereof.

**Section 6.** This resolution shall take effect immediately.

STATE OF NEW YORK )

) ss.:

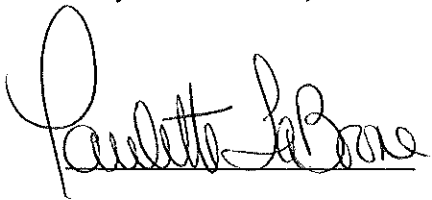
COUNTY OF SUFFOLK )

I, Paulette LaBorne, the duly elected, qualified Secretary of the Town of Babylon Industrial Development Agency (the "Agency"), hereby certify that:

1. The foregoing is a true, correct and complete copy of the record of proceedings of the Agency had and taken at a lawful meeting of the Agency held at the 200 Sunrise Hwy, Lindenhurst, New York on December 18, 2024, commencing at the hour of 8:00 A.M., as recorded in the regular official book of the proceedings of the Agency, those proceedings were duly had and taken as shown therein, the meeting shown therein was duly held, and the persons named therein were present at that meeting as shown therein.

2. All members of the Agency and the public were duly notified of that meeting pursuant to law.

IN WITNESS WHEREOF, I have signed this certificate and affixed the seal of the Agency the 18th day of December, 2024.



Secretary

(SEAL)