

RESOLUTION OF THE BOARD OF DIRECTORS
OF FORT SCHUYLER MANAGEMENT CORPORATION

November 10, 2014

RESOLUTION NO.: 118

AUTHORIZING AN INCREASE IN THE PROJECT COST TO [REDACTED] IN SUPPORT OF BHTMI HUB
INITIATIVE

WHEREAS, Fort Schuyler Management Corporation (the "Corporation") is a 501(c)(3) corporation formed to help facilitate research and economic development activities related to the research and educational mission of the State University of New York ("SUNY") by purchasing, constructing, and developing and managing facilities and promoting the research therein which support the economic development, research activities, and the mission of SUNY and SUNY Polytechnic Institute ("SUNY Poly"), formerly the SUNY Institute of Technology at Utica/Rome and the SUNY College of Nanoscale Science and Engineering; and

WHEREAS, the Corporation is developing a state-of-the-art high-tech and green energy manufacturing campus known as the Buffalo High-Tech Manufacturing and Innovation Hub ("BHTMI Hub") in the Greater Buffalo Area, including the development, design and construction of facilities and related infrastructure consisting primarily of the facilities and infrastructure for Silevo Inc., a subsidiary of SolarCity Inc. ("Project"); and

WHEREAS, by Resolution dated April 14, 2014 the Board (i) authorized and approved the awarding to LP Ciminelli of the Project and (ii) authorized and directed the President of the Corporation to direct LP Ciminelli to proceed with initial work up to an amount not to exceed [REDACTED]; and

WHEREAS, by Resolution dated June 3, 2014 the Board authorized the President of the Corporation to direct LP Ciminelli to proceed with necessary work in support of the Project up to an amount not to exceed [REDACTED] and

WHEREAS, in order to maintain the development, design and construction of the Project on schedule, the Corporation desires to advance the Project up to an amount not to exceed [REDACTED] and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: APPROVAL FOR ADVANCE OF PROJECT UP TO [REDACTED]. The Board hereby authorizes, empowers and directs the President of the Corporation to direct LP Ciminelli to proceed with necessary work in support of the Project up to an amount not to exceed [REDACTED].

SECTION 2: DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and directs the President of the Corporation to approve, sign, acknowledge and deliver all documents or contracts in such form, substance, and content, and upon such terms, as may be necessary or appropriate, to implement and carry out the purposes and intents of this Resolution.

SECTION 3: EFFECTIVE DATE. This Resolution shall take effect immediately.

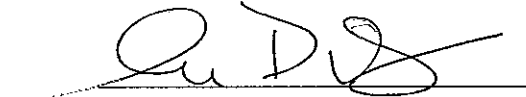
CERTIFICATION

FORT SCHUYLER MANAGEMENT CORPORATION
RESOLUTION NO: 118

The undersigned, being a duly elected and qualifying officer of Fort Schuyler Management Corporation ("Corporation"), DOES HEREBY CERTIFY that the attached resolution constitutes a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on November 10, 2014, as it appears in the records of the Corporation in my possession as of the date hereof.

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 signed this Certification on this 13 day of November, 2014.


Name: