

OYA CAMILLUS B LLC

**RESOLUTION CONSENTING TO THE CHANGE IN OWNERSHIP OF THE
MEMBERSHIP INTERESTS IN THE COMPANY AND AUTHORIZING AN
EXTENSION OF THE SALES AND USE TAX EXEMPTION IN CONNECTION WITH
FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT
(3101-20-17D)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on October 12, 2023, at 8:30 a.m., local time at 335 Montgomery Street, 2nd Floor, Syracuse, New York.

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

PRESENT: Patrick Hogan
Janice Herzog
Susan Stanczyk
Kevin Ryan
Fanny Villarreal
Cydney Johnson
Elizabeth Dreyfuss

ABSENT:

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

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

**RESOLUTION CONSENTING TO THE CHANGE IN OWNERSHIP OF
THE MEMBERSHIP INTERESTS IN THE COMPANY AND
AUTHORIZING AN EXTENSION OF THE SALES AND USE TAX
EXEMPTION IN CONNECTION WITH FINANCIAL ASSISTANCE
PROVIDED FOR A PROJECT**

WHEREAS, Onondaga County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job

opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"), 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, pursuant to a final approving resolution duly adopted on March 9, 2021 (the "Approving Resolution"), the Agency approved undertaking a project (the "Project") on behalf of OYA Camillus B LLC, a Delaware limited liability company (the "Company"), consisting of the following: (A)(i) the acquisition of a leasehold interest in a portion of an approximately 279.68 acre parcel of land located at 6198 Van Alstine Road (now or formerly known as tax map no. 006.-04-12.1) in the Town of Camillus, Onondaga County, New York (the "Land"); (2) the construction on the Land of an approximately 39.07 acre solar power electric generating photo-voltaic plant (the "Facility"); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes and real estate transfer taxes (the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the "Project Documents"): (A) a certain underlying lease to agency, dated as of August 1, 2022 (the "Underlying Lease") by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company, (B) a memorandum of underlying lease dated as of August 1, 2022 (the "Memorandum of Underlying Lease"), (C) a lease agreement dated as of August 1, 2022 (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project, (D) a memorandum of lease agreement dated as of August 1, 2022 (the "Memorandum of Lease Agreement"), (E) a Project Agreement dated as of August 1, 2022 (the "Project Agreement"), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of August 1, 2022 by and between the Agency and the Company (the "PILOT Agreement") whereby the Company agreed to make certain payments in lieu of real property taxes; and

WHEREAS, pursuant to the Approving Resolution and the Project Agreement, the appointment of the Company as agent of the Agency for State and local sales and use tax purposes expired on June 30, 2023; and

WHEREAS, at the time the Company entered into the Project Documents, the Company's sole member was OYA Solar CDG LLC (the "Original Membership Owner"); and

WHEREAS, on August 18, 2022, the Agency adopted a resolution approving the sale of the membership interests in the Company from the Original Membership Owner to OYA Renewables Construction Holdings 2 LLC ("OYA Solar"); and

WHEREAS, the Company has informed the Agency that the legal description (the "Legal Description") included in the Transaction Documents contains errors and has requested that the Agency amend the Transaction Documents to reflect the correct legal description of the Land; and

WHEREAS, pursuant to a resolution duly adopted on November 8, 2022 the Agency approved the execution, delivery and recording of an omnibus amendment to the Transaction Documents to amend errors in the legal description included in the Project Documents and to reflect the correct legal description of the Land; and

WHEREAS, on or about September 26, 2023, the Agency received notice from the Company that OYA Solar intends to transfer 100% of the membership interest in the Company to AETS Development Holdings LLC (the "New Membership Owner"), and OYA Solar intends to sell and the New Membership Owner intends to purchase 100% of the membership interest in the Company; and

WHEREAS, the Company and the New Membership Owner satisfactorily responded to the Agency's questions regarding the New Membership Owner and the impact of the change in ownership on the Project and the Financial Assistance previously granted by the Agency to the Company with respect to the Project; and

WHEREAS, pursuant to Section 8.4 of the Lease Agreement the Company has requested that the Agency consent to the change in the ownership of the membership interest in the Company, which the Agency may do in its sole and absolute discretion; and

WHEREAS, in order to complete the construction of the Project Facility and the acquisition of Equipment, pursuant to correspondence dated September 28, 2023 (the "Request"), the Company has requested that the appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes be extended until January 11, 2024 (the "Extension"); and

WHEREAS, the Company acknowledges that costs expended after June 30, 2023 and prior to October 12, 2023, the date of the granting of the Extension, are not eligible for the exemption from any State or local sales and use tax otherwise granted under the Approving Resolution; and

WHEREAS, in connection with the Extension, the Company will enter into a second omnibus amendment of transaction documents (the "Second Amendment") and the Agency will file one or more Form ST-60 with the New York State Department of Tax and Finance (collectively, the "Form ST-60"); and

WHEREAS, the Agency desires to adopt a resolution approving the consent to change in ownership of the membership interests of the Company and the Extension; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Project had been subject to an environmental review pursuant to the requirements of SEQR, resulting in the issuance of a Negative Declaration by the Agency by resolution dated March 9, 2021 (the “SEQRA Resolution”); and

WHEREAS, pursuant to the SEQRA, the Agency must determine the potential environmental significance of the consent to the changes in ownership of the membership interests of the Company and the Extension and execution and delivery of the Second Amendment and related documents (collectively, the “Transaction”).

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that the Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required.

Section 2. Based upon the representations made by the Company to the Agency, the Agency makes the following findings and determinations:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a “project” within the meaning of the Act; and

(C) The change in ownership of the membership interests of the Company is not a material change and does not require a change in the Financial Assistance previously approved by the Agency.

(D) The granting of the Extension of the appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes from October 12, 2023 until January 11, 2024 will promote and maintain the general prosperity and economic welfare of the citizens of Onondaga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

Section 3. The Agency hereby consents to the change in ownership of the membership interests of the Company and determines to extend the appointment of the Company as temporary agent of the Agency for sales and use tax purposes from October 12, 2023 until January 11, 2024.

Section 4. The Agency is hereby authorized to do all things necessary or appropriate for the approval of the Extension, and all acts heretofore taken by the Agency with respect thereto are hereby approved, ratified and confirmed.

Section 5. The Agency is hereby authorized to execute and deliver the Second Amendment and such other documents as may be necessary to effectuate the Extension (collectively, the "Sales Tax Documents") and execute and file the Form ST-60. The Chairman, Vice Chairman and/or the Executive Director of the Agency, with the assistance of Agency Counsel, are each authorized to negotiate and approve the form and substance of the Sales Tax Documents required in connection with the Extension.

Section 6. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State sales and use tax exemptions benefits.

Section 7. (A) The Chairman, Vice Chairman and/or the Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Sales Tax Documents and the Form ST-60, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman and/or the Executive Director shall approve, the execution thereof by the Chairman, Vice Chairman and/or the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman and/or the Executive Director of the Agency are each hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 8. 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 Sales Tax Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and 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 Sales Tax Documents binding upon the Agency.

Section 9. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company 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:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Susan Stanczyk	X		
Kevin Ryan	X		
Cydney Johnson	X		
Fanny Villarreal	X		
Elizabeth Dreyfuss	X		

The Resolution was thereupon declared duly adopted.

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

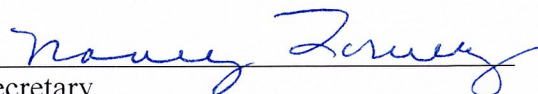
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 12, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter 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 this 16 day of October, 2023.

(SEAL)


Secretary