

**OYA CAMILLUS B LLC**

**RESOLUTION AUTHORIZING AN OMNIBUS AMENDMENT  
TO CERTAIN PROJECT DOCUMENTS  
(3101-20-17D)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on November 8, 2022, at 8:00 a.m., local time, at 333 West Washington Street, 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

**ABSENT:** Victor Ianno  
Steve Morgan

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

The following resolution was offered by Fanny Villarreal, seconded by Susan Stanczyk, to wit:

**RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF AN  
OMNIBUS AMENDMENT TO CERTAIN PROJECT DOCUMENTS IN  
CONNECTION WITH A CERTAIN PROJECT FOR OYA CAMILLUS B  
LLC AND DETERMINING OTHER MATTERS IN CONNECTION  
THEREWITH.**

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: (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) an 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, the Company has informed the Agency that the legal description (the “Legal Description”) included in the Project Documents contains errors and has requested that the Agency amend the Project Documents to reflect the correct legal description; and

WHEREAS, Agency counsel has drafted an omnibus amendment of Project Documents (the “Omnibus Amendment”), which Omnibus Amendment, upon execution and delivery by the Agency and the Company will correct the Legal Description in the Project Documents; and

WHEREAS, the Agency desires to consent to the execution and delivery of the Omnibus Amendment;

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 the State Environmental Quality Review Act and the regulations thereunder, resulting in the issuance of a Negative Declaration by the Agency by resolution dated March 9, 2021; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of the execution and delivery of the Omnibus Amendment;

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

Section 1. Based upon the representations made by the Company to the Agency, the Agency makes the following findings and determinations:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The execution and delivery of the Omnibus Amendment does not constitute a significant change from the original Project that was reviewed under SEQRA and therefore no further or additional review under SEQRA is required; and

(C) The execution and delivery of the Omnibus Amendment is not a material change and does require a change in the Financial Assistance previously approved by the Agency.

Section 2. The Agency hereby approves the execution and delivery of the Omnibus Amendment and determines to execute and deliver the Omnibus Amendment and any other documents and certificates required in connection therewith (collectively, the "2022 Amendatory Documents").

Section 3. The 2022 Amendatory Documents shall (A) be executed, issued and delivered at such time as the Chairman (or Vice Chairman) or the Executive Director of the Agency, with the assistance of Agency Counsel, shall determine, and (B) be in such form as hereinafter approved by the Chairman (or Vice Chairman) or the Executive Director of the Agency in accordance with Section 6 hereof.

Section 4. The Chairman (or Vice Chairman) and the Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the 2022 Amendatory Documents, 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 (or Vice Chairman) or the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or the Executive Director to constitute conclusive evidence of such approval.

Section 5. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 6. The Chairman (or Vice Chairman) and the Executive Director of the Agency are each 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 2022 Amendatory 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 Chairman (or Vice Chairman) or the Executive Director of the Agency, with the assistance of Agency Counsel, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the 2022 Amendatory Documents binding upon the Agency.

Section 7. The Chairman, (or Vice Chairman) or the 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 8. This Resolution shall take effect immediately upon adoption.

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		
Victor Ianno			X
Steve Morgan			X
Susan Stanczyk	X		
Kevin Ryan	X		
Fanny Villarreal	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 November 8, 2022, 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 8 day of November, 2022.

(SEAL)

Nancy Lourey  
Secretary