

OYA CHURCH ROAD A LLC

**CONSENT TO SALE OF MEMBERSHIP INTEREST
(3101-20-04A)**

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session, remotely by conference call or similar service pursuant to New York State Executive Order 202.97 on April 13, 2021, at 8:00 a.m., local time.

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
Victor Ianno
Steve Morgan
Susan Stanczyk

ABSENT: Kevin Ryan
Fanny Villarreal

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

The following resolution was offered by Victor Ianno, seconded by Susan Stanczyk, to wit:

**RESOLUTION RATIFYING THE APPROVING RESOLUTIONS
PREVIOUSLY ADOPTED WITH RESPECT TO A PROJECT AFTER THE
SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY**

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, on or about April 17, 2020, the Agency received an application (the “Application”) from OYA Church Road A LLC, a Delaware limited liability company authorized to do business in the State (the “Company”), to undertake a project (the “Project”) on behalf of itself and entities formed or to be formed on its behalf, said Project consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of an approximately 95 acre parcel of land located at 1671 Church Road (tax map no. 030.-01-09.0) in the Town of Lysander, Onondaga County, New York (the “Land”); (2) the construction on the Land of an approximately 55.27 acre solar power electric generating photo-voltaic plant and storage center; (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 the Application the Company listed its sole member as OYA Solar CDG LLC (the “Original Membership Owner”); and

WHEREAS, the Agency adopted a public hearing resolution on May 12, 2020 and conducted the public hearing on May 28, 2020; and

WHEREAS, pursuant to a resolution adopted on June 15, 2020 the Town of Lysander Planning Board (the “Planning Board”) pursuant to Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgates thereunder (collectively, referred to hereinafter as “SEQRA”), determined that the Project is a Type I action as defined by SEQRA and issued a negative declaration and that, based on the materials submitted to the Planning Board with respect to the Project, including an Environmental Assessment Form and attachments the Agency reaffirmed, accepted, and adopted the negative declaration that was issued by the Planning Board in a resolution adopted on August 11, 2020; and

WHEREAS, the Agency adopted an approving resolution, authorizing the Project at its August 11, 2020 meeting (the “Approving Resolution”); and

WHEREAS, the Agency and the Company have not closed on the straight-lease transaction associated with the Project and approved by the Agency in the Approving Resolution; and

WHEREAS, on or about April 8, 2021, the Agency received notice from the Company that, pursuant to an Assignment and Assumption of Membership Interests, dated August 28, 2020, between the Original Membership Owner and OYA Solar CDG2 LLC (“OYA Solar CDG2”), the

Original Membership Owner had assigned, transferred and sold to OYA Solar CDG2 100% of the membership interests in the Company; and

WHEREAS, on or about April 8, 2021, the Agency received notice from the Company that, pursuant to an Assignment and Assumption of Membership Interests, dated March 1, 2021, between OYA Solar CDG2 and OYA Solar B2 LLC (“OYA Solar B2”), OYA Solar CDG2 had assigned, transferred and sold to OYA Solar B2 100% of the membership interests in the Company; and

WHEREAS, on or about April 8, 2021, the Agency received notice from the Company that, pursuant to an Assignment and Assumption of Membership Interests, dated March 1, 2021, between OYA Solar B2 and OYA Solar MM1 LLC (the “New Membership Owner” and together with OYA Solar CDG2 and OYA Solar B2, collectively, the “Membership Owners”), OYA Solar B2 had assigned, transferred and sold to the New Membership Owner 100% of the membership interests in the Company; and

WHEREAS, the Company has submitted and the Agency has reviewed the organizational structure of the Membership Owners and the Company has answered 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 approved by the Agency in the Approving Resolution; and

WHEREAS, in light of the change in the ownership of the membership interest in the Company, the Agency desires to ratify the Approving Resolution, including its approval of the Project and the grant of the Financial Assistance to the Company; and

WHEREAS, the change in the ownership of the membership interest in the Company is not material, will not result in any additional environmental impacts that were not addressed as part of the original SEQRA determination, and does not require that the Agency alter or amend its prior negative declaration for the Project, which is hereby ratified and reaffirmed.

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

Section 2. The Agency hereby ratifies the Approving Resolutions and reaffirms the approval of the grant of the Financial Assistance to the Company.

Section 3. The Chairman, Vice Chairman and/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 4. 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)

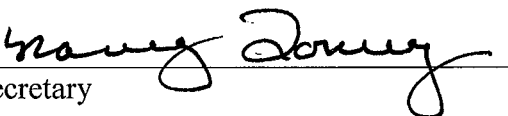
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2021, with the original thereof on 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"), as modified by New York State Executive Order 202.97, 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 __ day of April, 2021.

(SEAL)


Secretary