

**RESOLUTION AUTHORIZING RELEASE OF CERTAIN ACREAGE  
OYA INDEPENDENCE EAST LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Village of Belmont, Allegany County, New York on April 14, 2022 at 10:00 o'clock a.m., local time.

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

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairperson
Douglas Frank	Treasurer
John Ricci	Member
Ward "Skip" Wilday	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021, as amended by Chapter 1 of the Laws of 2022 signed into law on January 14, 2022.

ABSENT:

Randy Shayler	Secretary
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Recording Secretary
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by J. Hopkins, seconded by J. Ricci, to wit:

Resolution No. 0422-01

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE RELEASE OF A CERTAIN ACREAGE OF LAND LOCATED IN THE TOWN OF INDEPENDENCE, ALLEGANY COUNTY, NEW YORK FROM THE LEASE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE OYA INDEPENDENCE EAST LLC PROJECT.

WHEREAS, Allegany 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 99 of the 1973 Laws of New York, as amended, constituting Section 906-a 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, 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 March 31, 2021 (the "Closing"), the Agency granted certain financial assistance to OYA Independence East LLC (the "Company") in connection with a project (the "Project"), said Project consisting of the following: (A) (1) the acquisition of an interest in two (2) parcels of land containing in the aggregate approximately 152 acres located at 1669 County Road 22 (tax map numbers 268.-1-15.21 and 268.-1-15.11) in the Town of Independence, Allegany County, New York (collectively, the "Land"), (2) the construction on the Land of a 5MWAC/7.5MWDC solar energy generating facility, including panels, racking, inverters, electrical cables, battery storage, access roads, site preparation, grid interconnection, and other required improvements (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, 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, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of a lease agreement dated as of March 1, 2021 (the "Lease Agreement") by and between the Agency and the Company; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Company executed and delivered to the Agency a certain lease to agency dated as of March 1, 2021 (the "Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of March 1, 2021 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility and (2) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (C) the Agency and the Company executed and delivered the uniform agency project agreement dated as of March 1, 2021 (the "Uniform Agency Project Agreement") by and between the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company; (D) the Agency filed with the assessor and mailed to the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy

Section 4. 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 Release, 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 Release.

Section 5. 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:

Richard Ewell	VOTING	AYE
Judy Hopkins	VOTING	AYE
Randy Shayler	VOTING	ABSENT
Douglas Frank	VOTING	AYE
John Ricci	VOTING	AYE
Ward "Skip" Wilday	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK            )  
  )SS.:  
COUNTY OF ALLEGANY        )

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 14, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021, as amended (the "2022 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2022 Laws, 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 and affixed the seal of the Agency this 14<sup>th</sup> day of April, 2022.

  
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~~Secretary~~ COB

(S E A L)

**Zeigler, Nadene E.**

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**From:** Spitzer, Daniel A.  
**Sent:** Thursday, March 17, 2022 10:09 AM  
**To:** Zeigler, Nadene E.  
**Subject:** FW: Independence East - Request for approval to amend solar ground lease  
**Attachments:** First Amendment to Solar Ground Lease - Independence East (March 15, 2022).docx; INDEPENDENCE EAST ALTA\_Fence area.pdf

Any issues with this?

**From:** Bernadette Corpuz <bernadette.corpuz@oyaventures.com>  
**Sent:** Thursday, March 17, 2022 12:59 AM  
**To:** Spitzer, Daniel A. <DSpitzer@hodgsonruss.com>  
**Subject:** Independence East - Request for approval to amend solar ground lease

**External Email - Use Caution**

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Hi Dan,

Further to our recent text strings, this confirms that OYA Solar would like to request approval from the Allegany County IDA to amend certain of the PILOT agreement documents for the OYA Independence East LLC project (the Independence East Project). The Independence East Project is nearing the start of construction, and consequently, we have been able to narrow the leased premises required from approximately 55 acres to 33.59 acres. The ground lease amendment provides for (a) an amended legal description for the leased premises that are being narrowed to the project boundary, and (b) set out legal descriptions for necessary access and utility easements.

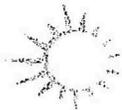
To this end, please find attached the following documents:

- (1) Draft First Amendment to Solar Ground Lease; and
- (2) An updated survey.

We will also need to make a similar request for the Independence Road project, and I expect to have the same documents for this project in the next day or so.

Will this require a submission to the IDA board? I am also wondering about the required lead time.

Regards,  
Bernadette



**Bernadette Corpuz**  
General Counsel  
OYA Solar

Phone: 416-840-3358 ext.122  
Email: [bernadette.corpuz@oyaventures.com](mailto:bernadette.corpuz@oyaventures.com)  
Website: [www.oyasolar.com](http://www.oyasolar.com)  
Address: 144 Front St. West, Suite 310, Toronto, ON M5J 2L7