
AMENDED AND RESTATED MEMORANDUM OF AGENCY LEASE AGREEMENT

BY AND BETWEEN

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AND

OYA ROBINSON ROAD LLC

DATED AS OF DECEMBER 9, 2021

THIS DOCUMENT IS INTENDED TO CONSTITUTE A MEMORANDUM OF A LEASE FOR AN INTEREST IN REAL ESTATE, AND IS INTENDED TO BE RECORDED IN LIEU OF SUCH LEASE AGREEMENT, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 291(c) OF THE NEW YORK REAL PROPERTY LAW.

THE LIABILITY OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY HEREUNDER IS LIMITED BY THE LEASE AGREEMENT (AS DEFINED HEREIN).

Record and Return to:

Justin S. Miller, Esq.
Harris Beach PLLC
677 Broadway, Suite 1101
Albany, New York 12207

Address/Tax Map Number:

18600 Robinson Road
Town of Orleans
Jefferson County, New York
TMID No.: 13.00-2-32.1-801

**AMENDED AND RESTATED MEMORANDUM OF AGENCY LEASE
PURSUANT TO SECTION 291-c OF THE REAL PROPERTY LAW
(Agency to Company)**

AMENDED AND RESTATED MEMORANDUM OF AGENCY LEASE AGREEMENT, dated as of December 9, 2021 by and between **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation of the State of New York, having its offices at 800 Starbuck Avenue, Suite 800, Watertown, New York 13601 (the “Agency”) and **OYA ROBINSON ROAD LLC**, a Delaware limited liability company having offices at 144 Front Street West, Suite 310, Toronto, Ontario, Canada M5J2L7 Drive (the “Company”).

1. Reference to Agency Lease Agreement: Agency Lease Agreement, dated as of April 1, 2021 (the “Agency Lease”), by and between the Agency, as lessor, and the Company, as lessee, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021, as **Instrument No. 2021-00006677** (the “Memorandum”, relating to TMID 13.00-2-32.1-801);

The Agency Lease has been amended pursuant to a certain Omnibus Amendment Agreement, dated as of December 9, 2021 (the “Omnibus Amendment Agreement”), by and between the Company and the Agency, wherein the Leased Premises, as defined therein, has been revised to be comprised of an approximately **35.78** acre portion of a parcel of vacant real property located at 18600 Robinson Road in the Town of Orleans, New York (the “Land”, being more particularly described as tax parcel No. 13.00-2-32.1-801).

This Amended and Restated Memorandum of Agency Lease amends and replaces the Memorandum in entirety.

2. Description of the Leased Premises: Certain real property and improvements located in the Town of Orleans, Jefferson County, New York, as more particularly described on Schedule A attached hereto (the “Leased Premises”, including all of TMID No.: 13.00-2-32.1-801).

3. Term of Agency Lease: Commencing April 1, 2021, and ending December 31, 2037.

4. Date of Commencement: April 1, 2021.

5. Date of Termination: December 31, 2037.

6. Rights of Extension or Renewal: None.

[Remainder of Page Intentionally Left Blank]

[Signature Page to Memorandum of Amended and Restated Agency Lease Agreement]

IN WITNESS WHEREOF, the Company and the Agency have caused this Memorandum of Agency Lease Agreement to be executed in their respective names, all as of the date first written above.

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: David J. Lembiec
Name: David J. Lembiec
Title: Chief Executive Officer

OYA ROBINSON ROAD LLC, a
Delaware limited liability company
By: OYA Solar MM1, LLC, its sole member

By: _____
Name: Manish Nayar
Title: President

[Signature Page to Memorandum of Amended and Restated Agency Lease Agreement]

IN WITNESS WHEREOF, the Company and the Agency have caused this Memorandum of Agency Lease Agreement to be executed in their respective names, all as of the date first written above.

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Name: David J. Zembiec
Title: Chief Executive Officer


OYA ROBINSON ROAD LLC, a
Delaware limited liability company
By: OYA Solar MM1, LLC, its sole member

By: _____
Name: Manish Nayar
Title: President

[Acknowledgment Page to Memorandum of Amended and Restated Agency Lease Agreement]

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

On the 30th day of December in the year 2021, before me, the undersigned, personally appeared **DAVID J. ZEMBIEC**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

JOY NUFFER
NOTARY PUBLIC - STATE OF NEW YORK
Registration No. 01NU6152633
Qualified in Jefferson County
Commission Expires September 18, 2022

PROVINCE OF ONTARIO)
FOREIGN COUNTRY OF CANADA) ss.:

On the ___ day of December in the year 2021, before me, the undersigned, personally appeared **MANISH NAYAR**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

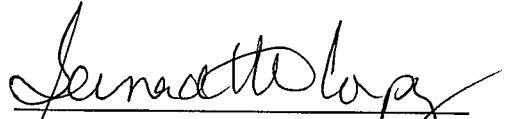
Notary Public

[Acknowledgment Page to Amended and Restated Memorandum of Company Lease]

PROVINCE OF ONTARIO)
FOREIGN COUNTRY OF CANADA) ss.:

On the 3rd day of December in the year 2021, before me, the undersigned, personally appeared **MANISH NAYAR**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

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



Notary Public
Name: Bernadette Lopez
Date of Expiry: Perpetual

On the ____ day of December in the year 2021, before me, the undersigned, personally appeared **DAVID J. ZEMBIEC**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

SCHEDULE A

LEGAL DESCRIPTION

All that parcel of land located in the Town of Orleans, County of Jefferson and State of New York, being part of Lot 183 of Great Lot Four of Macomb's Purchase, bounded and described as follows:

Beginning at a point of reference in the centerline of Robinson Road at the west corner of the parcel of land conveyed to Harold L. Garnsey and Christine A. Garnsey (Liber 1630, Page 177), said point being South 30 degrees 23 minutes 50 seconds West, 25.28 feet from an existing iron pipe; and runs thence, from the point of reference, North 30 degrees 23 minutes 50 seconds East, 275.29 feet, along the northwest line of Garnsey, passing through the last described iron pipe, to a 5/8 inch rebar with red plastic cap set at the north corner thereof; thence South 59 degrees 36 minutes 10 seconds East, 491.70 feet, along the northeast line of Garnsey, to an existing iron pipe at the east corner thereof, said iron pipe also being in the northwest line of the 52 60/100 acre parcel of land conveyed to Harold L. Garnsey and Christine A. Garnsey (Instrument 2018-00005206); thence North 28 degrees 54 minutes 21 seconds East, 1,340.67 feet, along the northwest line of the 52 60/100 acre parcel of Garnsey, generally along wire fence ruins, to a 5/8 inch rebar with red plastic cap set at the north corner thereof, set rebar with cap set also being in the southwest line of the 102 21/100 acre parcel conveyed to Harold L. Garnsey and Christine A. Garnsey (Instrument 2018-00005206); thence South 58 degrees 36 minutes 34 seconds East, 78.21 feet, along the southwest line of said 102 21/100 acre parcel of Garnsey, to a 5/8 inch rebar with red plastic cap set at the south corner thereof; thence North 30 degrees 15 minutes 47 seconds East, 244.28 feet, along the southeast line of said 102 21/100 acre parcel of Garnsey, and generally along wire fence ruins, to a point; thence North 60 degrees 36 minutes 54 seconds West, 245.34 feet, through said 102 21/100 acre parcel of Garnsey, to a point at the point of beginning of the parcel herein described; and runs thence, from the point of beginning, North 60 degrees 36 minutes 54 seconds West, 577.56 feet to a point; thence North 60 degrees 26 minutes 37 seconds West, 540.60 feet to a point; thence North 00 degrees 00 minutes 00 seconds East, 581.51 feet to a point; thence North 90 degrees 00 minutes 00 seconds East, 68.97 feet to a point; thence North 00 degrees 00 minutes 15 seconds East, 138.43 feet to a point; thence North 16 degrees 22 minutes 38 seconds East, 170.19 feet to a point; thence North 34 degrees 41 minutes 24 seconds East, 84.25 feet to a point; thence North 36 degrees 01 minutes 00 seconds East, 88.65 feet to a point; thence North 90 degrees 00 minutes 00 seconds East, 22.20 feet to a point; thence South 60 degrees 30 minutes 55 seconds East, 621.94 feet to a point; thence South 12 degrees 41 minutes 02 seconds East, 104.33 feet to a point; thence South 60 degrees 31 minutes 29 seconds East, 97.47 feet to a point; thence North 15 degrees 08 minutes 39 seconds East, 51.63 feet to a point; thence North 90 degrees 00 minutes 00 seconds East, 27.44 feet to a point; thence South 60 degrees 39 minutes 52 seconds East, 79.17 feet to a point; thence North 90 degrees 00 minutes 00 seconds East, 48.58 feet to a point; thence North 13 degrees 58 minutes 47 seconds East, 150.73 feet to a point; thence North 51 degrees 45 minutes 09 seconds East, 101.64 feet to a point; thence North 90 degrees 00 minutes 00 seconds East, 19.04 feet to a point; thence South

60 degrees 43 minutes 20 seconds East, 163.86 feet to a point; thence South 60 degrees 20 minutes 48 seconds East, 97.65 feet to a point; thence North 75 degrees 20 minutes 07 seconds East, 41.71 feet to a point; thence South 73 degrees 55 minutes 17 seconds East, 113.89 feet to a point; thence South 24 degrees 50 minutes 41 seconds East, 63.70 feet to a point; thence South 23 degrees 34 minutes 40 seconds East, 61.60 feet to a point; thence South 00 degrees 00 minutes 00 seconds East, 102.03 feet to a point; thence South 29 degrees 54 minutes 09 seconds West, 353.50 feet to a point; thence South 00 degrees 32 minutes 33 seconds West, 96.49 feet to a point; thence South 30 degrees 52 minutes 57 seconds West, 310.94 feet to a point; thence North 58 degrees 14 minutes 58 seconds West, 102.64 feet to a point; thence South 30 degrees 53 minutes 17 seconds West, 416.18 feet to the point of beginning, containing 35.78 acres of land, more or less.

The above described parcel being part of the 102 21/100 acre parcel of land conveyed from Jacki F. Sanford, as Executrix of the Last Will and Testament of Fodora E. Hotis to Harold L. Garnsey and Christine A. Garnsey by deed dated April 12, 2018 and recorded in the Jefferson County Clerk's Office on April 18, 2018 as Instrument 201800005206.

Together with and subject to rights, covenants, easements and restrictions of record.