
AMENDED AND RESTATED MEMORANDUM OF AGENCY LEASE AGREEMENT

BY AND BETWEEN

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AND

OYA WAYSIDE DRIVE 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:

22421 Wayside Drive
Town of Pamela
Jefferson County, New York
Approximately **36.19** acre portion of
TMID No.: 74.09-1-6

**AMENDED AND RESTATED MEMORANDUM OF AGENCY LEASE AGREEMENT
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 WAYSIDE DRIVE 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. 2021-00006675** (the “memorandum”, relating to TMID 74.09-1-6);

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 **36.19** acre portion of a parcel of vacant real property located at 22421 Wayside Drive in the Town of Pamela, New York (the “Land”, being more particularly described as a portion of tax parcel No. 74.09-1-6).

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

2. Description of the Leased Premises: Certain real property and improvements located in the Town of Pamela, Jefferson County, New York, as more particularly described on Schedule A attached hereto (the “Leased Premises”, including an approximately **36.19** acre portion of TMID No.: 74.09-1-6).

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

OYA WAYSIDE DRIVE 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]

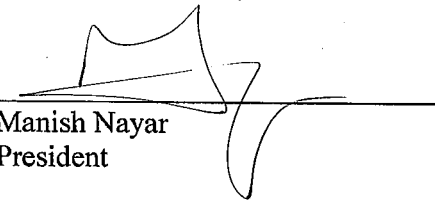
IN WITNESS WHEREOF, the Company and the Agency have caused this Memorandum of Agency Lease Agreement to be executed in their respective names, all as of the date first written above.

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

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

OYA WAYSIDE DRIVE 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 3rd 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

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

NOTARY PUBLIC - STATE OF NEW YORK
Registration No. 01NU6152633
Qualified in Jefferson County
Commission Expires September 18, 20 22

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 Memorandum of Amended and Restated Agency Lease Agreement]

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

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

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.

Bernadette Corp
Notary Public

Name: Bernadette Corp

Date of Expiry: Perpetual.

SCHEDULE A

LEGAL DESCRIPTION

All that parcel of land located in the Town of Pamela, County of Jefferson and State of New York, being part of the 30th West and 25th North Ranges of Beaver Land, bounded and described as follows:

Beginning at a point of reference in the centerline of Wayside Drive at the southeast corner of the parcel of land conveyed to Robert C. Lytle (Liber 814, Page 983), said point being South 04 degrees 18 minutes 18 seconds East, 24.75 feet from a 5/8 inch rebar with red plastic cap set that is South 04 degrees 18 minutes 18 seconds East, 176.24 feet from an existing rebar at the southeast corner of the parcel of land conveyed to Mark L. Sachetti (Instrument 2017-00017124); and runs thence, from the point of reference, North 04 degrees 18 minutes 18 seconds West, 340.12 feet, along the east line of Lytle, passing through the last described rebar with cap set and existing rebar, to and along the east line of Sachetti, to a point; thence North 85 degrees 44 minutes 21 seconds East, 115.28 feet to a point at the point of beginning of the parcel herein described; and runs thence, from the point of beginning, North 00 degrees 00 minutes 02 seconds West, 553.61 feet to a point; thence North 90 degrees 00 minutes 00 seconds West, 68.34 feet to a point; thence North 00 degrees 00 minutes 00 seconds East, 265.44 feet to a point; thence North 58 degrees 30 minutes 15 seconds West, 83.62 feet to a point; thence North 06 degrees 42 minutes 37 seconds West, 501.80 feet to a point; thence North 67 degrees 22 minutes 06 seconds East, 239.57 feet to a point; thence North 26 degrees 22 minutes 16 seconds East, 82.22 feet to a point; thence North 83 degrees 42 minutes 33 seconds East, 648.97 feet to a point; thence North 86 degrees 34 minutes 49 seconds East, 285.84 feet to a point; thence South 45 degrees 59 minutes 35 seconds East, 95.93 feet to a point; thence South 00 degrees 00 minutes 00 seconds West, 314.53 feet to a point; thence North 90 degrees 00 minutes 00 seconds West, 69.00 feet to a point; thence South 00 degrees 00 minutes 00 seconds East, 115.53 feet to a point; thence South 74 degrees 27 minutes 18 seconds West, 47.75 feet to a point; thence South 00 degrees 02 minutes 53 seconds West, 153.45 feet to a point; thence South 00 degrees 01 minutes 06 seconds East, 400.76 feet to a point; thence South 74 degrees 27 minutes 18 seconds West, 47.75 feet to a point; thence South 00 degrees 00 minutes 00 seconds East, 89.97 feet to a point; thence South 26 degrees 50 minutes 11 seconds West, 50.95 feet to a point; thence South 00 degrees 00 minutes 00 seconds East, 45.46 feet to a point; thence South 02 degrees 51 minutes 06 seconds West, 294.00 feet to a point; thence South 85 degrees 44 minutes 21 seconds West, 862.52 feet to the point of beginning, containing 36.19 acres of land, more or less.

The above described parcel being part of the lands conveyed from Helen H. Amo, as Executrix for the Estate of Herman E. Weaver, and, Helen H. Amo, as Executrix for the Estate of Jean P. Weaver, to Nicholas Iannuzzi and Barbara Iannuzzi by deed dated April 19, 2019 and recorded in the Jefferson County Clerk's Office on April 24, 2019 as Instrument 2019-00005344.

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