

**SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION**  
*(OYA Ellisburg Solar LLC Project – Assignment Authorization)*

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, September 1, 2022 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 09.01.2022.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM OYA ELLISBURG SOLAR LLC (THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN BY THE AGENCY AND THE COMPANY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS WITH RESPECT TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the “Act”), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to a Project Authorizing Resolution adopted on April 7, 2022 (the “Project Authorizing Resolution”), the Agency appointed **OYA ELLISBURG SOLAR LLC** (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 30 acres of real property located at 13624 County Route 91 in the Town of Ellisburg, New York (the “Land”, being more particularly described as a portion of tax parcel No. 112.00-1-26.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the “Improvements”); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment”; and, collectively with the Land and the Improvements, the “Facility”); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”); and

WHEREAS, as of the date of the Company’s Application for Financial Assistance (the “Original Application”), the Original Application was submitted by and through OYA Solar CDG LLC as the 100% owner of the Company (the “Original Company Parent”), which at the

time of application was 100% owned by OYA Solar, NY L.P. (a wholly-owned subsidiary of OYA Solar US GP Inc.); and

WHEREAS, in connection with the financing of the Project, the Company has advised that the ownership of the Company will be transferred by the Original Company Parent to OYA Renewables Construction Holdings 2 LLC, which is a wholly-owned subsidiary of OYA Solar B1 Intermediate Holdco, which will be owned by Rosewood Energy LLC (the "Financing Party") and managed by OYA Solar B1 LLC (the "Manager", being an affiliate of the Original Company Parent), with the foregoing restructuring being referred to herein as the "Assignment"; and

WHEREAS, the Company has requested the Agency's approval of the Assignment and has provided the Agency with an updated ownership chart and Application for Financial Assistance (the "Updated Application") and additional background and financial information for the Agency to review and consider; and

WHEREAS, in furtherance of the foregoing, the Agency desires to (i) authorize the Assignment subject to the terms and conditions set forth herein, and (ii) the execution and delivery of certain documents and agreement in furtherance of same, if necessary.

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

Section 1. Based upon the representations made by the Company, the Agency hereby consents to, authorizes and approves the Assignment subject to the terms and conditions set forth herein. All other approvals contained within the Project Authorizing Resolution shall remain in full force and effect.

Section 2. The Agency's consent and approval of the Assignment is subject to payment by the Company of all costs and fees of the Agency in connection with review, consideration and authorization of the Assignment.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents and agreements necessary to effectuate the Assignment, with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Executive Officer and counsel to the Agency upon execution.

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 and to execute and deliver all such 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions 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:

	Yea	Nay	Absent	Abstain
Robert E. Aliasso, Jr.	[ X ]	[ ]	[ ]	[ ]
David J. Converse	[ X ]	[ ]	[ ]	[ ]
John Jennings	[ ]	[ ]	[ X ]	[ ]
William W. Johnson	[ ]	[ ]	[ X ]	[ ]
Lisa L'Huillier	[ X ]	[ ]	[ ]	[ ]
W. Edward Walldroff	[ ]	[ ]	[ X ]	[ ]
Paul J. Warneck	[ X ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF JEFFERSON               ) SS:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on September 1, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

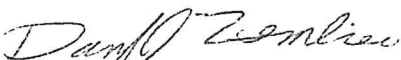
I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 1<sup>st</sup> day of September, 2022.



[SEAL]

  
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David J. Zembiec, CEO