

Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915
www.jcida.com

Special Meeting Notice

Date: October 6, 2023

To: Chairman Robert E. Aliasso, Jr.
W. Edward Walldroff
David Converse
Paul Warneck
William Johnson
Lisa L'Huillier
John Condino

From: David J. Zembiec, CEO

Re: **SPECIAL Board of Directors' Meeting**

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A Special Board of Directors' Meeting has been scheduled for **Wednesday, October 11, 2023 at 8:00 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The purpose of the special meeting:

1. Supplemental Project Authorizing Resolution No. 10.11.2023.01 for OYA Ellisburg Solar, LLC Project – Assignment Authorization

Please confirm your attendance with Peggy Sampson at 315-782-5865 or by email pssampson@jcida.com.

The live stream link will be available at www.jcida.com.

pss

c: David Zembiec
Marshall Weir
Lyle Eaton
Jay Matteson
Joy Nuffer
Robin Stephenson
Christine Powers
Kent Burto
Gregory Gardner
Rob Aiken
Justin Miller, Esq.
Media

Jefferson County Industrial Development Agency

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www.jcida.com

Special Meeting

Wednesday, October 11, 2023

8:00 a.m.

Agenda

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Special Business**
 - 1. Supplemental Project Authorizing Resolution No. 10.11.2023.01 for OYA
Ellisburg Solar, LLC Project – Assignment Authorization**
- IV. Adjournment**

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

A special meeting of the Jefferson County Industrial Development Agency convened on Wednesday, October 11, 2023 at 8:30 a.m.

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

Resolution No. 10.11.2023.01

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, pursuant to a certain Supplemental Project Authorizing Resolution adopted by the Agency on September 1, 2022, the Agency authorized the assignment of benefits rights granted pursuant to the Project Authorizing Resolution in connection with the transfer of one hundred percent (100%) of the membership interests in the Company from the Original Company Parent to OYA Renewables Construction Holdings 2 LLC (the "Current Company Parent"), such Current Company Parent being a wholly-owned subsidiary of OYA Solar B1 Intermediate Holdco, 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 "2022 Assignment"; and

WHEREAS, pursuant to the Project Authorizing Resolution and the Supplemental Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of September 30, 2022, which included the following documents and agreements: (i) that certain Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), Lease Agreement (the "Lease Agreement", with recorded memorandum), Leaseback Agreement (the "Leaseback Agreement", with recorded memorandum), Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), PILOT Mortgage (the "PILOT Mortgage", as recorded), and an Environmental Compliance and Indemnification Agreement (the "Environmental Compliance Agreement"), along with related documents (collectively, the "Project Documents"); and

WHEREAS, to date, the Project has not been constructed and the Company's status as agent of the Agency pursuant to the Agent Agreement and Leaseback Agreement expired as of December 31, 2022; and

WHEREAS, the Company, by and through the Current Company Parent and Manager, has advised the Agency that they intend to sell and transfer one hundred percent (100%) of the membership interests in the Company from the Current Company Parent to AETS Development Holdings, LLC (the "Assignee"), such Assignee being a wholly owned subsidiary of Albion JVCo Limited (England), by and through Aggreko Energy Transition Solutions Inc. (Delaware), 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 Supplemental 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, (ii) the extension of the Company's status as agent of the Agency, and (ii) the execution and delivery of certain documents and agreements in furtherance of same.

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. The Agency further authorizes the extension of the appointment of the Company as agent of the Agency through December 31, 2024. All other approvals contained within the Project Authorizing Resolution and the Supplemental 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, including the payment of any supplemental Agency administrative fees determined due and owing pursuant to the Supplemental Application for Financial Assistance.

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.	[]	[]	[]	[]
John J. Condino	[]	[]	[]	[]
David J. Converse	[]	[]	[]	[]
William W. Johnson	[]	[]	[]	[]
Lisa L’Huillier	[]	[]	[]	[]
W. Edward Walldroff	[]	[]	[]	[]
Paul J. Warneck	[]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

I, the undersigned (Acting) Secretary 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 October 11, 2023, 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 ____ day of _____, 2023.

W. Edward Walldroff, (Acting) Secretary

[SEAL]



September 26, 2023

Dave Zembiec, CEO
Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, NY 13601

Mr. Justin S. Miller
Harris Beach
677 Broadway, Suite 1101
Albany, NY 12207

Re: Change of Control Relative to Ellisburg Project owned and controlled by OYA Ellisburg Solar LLC

Dear Mr. Zembiec, Members of the Board of the Agency, Mr. Miller,

I am counsel to OYA Renewables Construction Holdings 2 LLC ("OYA Solar"). OYA is the current holder of 100% of the membership interests of OYA Ellisburg Solar LLC ("OES").

As you know on September 30, 2022 the Jefferson County Industrial Development Agency ("JCIDA") entered into the Payment in Lieu of Taxes Agreement (and collateral documentation relative thereto, collectively the "PILOT") relative to the Ellisburg Project. That PILOT mandated that in the event of a transfer of a controlling interest in OES, notification to, and authorization of such transfer, would be required from JCIDA.

Please accept this correspondence as a formal request to authorize the transfer of the controlling interests in OES to AETS Development Holdings, LLC a Delaware limited liability company ("AETS") upon your approval, as further described below and in the attached Structure Chart.

Background:

- A. At the time of the PILOT, 100% of the membership interests of OES were held by OYA Renewables Construction Holdings 2 LLC ("OYA").
- B. Transfer and Assignment of the Membership Interests of OES
 - 1. As described Pursuant to the attached Certificate provided by AETS, AETS is working to acquire and take assignment of 100% of the Membership Interests of OES.
 - 2. From and after the date of closing of the proposed transaction described in the Certificate AETS will have day-to-day control over OES and will independently control, manage, make decisions on behalf of, or direct the operations of OES.



I am providing links to Aggreko business websites which you can review for more information regarding same:

<https://www.aggreko.com/en-us?its=JTdCJTlYdmkIkJTlYJTNBJTlYyTJhZTZmZDYtMzA1ZC00MDJlLThmMWItNmEzZjZmNTlhZDIzJTlYJTJDJTlYc3RhdGUiMjIIM0ElMjJyYHR%2BMTY5NTMxMTg3NX5sYW5kfjFjNzAwMDdfZGlyZWNOX2NkN2QxZTc0MzkyNzA4ZWVkyJmNDY0ZmNlMDUzMGQwJTlYJTJDJTlYc2I0ZUIkJTlYJTNBODMlNjU3RA%3D%3D>

[https://www.aggreko.com/en-us/ets-](https://www.aggreko.com/en-us/ets-nam?_its=JTdCJTlydmkKJTIyJTNBjTlYmMqQ1MzYzZDMtMGU1OS00MjY0LWFiMjktMDExMjVzMzYwMjM1MjYyJTJDJTlyc3RhZGUIMjIIM0EIMjYyHR%2BMTY5NTMtXMTg3OH5sYW5kfjFfNzAwMDdfZGlyZWNOX2NkN2QxZTc0MzkYnZA4ZWVkYjZmNDY0ZmNiMDUzMGQwJTlYJTJDJTlyc2l0ZUIkJTlYJTNBODM1NyU3RA%3D%3D)

I am also providing the following in order for JCIDA to be able to fully understand the financial capacity of AETS and their extensive experience in the field:

1. Officer Certificate
2. Introduction and Company Overview

Please let us know at your earliest convenience what additional information you may need to consider this request and what procedure you would like us to follow to complete the application for this change.

Thank you in advance for your cooperation.

Very truly yours,

Y. C. T.

Glenn Frank
Associate General Counsel

Copy: Bernadette Corpuz; Taymaz Jahani;

Company Number: SC073994

Aggreko Holdings Limited
(the “Company”)

To:

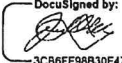
Dave Zembiec, CEO
Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, NY 13601

Re: Potential acquisition of OYA Ellisburg Solar LLC from OYA Renewables Construction Holdings 2 LLC by AETS Development Holdings, LLC

I, the undersigned, being a Director of the Company (and being duly authorised by the Company to give this certificate) hereby certify (on behalf of the Company and without personal liability) that as at the date of this certificate:

- a) The ultimate beneficial owner of the Company is Albion JVCo Limited, a company incorporated in England, UK, (“Albion JVCo”) and the parent company of the Aggreko group (the “Group”).
- b) The Company is the direct sole parent of Aggreko Energy Transition Solutions Inc. (“ETS Topco”), a Delaware corporation.
- c) AETS Development Holdings, LLC (“AETS”), a Delaware limited liability company, is an indirect wholly owned subsidiary of ETS Topco.
- d) The group structure chart in Schedule 1 confirms the above structure and includes each wholly owned subsidiary from Albion JVCo to AETS.
- e) AETS are working with OYA Renewables Construction Holdings 2 LLC (“OYA Solar”) to acquire 100% of the membership interests of OYA Ellisburg Solar LLC (“OES”). As you know on September 30, 2022 the Jefferson County Industrial Development Agency (“JCIDA”) entered into the Payment in Lieu of Taxes Agreement (and collateral documentation relative thereto, collectively the “PILOT”) relative to the Ellisburg Project. That PILOT mandated that in the event of a transfer of a controlling interest in OES, notification to, and authorization of such transfer, would be required from JCIDA.
- f) AETS as potential owner of 100% of the membership interests in OES agrees to adhere to and comply with all of the terms, obligations and conditions contained in the PILOT Agreement and collateral documents related to the Project known as OES.

Signed:

DocuSigned by:

3CB6FF98B30F479...

Name: James O'Malley

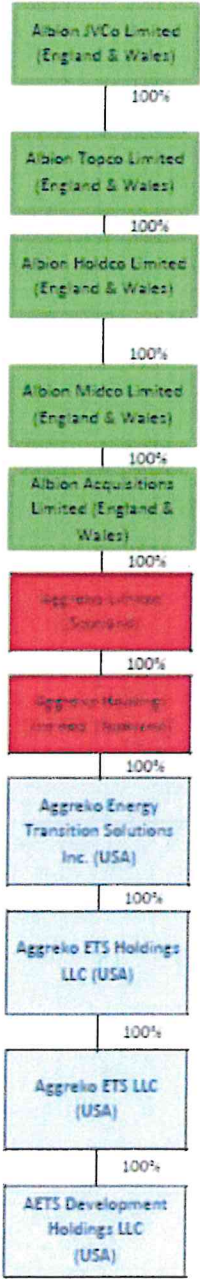
Position: Director, Aggreko Holdings Limited,

Group General Counsel and Company Secretary, Aggreko Group

Date: September 21, 2023



Schedule 1 – Organisational Chart – AETS



Aggreko

Introduction and Overview

September 2023

**We accelerate the energy transition by developing,
owning and operating clean energy infrastructure
that delivers reliable, economic energy**

aggreko

Table of Contents

- I. Company Overview
- II. Aggreko Group Financials
- III. Team Overview



Company Overview



Aggreko overview

Aggreko is a world-leading provider of mobile modular power, temperature control and energy services. Backed by strong sponsorship, Aggreko has set bold decarbonization goals and is committed to investing in the energy transition.

Key facts:

- **10 GW**
Power in our fleet
- **65+ countries**
Expertise on every continent with headquarters in the U.K.
- **5,500 employees**
50 sites and 1,300 employees in North America
- **60+ Years in business**

[Link to Aggreko website](#)

[Link to AETS website](#)

Strong Sponsorship

Aggreko has strong sponsorship with a substantial commitment to deploy capital into the energy transition.



I Squared Capital is an independent global infrastructure investment manager with over \$34 billion in assets under management (latest fund \$15 billion) focusing on utilities, digital infrastructure, energy, transport and social infrastructure in North America, Europe, Latin America, and Asia. Headquartered in Miami, the firm also has offices in Hong Kong, London, New Delhi, Singapore, and Taipei.



TDR Capital is a leading private equity firm with approximately €13 billion of assets under management. TDR typically acquires majority stakes in strong, market-leading European companies with potential for robust growth and resilience through economic cycles. TDR is the largest investor in each of our funds, demonstrating a clear alignment of interest with investors and management teams.

Aggreko Group Financials

Aggreko Group Financials

- Aggreko, LLC was a public company through August 10, 2021 when the acquisition with I squared capital and TDR capital was completed; The acquisition was for £2.3 billion enterprise value;
- Aggreko Energy Transition Solutions is a wholly owned subsidiary of Aggreko, LLC
- [Visit this link to view the Annual Reports](#)

	2020		2019		2018	
	£	\$	£	\$	£	\$
Avg FX		1.28		1.28		1.34
Revenue	1365	1,747	1613	2,065	1760	2,358
EBITDA	420	538	564	722	517	693
EBITDA margin (%)	30.8%	30.8%	35.0%	35.0%	29.4%	29.4%
Operating profit	136	174	241	308	219	293
Operating margin (%)	10.0%	10.0%	14.9%	14.9%	12.4%	12.4%
Net interest expense	(34)	(44)	(42)	(54)	(37)	(50)
Profit before tax	102	131	199	255	182	244
Tax expense	(42)	(54)	(70)	(90)	(57)	(76)
Profit after tax	60	77	129	165	125	168
Operating cash flow	521	667	628	804	423	567
Free cash flow	198	253	262	335	86	115

*Financials for 2021 and after are private.

Team Overview

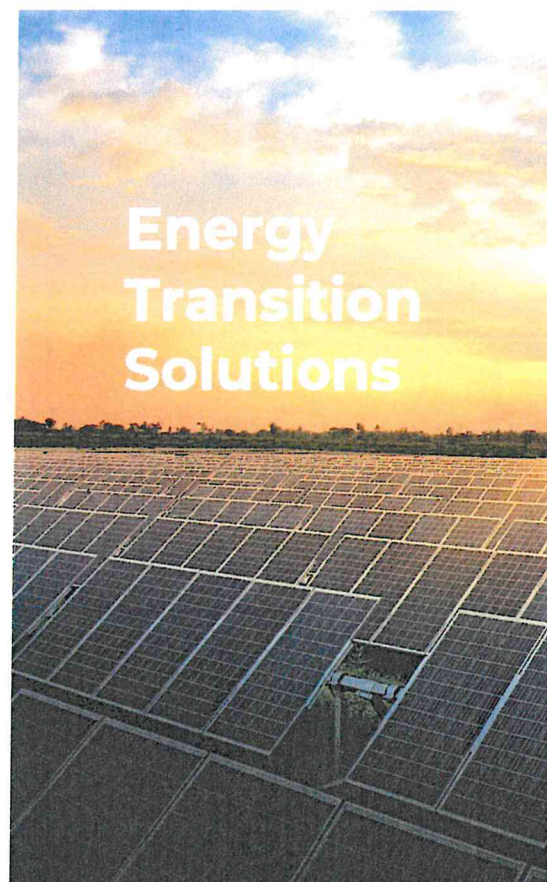
Aggreko Energy Transition Solutions (ETS) brings together a proven team of renewable energy experts with the resources of a global leader in temporary energy services.

Energy Transition Solutions

With a clear mandate to grow its asset base, ETS mission is to develop, own, and operate clean energy infrastructure in the U.S.

- Utility scale, community, and commercial solar
- Standalone battery storage and microgrids
- Long-term owner and operator with a “cradle-to-grave” mindset applied to each opportunity
- Industry expertise and an integrated process to deliver reliable, economic projects

We develop, own and operate solar and storage assets that deliver
Clean, Reliable, and Economic Energy



Leadership Team

Experienced leadership team with over 50 years of combined industry experience, specializing in co-founding multiple infrastructure platforms since 2014.

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Jerry Polacek
President
203.940.6548
jerry.polacek@aggreko.com
21 years experience

- TortoiseEcofin, MD & Group Lead, co-founder PE clean energy & infrastructure
- Energy & Infrastructure Capital, co-founder, CEO & CIO
- GE Energy Financial Services, MD, co-founded renewable energy group
- Morgan Stanley
- EY

Cross-discipline expertise

- ✓ Development
- ✓ Construction Management
- ✓ Operations & Asset Management
- ✓ Origination
- ✓ Project Finance & Tax Equity
- ✓ Contract Structuring
- ✓ Scalable Partnerships / JVs



Matthew Ordway
Chief Operating Officer
203.565.5252
matthew.ordway@aggreko.com
20 years experience

- TortoiseEcofin, MD, co-founder PE clean energy & infrastructure
- Energy & Infrastructure Capital, co-founder, CFO & COO
- Ridgeline Energy, CFO
- First Wind
- Babcock & Brown
- GE Energy Financial Services

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Prashanth Prakash
Chief Commercial Officer
973.842.1244
prashanth.prakash@aggreko.com
15 years experience

- TortoiseEcofin, MD, co-founder PE clean energy & infrastructure
- Energy & Infrastructure Capital, co-founder, VP
- Deutsche Bank
- JP Morgan Infrastructure
- Deloitte



**Jefferson County Industrial Development Agency
Renewable Energy Project Application Supplement**

Renewable Energy Project: Project Costs

1	Project Size	5 MWac	6.70 MWdc
2	Solar equipment costs		5,354,388
3	Site equipment and FF&E costs		1,785,308
4	Site work and land preparation costs		1,373,209
5	All interconnection costs whether direct or indirect expense through utility		1,094,369
6	All pre-development costs, including planning, engineering, site plan and permitting		294,084
7	Battery Storage Cost		-
8	Battery Storage Capacity		-
9	All other soft costs including legal, planning and permitting		150,000
10	Community benefit payments or impact fees		-
11	Community adder		-
12	Community or market transition credit		-
13	Total annual lease amount for project		30,080
14	Other: Financing Costs, Labor, EPC margin, Project Management fees		-
15	Site Acquisition Costs		-
16	SPE Sale/Acquisition Price		-
17	Agency fees and costs		-
	Total		10,081,438

Have any of the above costs been paid or incurred as of the date of this Application? ☒ Yes or ☐ No

If Yes, describe particulars: [Click to enter text.](#)

- Item 2, 5, 6 have been paid or incurred.

MANDATORY - Attach organizational chart showing complete ownership structure that lists all equity owners over 5%, including details on all parent companies up to and including ultimate taxpayer(s)

Please note that this Application and any financial assistance to be considered or approved by the Agency are specific to the entity and ownership makeup detailed within this Application. This Application and any related benefits under consideration and/or approved by the Agency may not be assigned in whole or in part except to a Related Person of the Company (as that term is defined in subparagraph (C) of paragraph three of subsection (b) of section four hundred sixty-five of the Internal Revenue Code of 1986, as amended, hereinafter "Related Person"). A transfer in excess of fifty percent (50%) of the equity voting interests of the Company (including all parent companies of the Company though and including the ultimate taxpayer(s) owning or controlling the Company), other than to a Related Person of the Company, shall be deemed an assignment and require the prior written consent of the Agency. Any assignment of this Application and/or any Agency approvals shall require the prior written consent of the Agency upon application Sixty (60) days prior to a regularly scheduled meeting of the Agency and in accordance with the Agency's Project Recapture, Termination and Assignment Policy.

Has the Company executed or plan to execute any Membership Interest Purchase Agreement (“MIPA”) at any time for this project?

If Yes, describe particulars: [Click to enter text.](#)

Please attach MIPA and provide details on purchaser and timing for sale, including terms of sale and an ownership chart detailing same. All entity sales must be disclosed per above and approved by the Agency before any Agency approvals or financial assistance may be assigned/assumed by a purchasing parent. Any request for Agency approval for assignment of Agency approvals or financial assistance requires re-execution of this Supplement, including MIPA consideration as a component of total project cost.

Does the Company or any known purchasers of the Company anticipate the utilization of any tax credit equity transactions involving the transfer of over 50% of the equity interests in the Company or any parent of the Company?

If Yes, describe particulars: [Click to enter text.](#)

Please attach details and information on any known or intended tax credit equity investors, along with details on timing, structure and terms.

Application Checklist – mandatory attachments/enclosures:

Organizational Chart(s)	Click to enter text.
Site Plan and SEQRA Materials	Click to enter text.
Ground Lease and Amendments	Click to enter text.
Surveys and Renderings	Click to enter text.
Parcel Tax Bills and Receipts	Click to enter text.
Power Purchase Agreement	Click to enter text.
Interconnect Agreement	Click to enter text.
Host Community Agreement	Click to enter text.

**Jefferson County Industrial Development Agency
Renewable Energy Project Application Supplement**

Company Acknowledgment and Certification:

The undersigned, being a duly authorized representative of the Company, hereby and on behalf of the Company, certifies to the best of his or her knowledge and under the penalty of perjury that all of the information provided by the Company within this Application for Financial Assistance is true, accurate and complete. The Company, on behalf of itself and all owners, occupants and/or operators receiving or that will receive financial assistance from the Agency (collectively, the "Recipients") hereby certifies that the Recipients are in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

The Company, on behalf of itself and all Recipients, hereby further acknowledges that the submission of any knowingly false or knowingly misleading information herein or within any agreement with the Agency may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of the Agency's involvement in the project, including all costs of the agency relating to same. The Company has reviewed and accepts the terms of the Agency's Project Recapture and Termination Policy.

By: [Signature]
Name: TAYMAZ JAHANJAL
Title: CEO

Province of Ontario)
State of New York)
County of _____) ss.: [Signature]

Foreign Country of Canada

On the 26th day of September in the year 2023, before me, the undersigned, personally appeared Taymaz Jahanjyal, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

[Signature]
Notary Public

Name: Bernadette Corpuz
Jurisdiction: Foreign Country of Canada,
Province of Ontario
Date of Expiry: Perpetual

