

**Jefferson County Industrial Development Agency  
Special Board Meeting Minutes  
October 11, 2023**

The Jefferson County Industrial Development Agency held a special board meeting on Wednesday, October 11, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** None

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Robin Stephenson,

**Zoom:** Justin Miller, Esq. (Harris Beach), Glenn Frank, Esq. (OYA Counsel)

**I. Call to Order:** Chairman Aliasso called the meeting to order at 8:00 a.m.

**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** – Attorney Miller provided background. He said the project closed with OYA in September 2022 led by the OYA group based in Toronto, Canada. He said this project along with others is being bundled for sale to an English/Welsh joint venture as outlined in the board packets. The leaseback agreement requires them to get the IDA's consent and enter into assignment agreements to transition the benefits to the new ownership. He said that we received supplemental project data from them which was included in the board packet along with ownership charts and history of the new development firm acquiring the project.

Attorney Frank said that they submitted all relevant materials for the new transaction. He said that he received the IDA invoice and will have it paid today as well as pay Harris Beach.

Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Warneck. Discussion ensued. Mr. Warneck asked Mr. Eaton when the first PILOT payment would be made. Mr. Eaton said the first payment will be made in January 2024. Mr. Walldroff asked how many megawatts of power for the combination of all the projects being transferred. Attorney Frank said approximately 40 to 45 megawatts.

Roll call vote. Mr. Aliasso – Yea, Mr. Condino – Yea, Mr. Converse – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.

- IV. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Converse. The special meeting was adjourned at 8:08 a.m.

Respectfully submitted,

*Peggy Sampson*

**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.	[ X ]	[ ]	[ ]	[ ]
John J. Condino	[ X ]	[ ]	[ ]	[ ]
David J. Converse	[ 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 (Acting) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

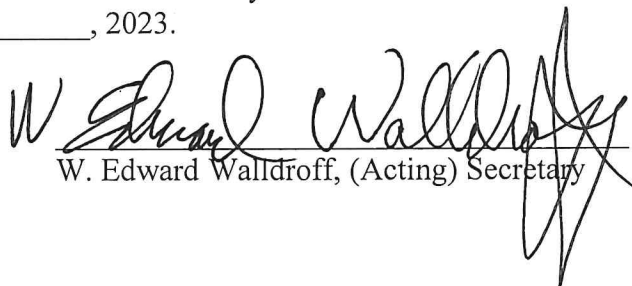
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 11, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the 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 11<sup>th</sup> day of October, 2023.

  
W. Edward Walldroff, (Acting) Secretary

[SEAL]

