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**WHEREAS**, at the time the Agency adopted the Approving Resolution, the Original Company’s sole member was Omni Navitas Holdings, LLC (the “**Original Membership Owner**”); and

**WHEREAS**, pursuant to a resolution duly adopted by the members of the Agency on April 22, 2021 (the “**Assignment of Project Ownership Resolution**”), the Agency approved the transfer, conveyance and assignment of the Original Company’s development rights, title and interest in to or in any way relating to the Project to Omni Richland South Solar, LLC (the “**Company**”) pursuant to an Assignment of Project Rights, dated March 11, 2021; and

**WHEREAS**, pursuant to a resolution duly adopted by the members of the Agency on April 13, 2022 (the “**Membership Resolution**”), the Agency ratified the Approving Resolutions after the sale of the membership interest in the Company to OYA Omni Development Company, LLC (the “**OYA-Omni Membership Owner**”); and

**WHEREAS**, pursuant to a resolution duly adopted by the members of the Agency on June 23, 2022 (the “**Second Membership Resolution**”), the Agency adopted a resolution approving the sale of the membership interest in the Company from the OYA-Omni Membership Owner to OYA Renewables Construction Holdings 2 LLC (the “**OYA Solar**”); and

**WHEREAS**, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Project Documents**”): (A) a company lease agreement, dated as of February 1, 2023 (the “**Company Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company, (B) a memorandum of company lease agreement dated as of February 1, 2023 (the “**Memorandum of Company Lease**”), (C) an agency lease agreement dated as of February 1, 2023 (the “**Lease Agreement**”) by and between the Agency and the Company, pursuant to which,

among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project, (D) a memorandum of agency lease agreement dated as of February 1, 2023 (the "**Memorandum of Lease Agreement**"), (E) a Project Agreement dated as of February 1, 2023 (the "**Project Agreement**"), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of February 1, 2023 by and between the Agency and the Company (the "**PILOT Agreement**") whereby the Company agreed to make certain payments in lieu of real property taxes; and

**WHEREAS**, on or about September 21, 2023, the Agency received notice from the Company that, OYA Solar intends to transfer 100% of the membership interest in the Company to AETS Development Holdings, LLC (the "**New Membership Owner**"), and OYA Solar intends to sell and the New Membership Owner intends to purchase 100% of the membership interests in the Company pursuant to an Assignment and Assumption Agreement; and

**WHEREAS**, the Company and the New Membership Owner satisfactorily responded to the Agency's questions regarding the New Membership Owner and the impact of the change in ownership on the Project, the Project Facility and the Financial Assistance previously granted by the Agency to the Company with respect to the Project; and

**WHEREAS**, pursuant to Section 9.2 of the Lease Agreement the Company has requested that the Agency consent to the change in the ownership of the membership interest in the Company which the Agency may withhold in its sole and absolute discretion; and

**WHEREAS**, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "**SEQR Act**") and the regulations (the "**Regulations**") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "**SEQRA**"), the Project had been subject to an environmental review pursuant to the requirements of the State Environmental Quality Review Act and the regulations thereunder, resulting in the issuance of a Negative Declaration by the Town of Richland Planning Board on September 21, 2020 and reaffirmed by the Agency by resolution dated October 27, 2020; and

**WHEREAS**, pursuant to SEQRA, the Agency must determine the potential environmental significance of its consent to the change in ownership of the membership interest in the Company (collectively, the "**Transaction**");

**NOW, THEREFORE**, be it resolved by the members of the County of Oswego Industrial Development Agency as follows:

**Section 1.** Based upon the representations made by the Company to the Agency, the Agency makes the following findings and determinations:

- (A) The Project constitutes a "project" within the meaning of the Act; and

- (B) The Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and
- (C) The Transaction is not a material change and does not require a change in the Financial Assistance previously provided by the Agency to the Company.

**Section 2.** The Agency hereby consents to the Transaction and reaffirms the approval of the grant of the Financial Assistance to the Company.

**Section 3.** A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

**Section 4.** The Chief Executive Officer and/or the Chairman of the Board of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**Section 5.** This Resolution shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Marc Greco	X				
Tricia Peter-Clark	X				
Tim Stahl	X				
H. Leonard Schick	X				
Gary T. Toth	X				
Barry Trimble				X	

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF OSWEGO )

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on September 27, 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 the whole of such original insofar as the same relates to the subject matters referred to therein.

**I FURTHER CERTIFY** that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Article 7 of the Public Officers Law (the “*Open Meetings Law*”), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Open Meetings Law, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Agency on September 27, 2023.

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Austin Wheelock  
Chief Executive Officer

(SEAL)