
YELLOW 3 LLC,
AS LANDLORD

AND

CORTLAND COUNTY
INDUSTRIAL DEVELOPMENT AGENCY,
AS TENANT

MEMORANDUM OF UNDERLYING LEASE

DATED AS OF FEBRUARY 1, 2021

RELATING TO THE PREMISES LOCATED AT 1585
TOWER ROAD IN THE TOWN OF CORTLANDVILLE,
CORTLAND COUNTY, NEW YORK

THIS DOCUMENT IS INTENDED TO BE RECORDED IN LIEU
OF THE WITHIN-DESCRIBED UNDERLYING LEASE IN
ACCORDANCE WITH THE PROVISIONS OF SECTION 291-
c OF THE NEW YORK REAL PROPERTY LAW.

MEMORANDUM OF UNDERLYING LEASE

The undersigned, YELLOW 3 LLC, a limited liability company organized and existing under the laws of the State of South Carolina having an office for the transaction of business located at 125 Wolf Road, Suite 312, Colonie, New York 12205 (the "Company"), as landlord (referred to in the hereinafter described Underlying Lease as the "Company") and CORTLAND COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation organized and existing under the laws of the State of New York having an office for the transaction of business located at 40 Main Street, Suite A, Cortland, New York (referred to in the hereinafter described Underlying Lease as the "Agency") have entered into a certain lease to agency dated as of February 1, 2021 (the "Underlying Lease").

The Underlying Lease covers an approximately 18.63 acre parcel of land (the "Facility Parcel") comprising a leasehold interest in the premises located at 1585 Tower Road in the Town of Cortlandville, Cortland County, New York, said Facility Parcel being more particularly described on Exhibit "A" attached hereto and made a part hereof, together with any additional improvements located on the Facility Parcel (the "Facility", and together with the Facility Parcel being sometimes collectively referred to as the "Facility Premises").

The Underlying Lease provides for the rental of the Facility Premises for a term (the "Term") commencing as of February 1, 2021 and expiring on the earlier to occur of (A) January 31, 2036 or (B) the termination of the term of a Uniform Project and Lease Agreement dated as of February 1, 2021 (the "Lease Agreement") by and between the Agency and the Company. The Underlying Lease obligates the Agency, among other things, to pay rent of \$1.00 for the Term.

Pursuant to the Lease Agreement, the Company, as agent of the Agency, has agreed to improve the Facility Premises by constructing certain improvements thereto and acquiring and installing certain personal property thereon and therein (collectively with the Facility Premises, the "Project Facility"). The Lease Agreement grants to the Company various rights to purchase the Project Facility. Upon any such purchase of the Project Facility, the Agency shall surrender and deliver the Facility Premises and all improvements located thereon to the Company. The Lease Agreement (or a memorandum thereof) is intended to be recorded in the Cortland County Clerk's Office subsequent to the recording of this Memorandum of Underlying Lease.

Notwithstanding the lease of the Project Facility by the Agency to the Company pursuant to the Lease Agreement, during the term of the Underlying Lease, there shall be no merger of the Underlying Lease nor of the leasehold estate created by the Underlying Lease with the fee interest in the Facility Premises or any part thereof by reason of the fact that the same person or entity may acquire, own or hold the Underlying Lease or the leasehold estate created thereunder and the fee interest in the Facility Premises.

IN WITNESS WHEREOF, the Company and the Agency have caused this Memorandum of Underlying Lease to be executed in their respective names by their respective duly authorized officers and to be dated as of the day and year first written above.

CORTLAND COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: Garry VanGorder
Garry VanGorder, Executive Director

YELLOW 3, LLC
By: Cipriani Energy Group Corp., Sole Member

By: Chris Stroud, Manager

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

On the 25th day of February, 2021 before me, the undersigned, a notary public in and for said State, personally appeared **Garry VanGorder**, 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

JOHN P. SIDD
Notary Public, State of New York
Qualified in Onondaga Co. No. 4993688
Commission Expires March 23, 2020

STATE OF _____
COUNTY OF _____

On the ____ day of February, 2021 before me, the undersigned, a notary public in and for said State, personally appeared **Chris Stroud**, 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

IN WITNESS WHEREOF, the Company and the Agency have caused this Memorandum of Underlying Lease to be executed in their respective names by their respective duly authorized officers and to be dated as of the day and year first written above.

CORTLAND COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Garry VanGorder, Executive Director

YELLOW 3, LLC
By: Cipriani Energy Group Corp., Sole Member

By: _____
Christopher H. Stroud, Manager

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

On the _____ day of February, 2021 before me, the undersigned, a notary public in and for said State, personally appeared **Garry VanGorder**, 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

STATE OF New York)
COUNTY OF Albany) ss.:

_____th

On the 24th day of February, 2021 before me, the undersigned, a notary public in and for said State, personally appeared **Christopher H. Stroud**, 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

KATHLEEN V. COLOSE
Notary Public State of New York
Qualified in Schenectady County

{H4303839.1}

No. 01C5056953
Commission Expires March 11 2022

EXHIBIT "A"
DESCRIPTION OF FACILITY PARCEL

ALL THAT TRACT OR PARCEL OF LAND, situate in the Town of Cortlandville, County of Cortland and State of New York, being a part of Military Lot 95 in said Town and bounded and described on Schedule "A" annexed hereto and made a part hereof.

BEING the same premises conveyed to the Grantor herein by deed from John P. Morse and Sheila A. Morse, dated March 22, 2006 and recorded in the Cortland County Clerk's Office on March 23, 2006 as Instrument Number 1046920-001.

Schedule "A"

ALL THAT TRACT OR PARCEL OF LAND situate in the Town of Cortlandville, County of Cortland and State of New York, being a part of Military Lot 95 in said Town and bounded and described as follows:

BEGINNING at a point in the centerline of Tower Road, which point is located easterly a distance of 1,294.5 feet as measured along said centerline of Tower Road from the intersection of said centerline with the centerline of Page Green Road; thence N 07° 00' 00" E across lands of the grantors a distance of 1,227.49 feet to a point marked by a survey rod with cap; thence S 82° 36' 59" E a distance 813.46 feet to a point marked by a survey rod with cap; thence S 07° 00' 00" W a distance of 945.04 feet to a point, which point is located 0.28 feet North and 0.72 feet West of an iron rod in the northeast corner of lands of Planty (R.O., Book 463 of Deeds at page 118); thence N 83° 09' 00" W a distance of 670.00 feet to point marked by a survey rod with cap; thence S 07° 00' 00" W, passing through an iron rod at 245.00 feet for a total a distance of 275.00 feet to a point in the centerline of Tower Road; thence N 83° 06' 00" W along the centerline of Tower Road, a distance of 143.44 feet to the point and place of beginning, containing 18.624 acres of land, more or less.

That portion of the above described premises lying within the confines of Tower Road is conveyed subject to the rights of the public to use the same for street or highway purposes.

SUBJECT, insofar as they affect the premises conveyed hereby to:

1. A pole line easement granted by Ivan Erway and Julia A. Erway to The Cortland Traction Company dated December 13, 1930 and recorded in the Cortland County Clerk's Office in Book 167 of Deeds at page 359;
2. A gag pipeline easement granted by Charles R. Stafford to New York State Natural Gas Corporation dated January 5, 1950 and recorded in the Cortland County Clerk's Office in Book 215 of Deeds at page 101, as modified by Agreement between the parties thereto dated March 21, 1963 and recorded in said Clerk's Office in Book 286 of Deeds at page 84;
3. Easement granted by Charles R. Stafford to Niagara Mohawk Power Corp. dated October 10, 1967 and recorded in the Cortland County Clerk's Office in Book 309 of Deeds at page 180;
4. Easement granted by Charles Stafford to New York Telephone Company dated May 22, 1978 and recorded in the Cortland County Clerk's Office in Book 356 of Deeds at page 1107;

5. Easement granted by Charles R. Stafford to New York Telephone Company dated January 26, 1981 and recorded in the Cortland County Clerk's Office in Book 369 of Deeds at page 576.

The premises described herein are more particularly shown on a survey map of "Lands of John P. Morse and Sheila A. Morse" made by R. James Stockwin, L.S., dated November 29, 2005, which is intended to be filed in the Cortland County Clerk's Office with the recording of this instrument and is incorporated herein by reference.