

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
June 24, 2021
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

PRESENT: Canale, Schick, Stahl, Toth and Trimble

Absent/Excused: Kells and Sorbello

Also Present: Kevin C. Caraccioli, Jeff Cruse, Amanda Fitzgerald, Todd Gertz, Kevin LaMontagne, Robert Li, John Tillman, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

Chair Toth convened the meeting at 9:09 a.m. at the IDA Office in Oswego and welcomed the Board, staff and guests.

MINUTES

On a motion by Mr. Stahl, seconded by Mr. Trimble, the minutes of May 20, 2021 were approved.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on June 5, 2021.

Treasurer's Report

On a motion by Mr. Schick, seconded by Mr. Stahl, the Financial Statements for the period ended April 30, 2021, were approved.

EXECUTIVE SESSION

On a motion by Mr. Trimble, seconded by Mr. Stahl, it was approved to go into Executive Session to discuss the financial history and employment of a particular corporation at 9:13 a.m.

On a motion by Mr. Canale, seconded by Mr. Trimble, it was approved to exit Executive Session at 10:05 a.m.

Liland Trade and Radiator Service, Inc.

Following a discussion and review of the public hearing minutes, on a motion by Mr. Canale, seconded by Mr. Schick, a resolution undertaking the acquisition, renovation equipping and completion of a certain project, appointing Liland Global Properties LLC (The "Real Estate Holding Company") and Liland Trade and Radiator Service, Inc. (The "Operating Company") as agents of the agency for the purpose of the acquisition, renovation, equipping and completion of the project; approving certain financial assistance; and authorizing the execution and delivery of an agreement among the agency, the real estate holding company and the operating company, was approved. The Inducement Resolution is attached and made an official part of the minutes.

On a motion by Mr. Schick, seconded by Mr. Stahl, a resolution approving a payment in lieu of tax schedule and authorizing the execution and delivery of certain documents by the agency in connection with a certain project undertaken at the request of the real estate holding company and the operating company, was approved. The PILOT Resolution is attached and made an official part of the minutes.

On a motion by Mr. Trimble, seconded by Mr. Stahl, a resolution authorizing the execution and delivery of certain documents by the agency in connection with a project undertaken at the request of the real estate holding company and the operating company, was approved. The Final Approving Resolution is attached and made an official part of the minutes.

CF Oswego LLC

Following discussion, on a motion by Mr. Stahl, seconded by Mr. Schick, a resolution approving the amendment of the PILOT Agreement and other project documents in connection with a certain project for Stellex/CF buyer (US) LLC and determining other matters on connection therewith, was approved. The Resolution is attached and made an official part of the minutes.

SSC Oswego II LLC

Following a discussion, on a motion by Mr. Toth, seconded by Mr. Schick, a resolution approving the sale of the membership interest in the company in connection with financial assistance provided for a project, was approved. The Resolution consenting to a change in ownership of membership interest in the company is attached and made an official part of the minutes.

EXECUTIVE SESSION

On a motion by Mr. Stahl, seconded by Mr. Trimble, it was approved to go into Executive Session to discuss the financial history and employment of a particular person or company at 10:53 a.m.

On a motion by Mr. Stahl, seconded by Mr. Trimble, it was approved to exit Executive Session at 11:31 a.m.

Novelis Corporation – Project Merlin

Following presentation and discussion in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Trimble, a resolution determining that the acquisition or continuation, construction, equipping and completion of a project at the request of Novelis Corporation constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing, was approved. The Initial Resolution is attached and made an official part of the minutes.

Novelis Corporation – Infrastructure Upgrades

Following a presentation and discussion in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Schick, a resolution determining that the acquisition, construction, renovation and equipping of a commercial facility at the request of the Novelis Corporation constitutes a project; describing the financial assistance requested in connection therewith and authorizing a public hearing, was approved. The Initial Resolution is attached and made an official part of the minutes.

Budget Reports

Following discussion in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Schick, authorization to file the budget reports with the ABO was approved.

Mother Earth Baby, LLC

Mr. LaMontagne presented information in Executive Session. On a motion by Mr. Trimble, seconded by Mr. Toth, a HUD EDF Loan in the amount of \$35,000. was approved for the project.

Hannah Shortstleff d/b/a Hannah's Creations

Mr. LaMontagne presented information in Executive Session on this project. On a motion by Mr. Schick, seconded by Mr. Trimble, a Micro-Enterprise Loan in the amount of \$20,000 was approved.

PILOT EDF Report

Mr. Treadwell provided information in Executive Session.

Delinquent Loan Report

Following a review by Mr. LaMontagne in Executive Session, on a motion by Mr. Trimble, seconded by Mr. Schick, the Delinquent Loan Report was approved.

OCIP Expansion

Mr. Caraccioli reported that closing should be within a couple weeks, survey is completed. Total acreage is 185.

Economic Development Web Portal

Ms. LiVoti joined the meeting. Mr. Wheelock provided an update on the web portal development. He noted that all the work to date has been completed in-house. CRM Software will tie into this portal.

Next Meeting

July 29, 2021 at 8:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Schick, seconded by Mr. Toth, the meeting was adjourned at 12:13 p.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

INDUCEMENT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded

**RESOLUTION UNDERTAKING THE
ACQUISITION, RENOVATION EQUIPPING AND
COMPLETION OF A CERTAIN PROJECT, APPOINTING
LILAND GLOBAL PROPERTIES LLC (THE “REAL
ESTATE HOLDING COMPANY”) AND LILAND TRADE
AND RADIATOR SERVICE, INC. (THE “OPERATING
COMPANY”) AS AGENTS OF THE AGENCY FOR THE
PURPOSE OF THE ACQUISITION, RENOVATION,
EQUIPPING AND COMPLETION OF THE PROJECT;
APPROVING CERTAIN FINANCIAL ASSISTANCE; AND
AUTHORIZING THE EXECUTION AND DELIVERY OF AN
AGREEMENT AMONG THE AGENCY, THE REAL
ESTATE HOLDING COMPANY AND THE OPERATING
COMPANY**

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and

economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Liland Global Properties LLC (the “*Real Estate Holding Company*”) and Liland Trade and Radiator Service, Inc. (the “*Operating Company*”), on behalf of themselves and/or entities formed or to be formed on behalf the foregoing, submitted an application to the Agency on or about April 23, 2021 (“*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “*Project*”) consisting of: (A)(1) the acquisition of a leasehold interest in real property located at 1850 Route 57 in the Town of Volney, State of New York (Tax ID # 254.00-05-04.1) (the “*Land*”) and the existing two buildings located on the Land (collectively, the “*Facility*”); (2) the renovation of the Facility; (3) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment, and other tangible personal property (collectively, the “*Facility Equipment*”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “*Company Facility*”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to (i) the Operating Company for the warehousing, distribution and manufacturing of automobile parts; and (ii) to Patterson Warehousing, Inc., K & L Real Properties, LLC and other third-party tenants for warehousing/distribution and manufacturing uses; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property by the Operating Company (collectively, the “*Equipment*,” and together with the Company Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

WHEREAS, the Agency adopted a resolution on May 20, 2021 describing the Project, the Financial Assistance and authorizing a public hearing (the “*Initial Resolution*”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on June 14, 2021 pursuant to Section 859-a of the Act, notice of which was published on May 27, 2021 in The Post-Standard, a newspaper of general circulation in the Town of Volney, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated May 25, 2021; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State

promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, based on the Agency’s review of the application of all related materials and other information concerning the Project, the Project qualifies as a Type II action under SEQRA and therefore no further environmental review is required; and

WHEREAS, upon completion of the Project Facility, the Real Estate Holding Company and the Operating Company will abandon their current facility located at 220 East Second Street, East Syracuse, New York 13057 (the “Current Facility”); and

WHEREAS, the Agency caused to be mailed on June 22, 2021 a letter to the chief executive officers of Onondaga County, the Town of Dewitt and the Village of North Syracuse (collectively, the “Current Municipalities”) notifying the Current Municipalities that the Real Estate Holding Company and the Operating Company will “abandon” (as such term is used in Section 859-a(5)(d) of the Act) the Current Facility upon completion of the Project; and

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Project; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Real Estate Holding Company and the Operating Company that the provision of Financial Assistance: (i) will induce the Real Estate Holding Company and the Operating Company to develop the Project Facility in the Town of Volney, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County of Oswego and improve their standard of living;

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Real Estate Holding Company and the Operating Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- A. Ratifies the findings in its Initial Resolution.
- B. The Project constitutes a “project” within the meaning of the Act.
- C. The granting of the Financial Assistance will be an inducement to the Real Estate Holding Company and the Operating Company to develop the Project in the Town of Volney, County of Oswego. The Financial Assistance consists solely of exemptions from real estate transfer taxes, real property taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and State and local sales and use tax.
- D. The commitment of the Agency to provide the Financial Assistance to the Real Estate Holding Company and the Operating Company will enable the Real Estate Holding Company and the Operating Company to acquire, renovate and/or improve, install, equip and complete the Project Facility.
- E. The acquisition, renovation and/or improving, installation, equipping and completion of the Project will promote employment opportunities, help prevent economic deterioration and advance the health, general prosperity and economic welfare of the people of the State.
- F. The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Real Estate Holding Company and the Operating Company as the Agency’s agent for acquisition, renovation and/or improving, installation, equipping and completion of the Project will be an inducement to the Real Estate Holding Company and the Operating Company to acquire, renovate and/or improve, install, equip and complete the Project Facility in the Town of Volney, County of Oswego, and will serve the purposes of the Act by, among other things, preserving and/or creating permanent private sector jobs, promoting job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, renovation and/or improving, installation, equipping and completion of the Project.
- G. Although the completion of the Project will result in the removal of a plant or facility of the proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of a plant or facility of the proposed occupant of the Project Facility located in the State, the Project is reasonably necessary to discourage the Real Estate Holding Company and the Operating Company from removing the Project to a location outside the state.

Section 3. Subject to the terms of this Resolution, the conditions set forth in Section 4.02 of the Agreement (as defined herein), the Agency’s approval of the PILOT schedule and the execution and delivery of the Project Agreement (as defined herein), the Agency will: (i) acquire or continue a controlling interest in the Land and Facility pursuant to a lease agreement (and/or sublease

agreement (collectively, the “*Company Lease*”) to be entered into between the Real Estate Holding Company and the Agency and accept an interest in the Equipment, if any, pursuant to a bill of sale from the Real Estate Holding Company and a bill of sale from the Operating Company (collectively, the “*Bill of Sale*”); (ii) sublease the Company Facility to the Real Estate Holding Company pursuant to a sublease agreement (the “*Agency Lease Agreement*”); sublease the Operating Equipment to the Operating Company pursuant to an equipment lease (the “*Equipment Lease*”) and together with the Company Lease, the Bill of Sale, the Agency Lease, the Project Agreement and any other certificates and documents deemed necessary by the Agency to undertake the Project, collectively, the “*Lease Documents*”) to be entered into among the Agency, the Real Estate Holding Company and the Operating Company; (iv) grant the approved Financial Assistance; provided that no default shall have occurred and be continuing under the Agreement, the Lease Documents or any loan documents, and provided the Real Estate Holding Company and the Operating Company have executed and delivered all documents and certificates required by the Agency in conjunction with the Agency’s undertaking of the Project, execute and deliver all other certificates and documents necessary or appropriate for the grant of the approved Financial Assistance requested by the Real Estate Holding Company and the Operating Company, in form and substance acceptable to the Agency, or its commercial lender(s), in connection with financing for the Project, including but not limited to, one or more mortgages in favor of the Real Estate Holding Company’s and the Operating Company’s commercial lender(s).

Section 4. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Real Estate Holding Company and the Operating Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State sales and use tax exemptions benefits. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefit comprising the Financial Assistance approved herein shall not exceed **\$568,000 and shall last no longer than two years from the execution and delivery of the Agency Documents.** The Agency may consider any requests by the Real Estate Holding Company and the Operating Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 5. Notwithstanding anything herein to the contrary, the amount of mortgage recording tax exemption benefit comprising the Financial Assistance approved herein shall not exceed **\$81,000.**

Section 6. Notwithstanding anything herein to the contrary, the amount of real property tax abatement benefit comprising the Financial Assistance approved herein shall be approximately **\$3,989,329**, which such amount reflects the total estimated real property tax exemptions for the Project Facility (which constitute those taxes that would have been paid if the Project Facility were on the tax rolls and not subject to that certain payment in lieu of tax agreement between the Real Estate Holding Company, the Operating Company and the Agency (the “*PILOT Agreement*”) of approximately **\$6,630,624**, less the estimated payments in lieu of taxes of approximately **\$2,641,295** to be made by the Real Estate Holding Company and the Operating Company to the affected tax jurisdictions with respect to the Project Facility during the term of the PILOT Agreement. The approximate amount of estimated real property tax exemptions and the approximate amount of estimated payments in lieu of taxes are estimated based on an assumed assessed value of the Project Facility and assumed future tax rates of the affected tax jurisdictions, therefore the real property tax abatement benefit is estimated because it is calculated using the

estimated real property tax exemptions. The actual amount of real property tax abatement benefit is subject to change over the term of the PILOT Agreement depending on any changes to assessed value and/or tax rates of the affected tax jurisdictions. *Exhibit "B"* attached hereto reflects the calculation used to determine the annual amount of the payments in lieu of taxes to be made to the affected tax jurisdictions in each year during the term of the PILOT Agreement.

Section 7. The Real Estate Holding Company and the Operating Company may utilize, and are hereby authorized to appoint, a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "*Additional Agents*") to proceed with the renovation and/or improving, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf, provided the Real Estate Holding Company and the Operating Company execute, deliver and comply with the Lease Documents. The Real Estate Holding Company and the Operating Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project; and the Real Estate Holding Company and the Operating Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "*Commissioner*") and the Agency upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Real Estate Holding Company's, the Operating Company's or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Real Estate Holding Company and the Operating Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. For purposes of exemption from State sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

Section 8. As a further condition to the granting of the Financial Assistance, the Real Estate Holding Company and the Operating Company agree to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency, the Real Estate Holding Company, and the Operating Company with respect to the Project. The form and substance of the proposed agreement (as set forth as on **Exhibit "A"** attached hereto and presented at this meeting) (the "*Agreement*") are hereby approved. The Chief Executive Officer or (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting and attached hereto as **Exhibit "A"**, with changes in terms and form as shall be consistent with this Resolution and as the Chief Executive Officer or (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 9. As an additional condition precedent to the extension of Financial Assistance, the Real Estate Holding Company and the Operating Company shall acknowledge and agree, that the Agency shall, and in some cases may, recapture from the Real Estate Holding Company, the Operating Company or any Additional Agent the State sales and use tax exemption (the "*Recapture Amount*") taken or purported to be taken by any such person to which the person

or Project is not entitled or which are in excess of the amounts authorized or which are for property or services not authorized or taken in cases where the Real Estate Holding Company, the Operating Company or Additional Agent failed to comply with a material term or condition to use property or services in the manner required by the Real Estate Holding Company, the Operating Company or Additional Agents agreement with, or for the benefit of, the Agency. The Real Estate Holding Company, the Operating Company or Additional Agents shall cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such State sales and use exemptions benefits and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the Commissioner to assess and determine State sales and use taxes due from the Real Estate Holding Company, the Operating Company and/or Additional Agents under article twenty-eight of the tax law, together with any relevant penalties and interest due on such amounts. In addition, the Agency may recapture all other Financial Assistance in the event any of the foregoing occur or there is a Deficit (as defined in the Agency's Recapture Policy).

Section 10. As another condition precedent to the extension of Financial Assistance, the Real Estate Holding Company, the Operating Company and the Agency shall execute and deliver a project agreement (the "***Project Agreement***") setting forth certain terms and conditions relative to the approved Financial Assistance.

Section 11. Subject to the due execution and delivery by the Real Estate Holding Company and the Operating Company of the Agreement and the Project Agreement, the satisfaction of the conditions of this Resolution, the Agreement and the Project Agreement, and the payment by the Real Estate Holding Company and Operating Company of any attendant fees due to or incurred by the Agency, the Real Estate Holding Company and Operating Company are appointed the true and lawful agent of the Agency to proceed with the renovation and/or improving, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf. The appointment made by this Section shall not be effective until the Agreement and the Project Agreement and an Environmental Compliance and Indemnification Agreement (as defined herein) by the Real Estate Holding Company and the Operating Company in favor of the Agency have been duly executed and delivered by the Real Estate Holding Company and the Operating Company.

Section 12. The Chief Executive Officer or (Vice) Chairperson of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution and the Agreement.

Section 13. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of, among other things, an environmental compliance and indemnification agreement (the "***Environmental Compliance and Indemnification Agreement***") in favor of the Agency in form and substance acceptable to the Agency and its counsel by the Real Estate Holding Company and the Operating

Company and some or all of its principals, in the discretion of the Chief Executive Officer or (Vice) Chairperson of the Agency.

Section 14. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to herein on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 15. Should the Agency's participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Real Estate Holding Company and the Operating Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Real Estate Holding Company and the Operating Company hereunder or otherwise.

Section 16. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 17. The Chief Executive Officer and/or (Vice) Chairperson are each hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating 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 18. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Real Estate Holding Company and the Operating Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

Section 19. This Resolution shall take effect immediately.

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				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

AGENCY/COMPANY AGREEMENT

This Agreement is by and among the COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY (the "**Agency**"), LILAND GLOBAL PROPERTIES LLC, a New York limited liability company (the "**Real Estate Holding Company**") and Liland Trade and Radiator Service, Inc., a New York corporation (the "**Operating Company**").

Article 1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

1.01. The Agency is authorized and empowered by the provisions of Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "**State**"), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the "**Act**") to grant "financial assistance" (as defined in the Act) in connection with "Projects" (as defined in the Act) and to lease or sell the same upon such terms and conditions as the Agency may deem advisable and designate an agent for renovating and/or improving and equipping "projects" (as defined in the Act).

1.02. The purposes of the Act are to promote, attract, encourage and develop recreation and economically sound commerce and industry in order to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration. The Act vests the Agency with all powers necessary to enable it to accomplish such purposes, including the power to grant financial assistance, acquire and dispose of interests in real property and to appoint agents for the purpose of completion of projects undertaken by the Agency.

1.03. (a) Liland Global Properties LLC (the "**Real Estate Holding Company**") and Liland Trade and Radiator Service, Inc. (the "**Operating Company**"), on behalf of themselves and/or entities formed or to be formed on behalf the foregoing, have submitted an application to the Agency on or about April 23, 2021 ("**Application**"), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the "**Project**") consisting of: (A)(1) the acquisition of a leasehold interest in real property located at 1850 Route 57 in the Town of Volney, State of New York (Tax ID # 254.00-05-04.1) (the "**Land**") and the existing two buildings located on the Land (collectively, the "**Facility**"); (2) the renovation of the Facility; (3) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment, and other tangible personal property (collectively, the "**Facility Equipment**") (the Land, the Facility and the Facility Equipment being collectively referred to as the "**Company Facility**"), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to (i) the Operating Company for the warehousing, distribution and manufacturing of automobile parts; and (ii) to Patterson Warehousing, Inc., K & L Real Properties, LLC and other third-party tenants for warehousing/distribution and manufacturing uses; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property by the Operating Company (collectively, the "**Equipment**," and

together with the Company Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

(b) All documents necessary to effectuate the Agency’s undertaking of the Project and the granting of the Financial Assistance between the Agency, the Real Estate Holding Company and the Operating Company, including but not limited to, a company lease, a bill of sale, an agency lease, an equipment lease, a project agreement and an environmental compliance and indemnification agreement and a payment in lieu of tax agreement, shall be collectively referred to herein as the “**Lease Documents**”.

1.04. The Real Estate Holding Company and the Operating Company hereby represent to the Agency that undertaking the Project, the designation of the Real Estate Holding Company and the Operating Company as the Agency’s agent for the acquisition, renovation and/or improving, equipping and completion of the Project Facility, and the appointment by the Real Estate Holding Company or the Operating Company of a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, “**Additional Agents**”): (i) will be an inducement to them to acquire, construct, reconstruct, renovate and/or improve, equip and complete the Project Facility in the County of Oswego (the “**County**”); (ii) although the completion of the Project will result in the removal of a plant or facility of the proposed occupant of the Project Facility from one area of the State to another area of the State, the Project is reasonably necessary to discourage the Real Estate Holding Company and the Operating Company from removing the Project to a location outside the state; and (iii) undertaking the Project will promote, create and/or preserve private sector jobs in the State and the County.

1.05. The Agency has determined that the acquisition or continuation of a controlling interest in, and the renovation and/or improving, installation and equipping of the Project Facility and the subleasing of the same to the Real Estate Holding Company and the Operating Company will promote and further the purposes of the Act.

1.06 On June 24, 2021, the Agency adopted a resolution (the “**Inducement Resolution**”) agreeing, subject to the satisfaction of all conditions precedent set forth in such Resolution, to designate the Real Estate Holding Company and the Operating Company as the Agency’s agent for the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility and determining that the leasing of the same to the Real Estate Holding Company and the Operating Company will promote further purposes of the Act. For purposes of that designation, the Agency authorized as part of the approved Financial Assistance, State and local sales and use tax exemption benefits in an amount not to exceed **\$568,000**, a mortgage recording tax exemption in an amount not to exceed **\$81,000**, and the amount of real property tax abatement benefits in an approximate amount of **\$3,989,329**.

1.07 In the Resolution, subject to the execution of, and compliance with, this Agreement by the Real Estate Holding Company and the Operating Company, and other conditions set forth in the Resolution and herein, the Agency appointed the Real Estate Holding Company and the Operating Company as its agent for the purposes of acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility, entering into contracts and doing all things requisite and proper for the acquisition, renovation and/or improving, installation, equipping and completion.

Article 2. Undertakings on the Part of the Agency. Based upon the statements, representations and undertakings of the Real Estate Holding Company and the Operating Company and subject to the conditions set forth herein, the Agency agrees as follows:

2.01. The Agency confirms that it has authorized and designated the Real Estate Holding Company and the Operating Company as the Agency's agent for acquiring, renovating and/or improving, installing, equipping and completing the Project Facility.

2.02. The Agency will adopt such proceedings and authorize the execution of such Agency documents as may be necessary or advisable for: (i) acquisition of a controlling interest in the Project Facility; (ii) appointment by the Real Estate Holding Company and the Operating Company of Additional Agents, all for the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility subject to the terms of the Resolution and hereof; and (iii) the leasing or subleasing of the Project Facility to the Real Estate Holding Company and the Operating Company, all as shall be authorized by law and be mutually satisfactory to the Agency, the Real Estate Holding Company and the Operating Company.

2.03 Nothing contained in this Agreement shall require the Agency to apply its funds to Project costs.

2.04. After satisfying the conditions precedent set forth in the Sections 2.02, 3.06 and 4.02 hereof and in the Inducement Resolution, the Real Estate Holding Company and the Operating Company may proceed with the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility and the utilization of and, as necessary, the appointment of Additional Agents.

2.05 Subject to Section 4.02 hereof, the Real Estate Holding Company and the Operating Company are appointed the true and lawful agent of the Agency for the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility, and to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf.

2.06. The Agency will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof. The Agency may in accordance with Article 8 of the

Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), undertake supplemental review of the Project. Such review to be limited to specific significant adverse environmental impacts not addressed or inadequately addressed in the Agency’s review under SEQRA that arise from changes in the proposed Project, newly discovered information or a change in the circumstances related to the Project.

Article 3. Undertakings on the Part of the Real Estate Holding Company and the Operating Company. Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Real Estate Holding Company and the Operating Company agree as follows:

3.01. (a) The Real Estate Holding Company and the Operating Company shall indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on labor, services, materials and supplies, including equipment, ordered or used in connection with the acquisition of a controlling interest in, renovation and/or improving, installation, equipping and completion of the Project Facility (including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of any of the foregoing) whether such claims or liabilities arise as a result of the Real Estate Holding Company, the Operating Company or Additional Agents acting as agent for the Agency pursuant to this Agreement or otherwise.

(b) The Real Estate Holding Company and the Operating Company shall not permit to stand, and will, at their own expense, take all steps reasonably necessary to remove, any mechanics' or other liens against the Project Facility for labor or material furnished in connection with the acquisition, renovation and/or improving, equipping and completion of the Project Facility.

(c) The Real Estate Holding Company and the Operating Company shall indemnify and hold the Agency, its members, officers, employees and agents and anyone for whose acts or omissions the Agency or any one of them may be liable, harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of the foregoing.

(d) The Real Estate Holding Company and the Operating Company shall defend, indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on the non-disclosure of information, if any, requested by the Real Estate Holding Company and the Operating Company in accordance with Section 4.05 hereof.

(e) The defense and indemnities provided for in this Article 3 shall survive expiration or termination of this Agreement and shall apply whether or not the claim, liability, cause of action or expense is caused or alleged to be caused, in whole or in part, by the activities, acts, fault or negligence of the Agency, its members, officers, employees and agents, anyone under

the direction and control of any of them, or anyone for whose acts or omissions the Agency or any of them may be liable, and whether or not based upon the breach of a statutory duty or obligation or any theory or rule of comparative or apportioned liability, subject only to any specific prohibition relating to the scope of indemnities imposed by statutory law.

(f) The Real Estate Holding Company and the Operating Company shall provide and carry: (i) worker's compensation and disability insurance as required by law; and (ii) comprehensive liability and property insurance with such coverages (including without limitation, owner's protective coverage for the benefit of the Agency, naming the Agency as an additional insured on all policies of coverage regarding the Project; providing the coverage with respect to the Agency be primary and non-contributory; and contractual coverage covering the indemnities herein provided for), with such limits and which such companies as may be approved by the Agency. The Real Estate Holding Company and the Operating Company shall provide certificates and policies of insurance in form satisfactory to the Agency evidencing such insurance.

(g) The Real Estate Holding Company and the Operating Company shall include the Agency as a named insured under all public liability insurance policies obtained by the Real Estate Holding Company and the Operating Company with respect to the Project Facility.

(h) The Real Estate Holding Company and the Operating Company shall apply and diligently pursue all approvals, permits and consents from the State, the Town of Volney, County of Oswego and any other governmental authority which approvals, permits and consents are required under applicable law for the development, renovation of the Project and any related site improvements. The Real Estate Holding Company and the Operating Company acknowledges and agrees that the Agency's findings and determinations under SEQRA do not and shall not in and of themselves (except as specifically set forth in SEQRA) satisfy or be deemed to satisfy applicable laws, regulations, rules and procedural requirements applicable to such approvals, permits and consents.

3.02. The Real Estate Holding Company and the Operating Company agree that, as agent for the Agency or otherwise, it will comply at the Real Estate Holding Company's and the Operating Company's sole cost and expense with all the requirements of all federal, state and local laws, rules and regulations of whatever kind and howsoever denominated applicable to the Agency, the Real Estate Holding Company, and/or the Operating Company with respect to the Project Facility, the acquisition of a controlling interest therein, renovation and/or improving, installation, equipping and completion thereof, the operation and maintenance of the Project Facility, supplemental review of adverse environmental impacts in accordance with SEQRA and the financing of the Project. Every provision required by law to be inserted herein shall be deemed to be set forth herein as if set forth in full, including, but not limited to, Section 875 of the Act; and upon the request of any party, this Agreement shall be amended to specifically set forth any such provision or provisions.

3.03(a). The Real Estate Holding Company and the Operating Company agree that, as agent for the Agency, to the extent that such provisions of law are in fact applicable (without creating an obligation by contract beyond that which is created by statute), it will comply with all the requirements Section 220 of the Labor Law of the State, as amended.

3.03 (b). The Real Estate Holding Company and the Operating Company agree that, whenever practicable, the Real Estate Holding Company and the Operating Company shall hire employees and Additional Agents from the Agency's Labor Market Area which is defined to include the following counties: Oswego, Jefferson, Onondaga, Madison, Oneida and Cayuga.

3.04. The Real Estate Holding Company and the Operating Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as they may deem appropriate in pursuance thereof.

3.05. If it should be determined that any State or local sales or compensatory use taxes are payable with respect to the acquisition, purchase or rental of machinery or equipment, materials or supplies in connection with the Project Facility, or are in any manner otherwise payable directly or indirectly in connection with the Project Facility, the Real Estate Holding Company and the Operating Company shall pay the same and defend and indemnify the Agency from and against any liability, expenses and penalties arising out of, directly or indirectly, the imposition of any such taxes.

3.06. The Real Estate Holding Company and the Operating Company shall proceed with the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility and advance such funds as may be necessary to accomplish such purposes. The Real Estate Holding Company and the Operating Company may utilize, and are authorized to appoint, Additional Agents as agents of the Agency, in furtherance thereof. Any appointment of an Additional Agent is conditioned upon the Real Estate Holding Company and the Operating Company first obtaining and providing the Agency the following:

(1) A written, executed agreement, in form and substance acceptable to the Agency, from each appointed Additional Agent which provides for: (i) the assumption by the Additional Agent, for itself, certain of the obligations under this Agreement relative to the appointment, work and purchases done and made by each appointed Additional Agent; (ii) an acknowledgement by the Additional Agent to hire from the Labor Market Area during the construction period of the Project Facility whenever practicable; (iii) an acknowledgement that the Additional Agent is obligated, to timely provide the Real Estate Holding Company and the Operating Company with the necessary information to permit the Real Estate Holding Company and the Operating Company, pursuant to General Municipal Law §874(8), to timely file an Annual Statement with the State Department of Taxation and Finance on "Annual Report of Sales and Use Tax Exemptions" (Form ST-340) regarding the value of sales and use tax exemptions the Additional Agent claimed pursuant to the agency conferred on it by the Real Estate Holding Company and the Operating Company with respect to this Project; (iv) an acknowledgment by the Additional Agent that in order to be entitled to the exemption, the Additional Agent shall present to the supplier or other vendor of materials or equipment for the Project Facility a completed "IDA Agent or Project Operator Exempt Purchase Certificate" (Form ST-123); (v) an acknowledgment by the Additional Agent that the failure to comply with the foregoing will result in the loss and recapture of the exemption; and (vi) such other terms and conditions as the Agency deems necessary; and

(2) A completed “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (Form ST-60) for each Additional Agent appointed within fifteen (15) days of the appointment of each Additional Agent such that the Agency can execute and deliver said form to the State Department of Taxation and Finance within thirty (30) days of appointment of each such Additional Agent.

Failure of the Real Estate Holding Company and the Operating Company to comply with the foregoing shall nullify the appointment of any Additional Agent and may result in the loss and recapture of the Real Estate Holding Company’s and the Operating Company’s exemption with respect to the Project at the sole discretion of the Agency.

The Real Estate Holding Company and the Operating Company acknowledge that the assumption by the Additional Agent in accordance with Section 3.06(1) above, does not relieve the Real Estate Holding Company and the Operating Company of their obligations under those provisions or any other provisions of this Agreement with respect to the Project.

3.07. The Real Estate Holding Company and the Operating Company hereby ratify and confirm their obligation to pay an aggregate administrative fee to the Agency in the amount of .75% of the Project costs. Such amount is due and payable in full at closing.

3.08. The Real Estate Holding Company and the Operating Company hereby ratify and confirm their obligation to pay an annual administrative reporting fee of \$500.00 to cover administrative and reporting requirements to comply with State reporting regulations on Agency assisted projects.

Article 4. General Provisions.

4.01. This Agreement shall take effect on the date of the execution hereof by the Agency, the Real Estate Holding Company, and the Operating Company and, subject to Section 4.04 hereof, shall remain in effect until the Lease Documents become effective. It is the intent of the Agency, the Real Estate Holding Company, and the Operating Company that, except as to those provisions that survive, this Agreement be superseded in its entirety by the Lease Documents.

4.02. (a) It is understood and agreed by the Agency, the Real Estate Holding Company, and the Operating Company that the grant of Financial Assistance and the execution of the Lease Documents and related documents are subject to: (i) payment by the Real Estate Holding Company and the Operating Company of the Agency’s fee and Agency’s counsel fees; (ii) obtaining all necessary governmental approvals, permits and consents of any kind required in connection with the Project Facility; (iii) approval by the members of the Agency; (iv) approval by the Real Estate Holding Company and the Operating Company; and (v) the condition that there are no changes in State Law, including regulations, which prohibit or limit the Agency from fulfilling its obligations hereunder; (b) the Real Estate Holding Company and the Operating Company, by executing this agreement, acknowledge and agree to make, or cause its Additional Agents, whether appointed as an agent of the Agency in accordance with Section 3.06 hereof or not, to make, all records and information regarding State and local sales and use tax exemption benefits given to the Project as part of the Financial Assistance available to the Agency upon request, including but not limited to

the Form ST-340 for each of them and each Additional Agent; (c) the Real Estate Holding Company and the Operating Company, by executing this Agreement, acknowledge and agree to the terms and conditions of Section 875(3) of the Act as if such section were fully set forth herein and further agrees to cause all of its Additional Agents to acknowledge, agree and consent to same. Without limiting the scope of the foregoing the Real Estate Holding Company and the Operating Company acknowledge that pursuant to Section 875(3) of the Act and in accordance with the Agency's Recapture Policy (which is published on the Agency's website or available at the Agency's office), the Agency shall recover, recapture, receive or otherwise obtain from the Real Estate Holding Company and the Operating Company the portion of the Financial Assistance (the "**Recapture Amount**") consisting of: (1) (a) that portion of the State sales tax exemption to which the Real Estate Holding Company/the Operating Company/Project was not entitled, which is in excess of the amount of the State sales tax exemption authorized by the Agency or which is for property or services not authorized by the Agency; or (b) the full amount of such State sales tax exemption, if the Real Estate Holding Company and the Operating Company fail to comply with a material term or condition regarding the use of the property or services as represented to the Agency in its Application or otherwise; and (2) any interest or penalties thereon imposed by the Agency or by operation of law or by judicial order or otherwise; and (d) the failure of the Real Estate Holding Company and the Operating Company to promptly pay such Recapture Amount to the Agency will be grounds for the Commissioner to collect sales and use taxes from the Real Estate Holding Company and the Operating Company under Article 28 of the State Tax Law, together with interest and penalties. In accordance with the Agency's Recapture Policy, the Agency may recapture all other Financial Assistance in the event of any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy). In addition to the foregoing, the Real Estate Holding Company and the Operating Company acknowledge and agree that for purposes of exemption from State sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

4.03. The Real Estate Holding Company and the Operating Company agree that they will, within thirty (30) days of a written request for same, regardless of whether or not this matter closes or the Project Facility is completed: (i) reimburse the Agency for all reasonable and necessary expenses, including without limitation the fees and expenses of counsel to the Agency arising from, out of or in connection with the Project, and/or any documents executed in connection therewith, including, but not limited to any claims or actions taken by the Agency against the Real Estate Holding Company, Operating Company, Additional Agents or third parties; and (ii) indemnify the Agency from all losses, claims, damages and liabilities, in each case which the Agency may incur as a consequence of executing this Agreement or performing its obligations hereunder, including but not limited to, any obligations related to Additional Agents.

4.04. If for any reason the Lease Documents are not executed and delivered by the Real Estate Holding Company and the Operating Company and the Agency on or before eighteen (18) months from the execution hereof, the provisions of this Agreement (other than the provisions of Articles 1.04, 2.02, 2.04, 3.01, 3.02, 3.03, 3.05, 3.06, 4.02, 4.03, 4.04, 4.05 and 4.06, which shall survive) shall unless extended by agreement of the Agency, the Real Estate Holding Company and

the Operating Company, terminate and be of no further force or effect, and following such termination neither party shall have any rights against the other party except:

(a) The Real Estate Holding Company and the Operating Company shall pay the Agency for all expenses incurred by the Agency in connection with the acquisition, renovation and/or improving, installation, equipping and completion of the Project Facility;

(b) The Real Estate Holding Company and the Operating Company shall assume and be responsible for any contracts for construction or purchase of equipment entered into by the Agency at the request of or as agent for the Real Estate Holding Company and the Operating Company in connection with the Project Facility; and

(c) The Real Estate Holding Company and the Operating Company will pay the out-of-pocket expenses of members of the Agency, counsel for the Agency and special Agency counsel incurred in connection with the Project and will pay the fees of counsel for the Agency and special Agency counsel for legal services relating to the Project Facility, Additional Agents or the proposed financing thereof.

4.05. The Real Estate Holding Company and the Operating Company acknowledge that Section 875(7) of the State General Municipal Law (“GML”) requires the Agency to post on its website all resolutions and agreements relating to the Real Estate Holding Company’s and the Operating Company’s appointment as an agent of the Agency or otherwise related to the Project, including this Agreement; and Article 6 of the State Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the Real Estate Holding Company and the Operating Company feels that there are elements of the Project or information about the Real Estate Holding Company and the Operating Company in the Agency’s possession which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the Real Estate Holding Company’s and the Operating Company’s competitive position, the Real Estate Holding Company and the Operating Company must identify such elements in writing, supply same to the Agency: (i) with respect to this Agreement, prior to or contemporaneously with the execution hereof; and (ii) with respect to all other agreements executed in connection with the Project, on or before the Closing Date, and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law. Failure to do so will result in the posting by the Agency of all information in accordance with Section 875 of the GML.

4.06 That every controversy, dispute or claim arising out of or relating to this Agreement shall be governed by the laws of the State, without regard to its conflict-of-laws provisions that if applied might require the application of the laws of another jurisdiction; and that the Real Estate Holding Company and the Operating Company irrevocably and expressly submit to the exclusive personal jurisdiction of the Supreme Court of the State and the United States District Court for the Northern District of the State, to the exclusion of all other courts, for the purposes of litigating every controversy, dispute or claim arising out of or relating to this Agreement.

IN WITNESS WHEREOF, the parties hereto have entered in this Agreement as of _____, 2021.

**COUNTY OF OSWEGO INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
L. Michael Treadwell
Chief Executive Officer

LILAND GLOBAL PROPERTIES LLC

By: _____
Name:
Title:

**LILAND TRADE AND RADIATOR SERVICE,
INC.**

By: _____
Name:
Title:

EXHIBIT "B"

PILOT SCHEDULE

Term: 20 Years

Annual payments: PILOT payment will be \$100,000 in year 1, \$115,000 in years 2 through 6 and will increase 5% biennially thereafter beginning in year 7

Distribution of annual PILOT Payments will be based on the pro-rata share of each of the taxing authorities for each respective year.

PILOT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE REAL ESTATE HOLDING COMPANY AND THE OPERATING COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Liland Global Properties LLC (the “*Real Estate Holding Company*”) and Liland Trade and Radiator Service, Inc. (the “*Operating Company*”), on behalf of themselves

and/or entities formed or to be formed on behalf the foregoing, have submitted an application to the Agency on or about April 23, 2021 (“**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A)(1) the acquisition of a leasehold interest in real property located at 1850 Route 57 in the Town of Volney, State of New York (Tax ID # 254.00-05-04.1) (the “**Land**”) and the existing two buildings located on the Land (collectively, the “**Facility**”); (2) the renovation of the Facility; (3) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment, and other tangible personal property (collectively, the “**Facility Equipment**”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “**Company Facility**”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to (i) the Operating Company for the warehousing, distribution and manufacturing of automobile parts; and (ii) to Patterson Warehousing, Inc., K & L Real Properties, LLC and other third-party tenants for warehousing/distribution and manufacturing uses; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property by the Operating Company (collectively, the “**Equipment**,” and together with the Company Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

WHEREAS, the Agency adopted a resolution on May 20, 2021 describing the Project, the Financial Assistance and authorizing a public hearing (the “**Initial Resolution**”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on June 14, 2021 pursuant to Section 859-a of the Act, notice of which was published on May 27, 2021 in The Post-Standard, a newspaper of general circulation in the Town of Volney, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated May 25, 2021; and

WHEREAS, on June 24, 2021 the Agency adopted a Resolution (the “**Inducement Resolution**”) agreeing to undertake the Project and appointing the Real Estate Holding Company and the Operating Company as its agents for purposes of completing the Project Facility; and

WHEREAS, in the Application, the Real Estate Holding Company and the Operating Company also requested that the Agency consider a payment in lieu of taxes agreement (the “**PILOT Agreement**”) with respect to the Project Facility, pursuant to a payment in lieu of tax schedule (the “**PILOT Schedule**”), more fully described on **Exhibit “A”** attached hereto; and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (the “**UTEP**”) established pursuant to Section 874(4) of the Act, but comports with other payment in lieu of taxes schedules relative to other similar projects; and

WHEREAS, by letters dated June 10, 2021, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting at which the Agency would consider the Real Estate Holding Company's and the Operating Company's request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the affected taxing jurisdictions regarding the proposed deviation from the UTEP; and

WHEREAS, no representatives from the affected tax jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEP; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Real Estate Holding Company and the Operating Company that the provision of Financial Assistance: (i) will induce the Real Estate Holding Company and the Operating Company to develop the Project Facility in the Town of Volney, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Real Estate Holding Company or the Operating Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County of Oswego and improve their standard of living.

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. The Agency ratifies all prior Resolutions passed in connection with this proposed Project.

Section 3. Based upon the representations made by the Real Estate Holding Company and the Operating Company to the Agency, and the reasons presented by the Real Estate Holding Company and the Operating Company in support of its request for the PILOT schedule, as set forth on **Exhibit "A"** attached hereto, the PILOT schedule is hereby approved subject to the terms and conditions of the Resolutions. The Chief Executive Officer and the (Vice) Chairperson of the Agency are each hereby authorized to execute and deliver a PILOT Agreement and any related documents reflecting the PILOT schedule in a form substantially similar to PILOT agreements used in similar

transactions with the Agency which is acceptable to the Chief Executive Officer or the (Vice Chairperson) upon advice of counsel.

Section 4. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to herein on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 5. 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 6. The Chief Executive Officer and/or Chairperson of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution as well as all previously approved Resolutions.

Section 7. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Real Estate Holding Company and the Operating Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance, including, but not limited to, a PILOT Agreement.

Section 8. This Resolution shall take effect immediately.

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				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

PILOT SCHEDULE

Term: 20 Years

Annual payments: PILOT payment will be \$100,000 in year 1, \$115,000 in years 2 through 6 and will increase 5% biennially thereafter beginning in year 7

Distribution of annual PILOT Payments will be based on the pro-rata share of each of the taxing authorities for each respective year.

FINAL APPROVING RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A PROJECT UNDERTAKEN AT THE REQUEST OF THE REAL ESTATE HOLDING COMPANY AND THE OPERATING COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Liland Global Properties LLC (the “*Real Estate Holding Company*”) and Liland Trade and Radiator Service, Inc. (the “*Operating Company*”), on behalf of themselves and/or entities formed or to be formed on behalf the foregoing, have submitted an application to the Agency on or about April 23, 2021 (“*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “*Project*”) consisting of: (A)(1) the acquisition of a leasehold interest in real property located at 1850 Route 57 in the Town of Volney, State of New York (Tax ID # 254.00-05-04.1) (the “*Land*”) and the existing two buildings located on the Land (collectively, the “*Facility*”); (2) the renovation of the Facility; (3) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment, and other tangible personal property (collectively, the “*Facility Equipment*”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “*Company Facility*”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to (i) the Operating Company for the warehousing, distribution and manufacturing of automobile parts; and (ii) to Patterson Warehousing, Inc., K & L Real Properties, LLC and other third-party tenants for warehousing/distribution and manufacturing uses; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property by the Operating Company (collectively, the “*Equipment*,” and together with the Company Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sublease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on June 14, 2021 pursuant to Section 859-a of the Act, notice of which was published on May 27, 2021 in The Post-Standard, a newspaper of general circulation in the Town of Volney, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated May 25, 2021; and

WHEREAS, the Agency adopted a resolution on May 20, 2021 (the “*Initial Resolution*”) entitled:

RESOLUTION DETERMINING THAT THE ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF THE REAL ESTATE HOLDING COMPANY AND THE OPERATING COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE

**REQUESTED IN CONNECTION THEREWITH AND
AUTHORIZING A PUBLIC HEARING**

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on June 24, 2021 (the “*Inducement Resolution*”) entitled:

**RESOLUTION UNDERTAKING THE ACQUISITION,
RENOVATION EQUIPPING AND COMPLETION OF A
CERTAIN PROJECT, APPOINTING LILAND GLOBAL
PROPERTIES LLC (THE “REAL ESTATE HOLDING
COMPANY”) AND LILAND TRADE AND RADIATOR
SERVICE, INC. (THE “OPERATING COMPANY”) AS
AGENTS OF THE AGENCY FOR THE PURPOSE OF THE
ACQUISITION, RENOVATION, EQUIPPING AND
COMPLETION OF THE PROJECT; APPROVING CERTAIN
FINANCIAL ASSISTANCE; AND AUTHORIZING THE
EXECUTION AND DELIVERY OF AN AGREEMENT
AMONG THE AGENCY, THE REAL ESTATE HOLDING
COMPANY AND THE OPERATING COMPANY**

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, for purposes of exemption from State sales and use taxation as part of the Financial Assistance requested, “sales and use taxation” shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Real Estate Holding Company and the Operating Company that the provision of Financial Assistance: (i) will induce the Real Estate Holding Company and the Operating Company to develop the Project Facility in the Town of Volney, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County of Oswego and improve their standard of living; and

WHEREAS, the Agency adopted a resolution on June 24, 2021 (the “*PILOT Resolution*”) entitled:

**RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX
SCHEDULE AND AUTHORIZING THE EXECUTION AND
DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY
IN CONNECTION WITH A CERTAIN PROJECT
UNDERTAKEN AT THE REQUEST OF THE REAL ESTATE
HOLDING COMPANY AND THE OPERATING COMPANY**

which resolution is in full force and effect and has not been amended or modified;

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Real Estate Holding Company and the Operating Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- A. Ratifies the findings in its Initial, Inducement and PILOT Resolutions.
- B. The granting of the Financial Assistance will be an inducement to the Real Estate Holding Company and the Operating Company to develop the Project in the Town of Volney and County of Oswego.
- C. The commitment of the Agency to provide the Financial Assistance to the Real Estate Holding Company and the Operating Company will enable the Real Estate Holding Company and the Operating Company to acquire, renovate, improve, install, equip and complete the Project Facility.
- D. The acquisition, renovation, equipping and completion of the Project will promote employment opportunities, help prevent economic deterioration and advance the health, general prosperity and economic welfare of the people of the State.
- E. The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Real Estate Holding Company and the Operating Company as the Agency's agent for the acquisition, renovation, equipping and completion of the Project will be an inducement to the Real Estate Holding Company and the Operating Company to acquire, renovate, improve, install, equip and complete the Project Facility in the Town of Volney, County of Oswego, and will serve the purposes of the Act by, among other things, promoting job opportunities and the

general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in financing the costs of the acquisition, renovation, equipping and completion of the Project Facility.

- F. The Project will not result in the removal of any commercial, industrial or manufacturing plant or facility of the Real Estate Holding Company or the Operating Company or of any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Real Estate Holding Company, the Operating Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement, the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution and the PILOT Resolution (collectively, the “**Resolutions**”) and satisfaction of the requirements set forth in Section 862(2)(c) of the Act, the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Real Estate Holding Company pursuant to a lease agreement between the Agency and the Real Estate Holding Company (the “**Company Lease**”) and acquire an interest in the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company (collectively, the “**Bill of Sale**”); (C) sublease the Company Facility to the Real Estate Holding Company, pursuant to a sublease agreement which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency (the “**Agency Lease**”); sublease the Operating Equipment to the Operating Company pursuant to an equipment lease (the “**Equipment Lease**” and together with the Company Lease, the Bill of Sale, the Agency Lease and the Project Agreement, the “**Lease Documents**”) which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency; (D) secure the Real Estate Holding Company’s and Operating Company’s borrowings with respect to the Project Facility by joining in one or more construction or permanent mortgages on the Project Facility in favor of the Real Estate Holding Company’s and Operating Company’s lender(s), in such form and substance as shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency and pledging and assigning to such lender(s), if any, certain rights and remedies of the Agency under any lease agreement by the execution and delivery of a pledge and assignment which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency (collectively, the “**Lender Documents**”); and (E) execute and deliver any other documents necessary to effectuate the intent of the Resolutions and the granting of the Financial Assistance as contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 4. The Chief Executive Officer and/or (Vice) Chairperson are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Lease Documents, the Lender Documents and any other document and agreement identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or

amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by the Resolutions. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 6. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 7. The Chief Executive Officer and the (Vice) Chairperson of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating 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 8. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Real Estate Holding Company and the Operating Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and to consummate the transactions contemplated by this Resolution.

Section 9. This Resolution shall take effect immediately.

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				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

RESOLUTION APPROVING AMENDMENT OF PILOT AGREEMENT AND OTHER PROJECT DOCUMENTS AND TAKING RELATED ACTIONS

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Nick Canale, Jr., Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION APPROVING THE AMENDMENT OF THE PILOT AGREEMENT AND OTHER PROJECT DOCUMENTS IN CONNECTION WITH A CERTAIN PROJECT FOR STELLEX/CF BUYER (US) LLC AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, by resolution duly adopted on October 20, 2011, the Agency approved a project (the “*2011 Project*”) on behalf of Champlain Valley Specialty of New York, Inc., a New

York business corporation, (the “**Company**”), consisting of: (A) (i) the acquisition of a leasehold interest in approximately 5.68 acres of improved real property located at 8033 State Route 104 in the Town of Oswego, New York, Oswego County (the “**2011 Land**”); (ii) the reconstruction and renovation of an approximately 27,000 square foot building for use as a fresh fruit processing facility on the Land (collectively the “**2011 Facility**”); and (iii) the acquisition of and installation in the Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively the “**2011 Equipment**”) (the 2011 Land, 2011 Facility and 2011 Equipment are hereinafter collectively referred to as the “**2011 Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2011 Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2011 Project Facility; and (D) the lease of the 2011 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2011 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the 2011 Project, the Agency and the Company entered into a Payment in Lieu of Real Property Taxes Agreement dated as of December 1, 2011 (the “**2011 PILOT Agreement**”) whereby the Company agreed to make payments in lieu of real property taxes in the amounts set forth on the scheduled attached thereto (the “**2011 PILOT Schedule**”); and

WHEREAS, by resolution duly adopted on November 20, 2012, the Agency approved a project (the “**2013 Project**”) on behalf of the Company consisting of: (A) (i) the acquisition of a leasehold interest in approximately 17 acres of improved real property located at 8011 State Route 104 in the Town of Oswego, New York, Oswego County (the “**2013 Land**”); (ii) the reconstruction and renovation of an approximately 70,000 square foot building primarily for use as a light manufacturing facility on the 2012 Land, including a pre-sorting line for apple processing, warehousing and storage (collectively the “**2013 Facility**”); and (iii) the acquisition of and installation in the 2012 Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively, the “**2013 Equipment**”) (the 2013 Land, 2013 Facility and 2013 Equipment are hereinafter collectively referred to as the “**2013 Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2013 Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2013 Project Facility; and (D) the lease of the 2013 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2013 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the 2013 Project, the Agency and the Company entered into a Payment in Lieu of Real Property Taxes Agreement dated as of February 1, 2013 (the “**2013 PILOT Agreement**”) and, together with the 2011 PILOT Agreement, the “**Prior PILOT Agreements**”) whereby the Company agreed to make payments in lieu of real property taxes in the amounts set forth on the scheduled attached thereto (the “**2013 PILOT Schedule**”) and, together with the 2011 Payment Schedule, the “**Prior Payment Schedules**”); and

WHEREAS, by resolution duly adopted on November 20, 2019, the Agency approved a project (the “**2020 Project**” and, collectively with the 2011 Project and the 2013 Project, the “**Project**”) on behalf of the Company consisting of: (A) (i) the continuation of a leasehold interest in the 2011 Land and the acquisition of a leasehold interest in approximately 23.3 acres of improved real property located at 8011 State Route 104 in the Town of Oswego, State of New York (collectively, the “**2020 Land**”); (ii) (1) the reconstruction and renovation of the 2011 Facility; and (2) the construction of a waste water treatment facility (collectively, the “**2020 Facility**”); and (iii) the acquisition of and installation in the 2020 Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively the “**2020 Equipment**”) (the 2020 Land, 2020 Facility and 2020 Equipment are hereinafter collectively referred to as the “**2020 Project Facility**” and, collectively with the 2011 Project Facility and the 2013 Project Facility, the “**Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2020 Financial Assistance**”); (C) the appointment of the Company *or* its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2020 Project Facility; and (D) the lease of the 2020 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2020 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in order to consummate the 2020 Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Existing Transaction Documents**”): (A) an amended and restated underlying lease agreement, dated as of February 1, 2020 (the “**A&R Underlying Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency continued and acquired a leasehold interest in the 2020 Land and the improvements now or hereafter located on the 2020 Land from the Company, (B) an amended and restated memorandum of underlying lease agreement dated as of February 1, 2020 (the “**A&R Memorandum of Underlying Lease**”), (C) an amended and restated lease agreement dated as of February 1, 2020 (the “**A&R Lease Agreement**”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the 2020 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 2020 Project and to pay all expenses incurred by the Agency with respect to the 2020 Project, (D) an amended and restated memorandum of lease agreement dated as of February 1, 2020 (the “**A&R Memorandum of Lease Agreement**”), (E) a Project Agreement dated as of February 1, 2020 (the “**Project Agreement**”), which sets forth the terms and conditions under which 2020 Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of February 1, 2020 by and between the Agency and the Company (the “**2020 PILOT Agreement**”), whereby the Prior Payment Schedules were combined with the payment schedule for the 2020 Project into a combined payment schedule (the “**Combined Payment Schedule**”) and the Company agreed to make payments in lieu of real property taxes in accordance with the Combined Schedule; and

WHEREAS, the Company filed for reorganization under Chapter 11 of the United States Bankruptcy Code and, as part of the bankruptcy proceedings, the Project Facility was sold to Stellex/CF Buyer (US) LLC or an entity formed or to be formed on behalf the foregoing (the “**New**”

Company”); and

WHEREAS, the New Company requested that the Agency (A) consent to the assignment of the Existing Transaction Documents from the Company to the New Company; and (B) approve the amendment of the 2020 PILOT Agreement; and

WHEREAS, the New Company’s requested amendment of the 2020 PILOT Agreement constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“*UTEP*”) established pursuant to Section 874(4) of the Act, but comports with other payment in lieu of taxes schedules relative to other similar projects; and

WHEREAS, by resolution duly adopted on May 20, 2021 (the “*Resolution Approving Assignment and Public Hearing*”) the Agency consented to the assignment of the Existing Transaction Documents to the New Company and approved a public hearing in connection with the requested amendment of the 2020 PILOT Agreement; and

WHEREAS, the Agency conducted a public hearing with respect to the amendment of the 2020 PILOT Agreement on June 14, 2021 pursuant to Section 859-a of the Act, notice of which was published on May 27, 2021 in The Post-Standard, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated May 25, 2021; and

WHEREAS, by letters dated June 4, 2021, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting at which the Agency would consider the New Company’s request for an amendment to the 2020 PILOT Agreement which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the affected taxing jurisdictions regarding the proposed deviation from the UTEP; and

WHEREAS, no representatives from the affected tax jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEP; and

WHEREAS, to effectuate the amendment of the 2020 PILOT Agreement (the “*Amended PILOT Agreement*”), the assignment of the Existing Transaction Documents, the Agency, the Company and the New Company will execute and deliver an omnibus assignment and assumption agreement dated as of July 1, 2021 or such other agreement as may be required to the Agency such that the New Company will acknowledge the assignment to the New Company of the Existing Transaction Documents and the assumption by the New Company of all of the obligations of the Company thereunder (the “*Omnibus Assignment and Assumption Agreement*”) and the Agency and the New Company will execute and deliver the Amended PILOT Agreement, an omnibus amendment of transaction documents dated as of July 1, 2021 (the “*Omnibus Amendment of Transaction Documents*”) and any additional documents relating thereto (collectively, with the Omnibus Assignment and Assumption Agreement, the Amended PILOT Agreement and the Omnibus Amendment of Transaction Documents, the “*2021 Transaction Documents*”); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) an amended copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (a “*Real Property Tax Exemption Form*”) relating to the Project;

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 Agency must determine the potential environmental significance of executing and delivering the 2021 Transaction Documents consummating the transaction contemplated therein (collectively, the “*Transaction*”);

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Transaction is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Transaction.

Section 2. The Agency is hereby authorized to execute and deliver the 2021 Transaction Documents.

Section 3. (A) The Chief Executive Officer and/or the Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2021 Transaction Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting with such changes, variation, omissions and insertions as the Chief Executive Officer and/or Chairman shall approve, the execution thereof by the Chief Executive Officer and/or Chairman to constitute conclusive evidence of such approval.

(B) The Chief Executive Officer and/or Chairman of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

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 or provided for by the provisions of the 2021 Transaction Documents, and to execute and deliver all such additional 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 resolution

and to cause compliance by the Agency with all of the terms, covenants and provisions of the 2021 Transaction Documents binding upon the Agency.

Section 5. Neither the members nor officers of the Agency, nor any person executing the 2021 Transaction Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof or the transaction contemplated thereby.

Section 6. This Resolution shall take effect immediately.

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	
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION CONSENTING TO A CHANGE IN OWNERSHIP OF
MEMBERSHIP INTERESTS IN THE COMPANY**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Nick Canale, Jr., Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

**RESOLUTION APPROVING THE SALE OF THE
MEMBERSHIP INTERESTS IN THE COMPANY IN
CONNECTION WITH FINANCIAL ASSISTANCE
PROVIDED FOR A PROJECT.**

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, SSC Oswego II LLC, a Florida limited liability company (the “*Company*”), submitted an application to the Agency on or about March 16, 2021 (the “*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “*Project*”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in all

or a portion of approximately 46.39 acres of real property located on 300-400 Kocher Road and 1050 Rear East Seneca Street (tax map nos. 111.78-01-03 and 111.69-04-01.01, respectively) in the City of Oswego, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 24.5 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, steel beams, racking and fencing (the “**Facility**”); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer tax and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, in connection with the Project, the Agency adopted an Initial Resolution on March 26, 2021 and conducted the public hearing on April 15, 2021; and

WHEREAS, the Agency adopted a SEQRA Resolution, an Inducement Resolution, a PILOT Resolution and a Final Approving Resolution authorizing the Project at its April 22, 2021 meeting (collectively, the “**Approving Resolutions**”); and

WHEREAS, at the time the Agency adopted the Approving Resolutions, the Company’s sole member was NY Portfolio II Holdco LLC (the “**Original Membership Owner**”); and

WHEREAS, on or about May 20, 2021, the Agency received notice from the Company that, pursuant to an Assignment Agreement between the Original Membership Owner and GSRP Development Company X LLC (the “**New Membership Owner**”), the Original Membership Owner will sell, assign, convey, deliver and transfer to the New Membership Owner 100% of the membership interests in the Company; and

WHEREAS, the Company has submitted and the Agency has reviewed the organizational documents of the New Membership Owner and the Company has answered the Agency’s questions regarding the New Membership Owner and the impact of the change in ownership on the Project and the Financial Assistance previously granted by the Agency to the Company; and

WHEREAS, the Agency desires to consent to the proposed change in ownership of the membership interest in the Company and ratify the Approving Resolutions, including its approval of the Project and the grant of the Financial Assistance to the Company; and

WHEREAS, the proposed change in the ownership of the membership interest in the Company is not material, will not result in any additional environmental impacts that were not addressed as part of the SEQRA determination, and does not require that the Agency alter or amend its prior negative declaration for the Project, which is hereby ratified and reaffirmed.

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 change in ownership in the membership interests of the Company 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 change in ownership in the membership interests of the Company is not a material change and does not require a change in the Financial Assistance previously approved by the Agency.

Section 2. The Agency hereby consents to the change in ownership in the membership interests of the Company, ratifies the Approving Resolutions 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 is 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.

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.				X	
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				X	
Gary T. Toth	X				
Barry Trimble	X				

resolution
thereupon
duly

The
was
declared
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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Nick Canale, Jr., Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION OR CONTINUATION, CONSTRUCTION, EQUIPPING AND COMPLETION OF A PROJECT AT THE REQUEST OF NOVELIS CORPORATION CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Novelis Corporation, a business corporation organized and existing under

the laws of the State of Texas and authorized to do business in the State of New York (the “**Company**”), submitted an application to the Agency on or about June 18, 2021 (“**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A) (i) the acquisition or continuation of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 506 acres of improved real property (“**Existing Facility**”) being part of various parcels of certain real property located at 448 County Route 1A in the Town of Scriba, Oswego County, New York (the “**Land**”); and (ii) construction of an additional approximately 450,000 square foot building on the Existing Facility (the “**Facility**”) and infrastructure upgrades throughout the Land for use as a hot mill, cold mill, ingot casting center, receiving, recycling sorting and storage facility including related operations and equipment for the production of rolled aluminum; and (iii) the acquisition and installation in the Facility and on the Land of various machinery, equipment and furnishings (collectively, the “**Equipment**”) (the Existing Facility, the Land, the Facility and the Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, installation, construction and equipping of the Project Facility; and (D) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement, the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the Company has requested that the Agency enter into a payment in lieu of tax agreement (the “Proposed PILOT Agreement”) with respect to the Project Facility; and

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State;

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 Real Estate Holding Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Project Facility constitutes a “project” within the meaning of the Act; and

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from State and local sales and use tax, mortgage recording tax and real property tax.

Section 2. The Agency hereby directs that pursuant to Section 859-a of the Act, a public hearing with respect to the Project and Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to affected tax jurisdictions within which the Project is located.

Section 3. If the terms of the Proposed PILOT Agreement deviate from the standard terms of a payment in lieu of tax agreement under the Agency’s Uniform Tax Exemption Policy (the “*UTE*P”), the Agency hereby further authorizes the Chief Executive Officer of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

Section 4. 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 5. The Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding 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 6. This Resolution shall take effect immediately.
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	
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell,
Chief Executive Officer

(SEAL)

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 24, 2021, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: H. Leonard Schick, Gary T. Toth, Tim Stahl and Barry Trimble

ABSENT: Nick Canale, Jr., Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF THE NOVELIS CORPORATION CONSTITUTES A PROJECT; DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Novelis Corporation, a business corporation organized and existing under

the laws of the State of Texas and authorized to do business in the State of New York (the “**Company**”), submitted an application to the Agency on or about June 18, 2021 (“**Application**”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “**Project**”) consisting of: (A) (i) the acquisition or continuation of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 506 acres of improved real property (“**Existing Facility**”) being part of various parcels of certain real property located at 448 County Route 1A in the Town of Scriba, New York, Oswego County (the “**Land**”); (ii) the upgrades to existing facilities and associated infrastructure upgrades throughout the Existing Facility, all located on the Land (the “**Facility**”) for use as a hot mill, cold mill, ingot casting center, receiving, recycling sorting and storage facility including related operations and equipment for the production of rolled aluminum; and (iii) the acquisition of and installation in the Facility of various machinery, equipment and furnishings (the “**Equipment**”) (the Land, Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, renovation and equipping of the Project Facility; and (D) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement, the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the Company has requested that the Agency enter into a payment in lieu of tax agreement (the “Proposed PILOT Agreement”) with respect to the Project Facility; and

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State;

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 Real Estate Holding Company to the Agency, the Agency hereby makes the following findings and determinations:

and (a) The Project Facility constitutes a “project” within the meaning of the Act;

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from State and local sales and use tax, mortgage recording tax and real property tax.

Section 2. The Agency hereby directs that pursuant to Section 859-a of the Act, a public hearing with respect to the Project and Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to affected tax jurisdictions within which the Project is located.

Section 3. If the terms of the Proposed PILOT Agreement deviate from the standard terms of a payment in lieu of tax agreement under the Agency’s Uniform Tax Exemption Policy (the “*UTE*P”), the Agency hereby further authorizes the Chief Executive Officer of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

Section 4. 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 5. The Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding 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 6. This Resolution shall take effect immediately.

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	
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello				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 June 24, 2021, 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 June 24, 2021.

L. Michael Treadwell,
Chief Executive Officer

(SEAL)