

FINAL APPROVING RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency (the “Agency”) was convened in public session on July 18, 2024, at 8:30 a.m. local time, 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, Patrick Carroll, Mary Ellen Chesbro, Marc Greco, Tricia Peter-Clark and Tim Stahl

ABSENT: Garry Stanard

ALSO PRESENT: Kevin Caraccioli, Nathan Emmons, Kevin LaMontagne and Austin Wheelock

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 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, Shatrau River Glen Holdings, LLC, a New York limited liability company (the “*Real Estate Holding Company*”) and N.E.T. & Die, Inc., a New York corporation (the “*Operating Company*”), and together with the Real Estate Holding Company, the “*Companies*”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, have submitted an application to the Agency on or about June 14, 2024 (“*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)(1) the acquisition of a leasehold interest in an approximately 7.14 acres portion of the approximately 22.08 acres parcel of improved real property located at 13-41 River Glen Drive (consisting of all or a portion of the current Tax ID No. 253.43-01-14) in the City of Fulton, County of Oswego, New York (the “*Land*”) and the renovation of an existing approximately 92,000 square foot building located on the Land (the “*Facility*”); (2) 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 the Operating Company; and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “*Equipment*” and, together with the Company Facility, the “*Project Facility*”), such Project Facility to be used for the manufacturing, warehousing and distribution of custom machinery; (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 Companies and/or their designees as agents of the Agency in connection with the acquisition, renovation, and equipping of the Project Facility; and (D) 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 Companies; the sublease of the Project Facility back to the Companies; and

WHEREAS, the Agency adopted a resolution on June 27, 2024 (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, in accordance with the requirements of Section 859-a of the Act, and a copy of the Initial Resolution were distributed on July 2, 2024 by the Agency by certified mail, return receipt requested, to the chief executive officer of each affected local taxing jurisdiction, including the school board and district superintendent of the Fulton City School District; and

WHEREAS, the Agency conducted the Public Hearing with respect to the Project and the proposed Financial Assistance on July 17, 2024 (the “**Public Hearing**”) pursuant to Section 859-a of the Act, notice of which was published on July 2, 2024 in The Post-Standard, a newspaper of general circulation in the City of Fulton and County of Oswego, New York, and given to the chief executive officers of the affected tax jurisdictions, including the school board and district superintendent of the Fulton City School District by letter dated July 2, 2024; and

WHEREAS, the Agency adopted a resolution on July 18, 2024 (the “**Inducement Resolution**”) entitled:

RESOLUTION AUTHORIZING THE UNDERTAKING OF THE ACQUISITION, RENOVATION, EQUIPPING AND COMPLETION OF A CERTAIN PROJECT, APPOINTING SHATRAU RIVER GLEN HOLDINGS, LLC (THE “REAL ESTATE HOLDING COMPANY”) AND N.E.T. & DIE, 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; and

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 Companies that the provision of Financial Assistance: (i) will induce the Companies to develop the Project Facility in the City of Fulton, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Companies 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 Companies or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; (iii) will induce the Companies to undertake the Project, which 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; and (iv) the Project will serve the public purposes of the Act by preserving

permanent, private sector jobs or increasing the overall number of permanent, private sector jobs in the State of New York; and

WHEREAS, the Agency adopted a resolution on July 18, 2024 (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; and

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 Companies 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 Companies to develop the Project in the City of Fulton and County of Oswego; and will assist the Companies in the renovation, installation and equipping of the Project Facility.
- C. The commitment of the Agency to provide the Financial Assistance to the Companies will enable the Companies to acquire, renovate and/or improve, install, equip and complete the Project Facility.
- D. The acquisition, renovation and/or improving, installation, equipping and completion of the Project and will promote employment opportunities, help prevent economic deterioration in the City of Fulton and the County of Oswego 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 Companies as the Agency’s agents for the acquisition, renovation,

equipping and completion of the Project will be an inducement to the Companies to acquire, renovate and/or improve, install, equip and complete the Project Facility in the City of Fulton, 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 financing the costs of the acquisition, renovation and/or improving, installation, 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**”) 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 Companies (collectively, the “**Bill of Sale**”); (C) sublease the Project Facility to the Companies, 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**”) and together with the Company Lease, the Bill of Sale and the Project Agreement, the “**Lease Documents**”) which shall be consistent with this Resolution and approved by the Chief Executive Officer and/or the (Vice) Chairperson of the Agency upon the advice of counsel to the Agency; (D) secure the 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 Companies’ lender(s), in such form and substance as shall be consistent with this Resolution and approved by the Chief Executive Officer and/or the (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 and/or the (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/or the (Vice) Chairperson of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Companies 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 Companies 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>ABSENT</u>	<u>ABSTAIN</u>
Nick Canale, Jr.	X			
Pat Carroll	X			
Mary Ellen Chesbro	X			
Marc Greco	X			
Tricia Peter-Clark	X			
Gary Stanard			X	
Tim Stahl	X			

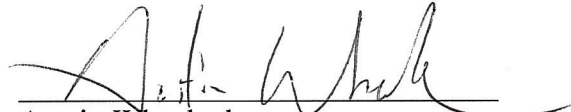
The resolution was thereupon declared duly adopted.

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 July 18, 2024, 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 July 18, 2024.


Austin Wheelock
Chief Executive Officer

(SEAL)