

**ULTRA DAIRY, LLC**

**APPROVING RESOLUTION  
(3101-21-11H)**

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session on September 14, 2021, at 8:00 a.m., local time at 333 West Washington Street, Syracuse, New York.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:** Patrick Hogan  
Janice Herzog  
Victor Ianno  
Steve Morgan  
Susan Stanczyk  
Fanny Villarreal

**ABSENT:** Kevin Ryan

**ALSO PRESENT:** Robert M. Petrovich, Executive Director  
Jeffrey W. Davis, Esq., Agency Counsel

The following resolution was offered by Victor Ianno, seconded by Janice Herzog, to wit:

**RESOLUTION APPROVING A PROJECT AND AUTHORIZING  
EXECUTION OF DOCUMENTS IN CONNECTION WITH A  
LEASE/LEASEBACK TRANSACTION FOR ULTRA DAIRY, LLC  
(THE "COMPANY").**

WHEREAS, Onondaga County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 435 of the Laws of 1970 of the State of New York (the "State") and Chapter 676 of the Laws of 1975 of the State, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their 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 acquire, construct, reconstruct and install one or more "projects" (as defined in

the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on June 12, 2003, the Agency undertook a project (the "2003 Project") on behalf of Ultra Dairy, LLC (the "Company") consisting of the following: (A)(1) the acquisition of an interest in an approximately 21 acre parcel of land located at 6750 Benedict Road (tax map no. 042.-13-05.1) in the Town of Dewitt, Onondaga County, New York (the "Land"); (2) the construction on the Land of an approximately 31,000 square foot manufacturing and packaging facility for use by the Company (the "2003 Facility"); and (3) the acquisition and installation in the 2003 Facility of certain machinery and equipment (the "2003 Equipment" and collectively with the Land and the 2003 Facility, the "2003 Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real estate transfer taxes and real property taxes; (C) the lease (with an obligation to purchase) or sale of the 2003 Project Facility to the Company; and (D) assisting the Company in the financing of the 2003 Project Facility; and

WHEREAS, in connection with the 2003 Project, the Agency and the Company entered into, *inter alia*, an underlying lease agreement dated as of August 1, 2003, a memo of which was recorded in the Onondaga County Clerk's Office (the "Clerk's Office") on August 19, 2003 in Book 4793 at Page 437 in which the Company leases its interest in the Land and the 2003 Facility to the Agency (the "2003 Underlying Lease"), a bill of sale dated as of August 1, 2003 pursuant to which the Company sold its interest in the 2003 Equipment to the Agency (the "2003 Company Bill of Sale"), a lease agreement dated as of August 1, 2003, a memo of which was recorded in the Clerk's Office on August 19, 2003 in Book 4793 at Page 443 in which the Agency leases its interest in the 2003 Project Facility to the Company (the "2003 Agency Lease") and a payment in lieu of tax agreement dated as of August 1, 2003 (the "2003 PILOT"); and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on December 14, 2006 the Agency undertook a project (the "2007 Project") on behalf of the Company consisting of the following: (A)(1) construction of an approximately 4,000 square foot addition to and modification of the 2003 Facility (as modified and expanded, the "2007 Facility"); and (2) the acquisition and installation in the 2007 Facility of certain machinery and equipment (the "2007 Equipment") (the Land, the 2007 Facility and the 2007 Equipment are sometimes hereinafter collectively referred to as the "2007 Project Facility"); and (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on July 10, 2008 the Agency undertook a project (the "2008 Project") on behalf of the Company consisting of the following: (A)(1) construction of an approximately 55,000 square foot expansion of the 2007 Facility (as modified and expanded, the "2008 Facility"); and (2) the acquisition and installation in the 2008 Facility of certain machinery and equipment (the "2008 Equipment") (the Land, the 2008 Facility and the 2008 Equipment are sometimes hereinafter collectively referred to as the "2008 Project Facility"); and (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes ; and

WHEREAS, on March 1, 2010, the Agency and the Company entered into an amended and restated payment in lieu of tax agreement dated as of March 1, 2010 (the “2010 PILOT”), which amended and restated, in its entirety, the 2003 PILOT; and

WHEREAS, pursuant to resolution adopted by the Agency on October 9, 2018, the Agency undertook a project (the “2019 Project”) on behalf of the Company consisting of the following: (A)(1) the retention of the Agency’s interest in the Land and the 2008 Project Facility; (2) the construction of an approximately 38,400 square foot addition, an approximately 2,970 square foot addition and an approximately 1,165 square foot addition to the 2008 Project Facility (the “2019 Improvements” and, together with the 2008 Facility, the “2019 Facility”) located on the Land; and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “2019 Equipment”) (the Land, the 2019 Facility, the 2003 Equipment, the 2007 Equipment, the 2008 Equipment and the 2019 Equipment being collectively referred to as the “2019 Project Facility”), such 2019 Project Facility to provide manufacturing, storage and cooling space for the manufacturing, storage and shipment of dairy and non-dairy food products; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes and mortgage recording taxes subject to certain statutory limitations; and (C) the lease (with an obligation to purchase) or sale of the 2019 Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in connection with the 2019 Project, the Agency and the Company entered into, *inter alia*, an amended and restated underlying lease agreement dated as of May 1, 2019, a memo of which was recorded in the Onondaga County Clerk’s Office (the “Clerk’s Office”) on January 9, 2020 as Instrument Number 2020-00001058, a bill of sale dated as of May 1, 2019 pursuant to which the Company sold its interest in the 2019 Equipment to the Agency, an amended and restated lease agreement dated as of May 1, 2019, a memo of which was recorded in the Clerk’s Office on January 9, 2020 as Instrument Number 2020-00001059 and a payment in lieu of tax agreement dated as of May 1, 2019 (the “2019 PILOT”), which amended and restated, in its entirety, the 2010 PILOT; and

WHEREAS, by resolution adopted by the Agency on August 5, 2020, the Agency undertook a project (the “2020 Project”) on behalf of the Company consisting of the following: (A)(1) the retention of the Agency’s interest in the Land and the 2019 Project Facility; (2) the construction of an approximately 26,000 square foot addition to the 2019 Project Facility (the “2020 Improvements” and, together with the 2019 Facility, the “2020 Facility”) located on the Land; and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “2020 Equipment”) (the Land, the Facility, the 2003 Equipment, the 2007 Equipment, the 2008 Equipment, the 2019 Equipment and the 2020 Equipment being collectively referred to as the “2020 Project Facility”), such 2020 Improvements to provide space for an aseptic dairy processing area; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes and real property taxes ; and (C) the lease (with an obligation to purchase) or sale of the 2020 Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in connection with the 2020 Project, the Agency and the Company entered into, *inter alia*, a second amended and restated underlying lease agreement dated as of August 1, 2020, a memo of which was recorded in the Onondaga County Clerk's Office (the "Clerk's Office") on August 7, 2020 as Instrument Number 2020-00026352, a bill of sale dated as of August 1, 2020 pursuant to which the Company sold its interest in the 2020 Equipment to the Agency, a second amended and restated lease agreement dated as of August 1, 2020, a memo of which was recorded in the Clerk's Office on August 7, 2020 as Instrument Number 2020-00026351 and a payment in lieu of tax agreement dated as of August 1, 2020 (the "2020 PILOT"), which amended and restated, in its entirety, the 2019 PILOT; and

WHEREAS, the Company, has submitted an application to the Agency (the "Application") on behalf of itself and entities formed or to be formed on its behalf, a copy of which Application is on file at the office of the Agency, which Application requests that the Agency consider undertaking a new project (the "Project") for the benefit of the Company and/or entities formed or to be formed on its behalf, said Project consisting of the following: (A)(1) the retention of the Agency's interest in the Land and the 2020 Project Facility; (2) the construction of an approximately 6,500 square foot facility on the Land (the "2021 Improvements" and, together with the 2020 Facility, the "Facility"); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility, the 2003 Equipment, the 2007 Equipment, the 2008 Equipment, the 2019 Equipment, the 2020 Equipment and the Equipment being collectively referred to as the "Project Facility"), such 2021 Improvements to provide space for a wastewater treatment facility; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real estate transfer taxes and real property taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency previously has adopted a Uniform Tax Exemption Policy (the "UTEP"); and

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

WHEREAS, the Company has requested that the Proposed PILOT Agreement contain terms that deviate from the UTEP; and

WHEREAS, the members of the Agency adopted a resolution on July 13, 2021 (the "Public Hearing Resolution"), authorizing a public hearing with respect to the Project in compliance with the provisions of Section 859-a of the Act and the deviation process in compliance with the provisions of Section 874 of the Act and the UTEP; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the

Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on July 14, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is located, (B) caused notice of the Public Hearing to be published on July 15, 2021 in The Post-Standard, a newspaper of general circulation available to the residents of the Town of Dewitt, Onondaga County, New York, (C) conducted the Public Hearing on July 26, 2021 at 10:00 a.m., local time at the Dewitt Town Hall, 5400 Butternut Drive, East Syracuse, New York, and (D) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution and in compliance with the provisions of Section 874(4)(b) of the Act, the Agency caused a letter (the "PILOT Deviation Letter"), to be sent to the chief executive officers of each affected tax jurisdiction (within the meaning of such quoted term in Section 854(16) of the Act), informing said individuals that the Agency would, at its meeting to be held on September 14, 2021, consider a proposed deviation from the UTEP with respect to the Proposed PILOT Agreement to be entered into by the Agency with respect to the Project Facility based upon the schedule of payments in lieu of taxes set forth in Exhibit A; and

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

WHEREAS, the Agency allowed representatives from the affected tax jurisdictions present at this meeting to address the Agency regarding such proposed deviation from the UTEP; 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 Project had been subject to an environmental impact review conducted by the Town of Dewitt Planning Board, which after conducting a thorough review of the Project and its potential effects, declared the Project an Unlisted Action and issued a Negative Declaration dated September 9, 2021, stating the Project would have no significant adverse impacts upon the environment and an Environmental Impact Statement thus need not be prepared; and

WHEREAS, pursuant to 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 approval of the Project and grant of Financial Assistance constitute such an action; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form (the "EAF"), a copy of which is on file in the office of the Agency and is readily accessible to the public; and

WHEREAS, upon due consideration of the EAF and all relevant information, the Agency has reaffirmed, accepted and adopted in full the Town of Dewitt Planning Board's September 9,

2021 SEQRA Negative Declaration for the Project, thus fulfilling the Agency's responsibilities under SEQRA; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Onondaga County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Onondaga County, New York by undertaking the Project in Onondaga County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain third amended and restated underlying lease agreement (and a memorandum thereof) (the "Underlying Lease") by and between the Company and the Agency pursuant to which the Company will lease or continue to lease to the Agency the Land and all improvements now or hereafter located on the Land; (B) a certain third amended and restated lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Company and the Agency pursuant to which the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease or continue to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) the Proposed PILOT Agreement; (D) a project agreement (the "Project Agreement") by and between the Agency and the Company that complies with the requirements of Section 859-a(6) of the Act; (E) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales and use tax exemption benefits for the Project (the "Additional Thirty-Day Project Report"); and (F) various certificates relating to the Project (the "Closing Documents"); and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Company will execute and deliver to the Agency one or more bills of sale to the Agency from the Company to the Agency pursuant to which the Company will sell to the Agency the Equipment; 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) a 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; and

WHEREAS, simultaneously with the execution and delivery of the Agency Documents, the Agency will file with the State Department of Taxation and Finance the Thirty-Day Sales Tax Report and provide a copy of the Thirty-Day Sales Tax Report to the Company; and

WHEREAS, for purposes of exemption from the 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, pursuant to the Act, the Agency desires to adopt a resolution approving the Project and the Financial Assistance that the Agency is granting to the Company with respect to the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a "project," as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Onondaga County, New York;

(D) It is estimated at the present time that the costs of the planning, development, renovation, construction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$6,420,859.00;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;

(F) (1) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The construction and equipping of the 2021 Improvements and the leasing of the Project Facility to the Company is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York;

(H) Based upon representations of the Company and counsel to the Company, the Project Facility conforms with the local zoning laws and planning regulations of Onondaga County and all regional and local land use plans for the area in which the Project Facility is located;

(I) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Onondaga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(J) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(K) The Project should receive the Financial Assistance in the form of exemptions from certain sales and use taxes, real property taxes and real estate transfer taxes based on the description of expected public benefits to occur as a result of this Project, as described in the Application, and failure by the Company to meet the expected public benefits will result in a recapture event, as described in the Project Agreement;

(L) It is desirable and in the public interest for the Agency to enter into the Agency Documents;

(M) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

(N) The Agency has prepared a written cost-benefit analysis identifying the extent to which the Project will create or retain permanent, private sector jobs, the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, the likelihood of accomplishing the Project in a timely fashion, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;

(O) The Company has provided a written statement confirming that the Project as of the date of the Application is in substantial compliance with all provisions the Act; and

(P) The Agency has complied with deviation procedures as contained within the UTEP and as required by the Act and based upon its review of the following factors, finds and determines that it is desirable and in the public interest of the Agency to deviate from its UTEP and to approve the execution and delivery of the Proposed PILOT Agreement with the terms specified in Exhibit A:

1. The Company has continuously invested in the community and provided jobs for the surrounding areas for more than twenty years. The continued development of the Land evidences the Company's commitment to the affected taxing jurisdictions.



2. When fully operational, the Company anticipates the Project's end user will create ten (10) new full time equivalent jobs.
3. The construction phase of the Project is estimated to last approximately six months, and will create approximately forty (40) construction jobs.
4. The Company estimates that it will expend approximately \$6,420,859.00 on the reconstruction and equipping of the Project Facility.
5. The Project will include the addition and expansion of the Company's 2003 Facility, which it has already more than tripled in size since its initial construction in 2003. The completed Project will provide the Company a building outfitted with a new wastewater treatment facility, which will enable the Company to expand its processing and filling capabilities.
6. Onondaga County is in the process of constructing a force main sewer along the south side of Benedict Road at the Project Site. The new wastewater treatment facility will discharge into this new sewer, thereby relieving stress on the existing sewer system. It is anticipated that the Company's wastewater treatment facility and the new force main sewer will be operational in the Spring of 2022.
7. As a prerequisite to the Agency undertaking the Project, the Company will enter into an agreement that any financial assistance it receives from the Agency will be subject to recapture in the event the Project does not fulfill the purposes for which the tax exemptions were granted.
8. All information received to date shows great public support for the Project Facility.
9. Given the track record of entities affiliated with the Company with similar projects, the Project has a high likelihood of being accomplished in a timely fashion.
10. It is estimated that the Project will generate \$4,883,640.00 in PILOT payments during the 10-year term of the Proposed PILOT Agreement. The payments on the 2020 Facility under the 2020 PILOT without the Project and the Proposed PILOT Agreement over the same term using current tax rates would produce approximately \$4,661,977.00 in payments. The real property taxes or payments in lieu of taxes on the Project Facility without the Proposed PILOT Agreement over the same term using current tax rates would produce approximately \$5,193,264.00 in real property tax revenues.

11. The distribution of PILOT payments to the affected tax jurisdictions under the Proposed PILOT Agreement will comply with the provisions of the General Municipal Law.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) retain or acquire a leasehold interest in the Land and all improvements now or hereafter located on the Land from the Company pursuant to the Lease Agreement; (C) lease the Project Facility to the Company pursuant to the Lease Agreement; (D) acquire, construct, reconstruct and equip the Project Facility, or cause the Project Facility to be acquired, constructed, reconstructed and equipped, as provided in the Lease Agreement; and (E) grant to the Company the Financial Assistance with respect to the Project.

Section 3. Notwithstanding anything herein to the contrary, the amount of State and the local sales and use tax exemption benefit comprising the Financial Assistance approved herein shall not exceed **\$180,000.00 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 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 4. Notwithstanding anything herein to the contrary, the amount of real property tax abatement benefit comprising the Financial Assistance approved herein shall be approximately **\$253,677.00**, which such amount reflects the total estimated real property tax exemptions for the Project Facility (which constitute those taxes or payments in lieu of taxes that would have been paid if the Project Facility was not subject to the Proposed PILOT Agreement) of approximately \$5,193,264.00, less the total payments in lieu of taxes of \$4,883,640.00 to be made by the Company to the affected tax jurisdictions with respect to the Project Facility during the term of the Proposed PILOT Agreement. The amount of estimated real property tax exemptions is 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 Proposed PILOT Agreement depending on any changes to assessed value and/or tax rates of the affected tax jurisdictions. Exhibit A attached hereto reflects an annual breakdown of the payments in lieu of taxes to be made to the affected tax jurisdictions in each year during the term of the Proposed PILOT Agreement (“Total PILOT”), an estimated value of the real property tax exemptions (“Full Tax Payment without PILOT”), and an estimated value of the real property tax abatement benefits (“Net Exemptions”).

Section 5. The Agency is hereby authorized to retain, acquire, construct, reconstruct and equip the Project Facility as described in the Agency Documents, to appoint the Company as agent of the Agency to undertake such retention, acquisition, construction, reconstruction and equipping of the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, reconstruction and equipping are hereby ratified, confirmed and approved.

Section 6. The Chairman (or Vice Chairman) and the Executive Director of the Agency, with the assistance of Agency Counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 7. (A) The Chairman (or Vice Chairman) and the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency 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 the forms thereof as the Chairman (or Vice Chairman) and the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) and the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) and the Executive Director of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 8. The Agency shall maintain records of the amount of State and local sales and use tax exemption benefits provided to the Project and each agent or Project operator and shall make such records available to the State Commissioner of Taxation and Finance (the "Commissioner") 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 Company's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its agents and/or operators to make, all records and information regarding State and local sales and use tax exemption benefits available to the Agency upon request. The provisions of Section 875 of the Act are hereby incorporated herein as if set forth herein and the Agency agrees that it shall comply with the requirements of such Section 875 of the Act.

Section 9. The Agency hereby delegates to the Company, as agent of the Agency, the authority to designate (following the execution and delivery of the Agency Documents) agents and sub-agents of the Agency (each, a "Sub-Agent") for purposes of utilizing the Agency sales and use tax exemption with respect to the acquisition, construction, reconstruction and equipping of the Project Facility; provided that any such sub-agency designation shall become effective only upon submission to the Agency within fifteen (15) days of such agency and sub-agency designation: (1) an executed sub-agent appointment agreement (in a form approved by the Agency) and (2) a completed Form ST-60 of the State Department of Taxation and Finance (IDA Appointment of Project Operator or Agent for Sales Tax Purposes). Such agents and sub-agents may include contractors and subcontractors involved in the acquisition, construction, expansion and equipping of the Project Facility.

Section 10. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company and/or any Sub-Agent shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State and local sales and use tax exemptions benefits.

Section 11. As a condition precedent to the granting of the Financial Assistance, the Company agrees to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Company with respect to the Project. The form and substance of the proposed agreement, a form of which was available to the members of the Agency (the "Agreement") are hereby approved. The Chairman (or Vice Chairman) and the Executive Director 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 with changes in terms and form as shall be consistent with this Resolution and as the Chairman (or Vice Chairman) or the Executive Director shall approve. The execution thereof by the Chairman (or Vice Chairman) or the Executive Director shall constitute conclusive evidence of such approval.

Section 12. 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 Agency 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 Agency Documents binding upon the Agency.

Section 13. This Resolution shall take effect immediately upon adoption.

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

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Victor Ianno	X		
Steve Morgan	X		
Susan Stanczyk	X		
Kevin Ryan			X
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.

**EXHIBIT A**

**PILOT SCHEDULE**

<b>PILOT YEAR (Town and County)</b>	<b>PILOT Year (School District)</b>	<b>Exemption %</b>	<b>Onondaga County</b>	<b>Dewitt</b>	<b>ESM</b>	<b>Total PILOT</b>	<b>Full Tax Payment w/o PILOT</b>	<b>Net Exemption</b>
2022	2021-2022	NA	\$ 35,238	\$ 32,670	\$ 173,075	\$ 240,883	\$ 268,580	
2023	2022-2023	NA	\$ 39,101	\$ 36,141	\$ 192,047	\$ 267,288	\$ 295,539	
2024	2023-2024	100%	\$ 45,549	\$ 42,100	\$ 223,713	\$ 311,361	\$ 354,772	\$ 43,411
2025	2024-2025	90%	\$ 53,315	\$ 49,328	\$ 281,814	\$ 364,457	\$ 404,309	\$ 39,851
2026	2025-2026	80%	\$ 56,288	\$ 52,128	\$ 276,371	\$ 384,787	\$ 420,919	\$ 36,132
2027	2026-2027	70%	\$ 59,358	\$ 55,020	\$ 291,406	\$ 405,784	\$ 438,032	\$ 32,248
2028	2027-2028	60%	\$ 62,529	\$ 58,008	\$ 306,931	\$ 427,468	\$ 455,662	\$ 28,194
2029	2028-2029	50%	\$ 65,803	\$ 61,092	\$ 322,961	\$ 449,856	\$ 473,821	\$ 23,965
2030	2029-2030	40%	\$ 69,183	\$ 64,277	\$ 339,509	\$ 472,969	\$ 492,524	\$ 19,555
2031	2030-2031	30%	\$ 72,672	\$ 67,565	\$ 356,590	\$ 496,826	\$ 511,786	\$ 14,960
2032	2031-2032	20%	\$ 76,272	\$ 70,958	\$ 374,219	\$ 521,449	\$ 531,622	\$ 10,173
2033	2032-2033	10%	\$ 79,059	\$ 73,602	\$ 387,849	\$ 540,510	\$ 545,698	\$ 5,188
<b>TOTAL</b>			<b>\$ 714,367</b>	<b>\$ 662,790</b>	<b>\$ 3,506,483</b>	<b>\$ 4,883,640</b>	<b>\$ 5,193,264</b>	<b>\$ 253,677</b>

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

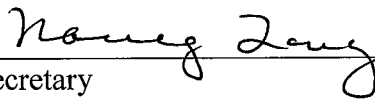
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 14, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law, and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of September, 2021.

(SEAL)

  
Secretary