

ARMOURED ONE, LLC & NORTH MIDLER PROPERTIES, LLC

**RESOLUTION AUTHORIZING EXECUTION AND DELIVERY
OF MORTGAGES AND RELATED DOCUMENTS
(3101-18-06A)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on October 19, 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
Kevin Ryan
Fanny Villarreal

ABSENT:

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

The following resolution was offered by Susan Stanczyk, seconded by Fanny Villarreal, to wit:

**RESOLUTION AUTHORIZING THE EXECUTION AND
DELIVERY OF MORTGAGES AND RELATED DOCUMENTS IN
CONNECTION WITH THE ARMOURED ONE, LLC & NORTH
MIDLER PROPERTIES, LLC PROJECT**

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"), Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, 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, on November 1, 2019, the Agency undertook a project (the “Project”) on behalf of North Midler Properties, LLC (the “Real Estate Holding Company”) and Armoured One, LLC (the “Operating Company”) consisting of the following: (A)(1) the acquisition of an interest in a parcel of land located at 386 North Midler Avenue in the City of Syracuse and in the Town of Dewitt, Onondaga County, New York (tax map nos. 023.-07-20, 023.-07-21.1, 023.-07-22, 023.-07-23, 031.-11-14.1, 031.-11-14.2, 031.-11-14.5) (the “Land”); (2) the renovation of a building (the “Facility”) located on the Land; (3) the acquisition and installation therein and thereon of related 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 Project Facility”); and (4) the acquisition and installation of certain equipment and personal property (the “Equipment”, and together with the Company Project Facility, the “Project Facility”) by the Operating Company, such Project Facility to provide space for the manufacturing of security glass, security film and related products and for the development of training, security assessments and products that protect schools from an active shooter attack; (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, real estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (collectively, the “Financial Assistance”); and (C)(1) the lease (with an obligation to purchase) or sale of the Project Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency; and (2) and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency, the Real Estate Holding Company and the Operating Company entered into the following documents (hereinafter collectively referred to as the “Project Documents”): (A) a certain lease to agency dated as of November 1, 2019 (and a memorandum thereof) (the “Underlying Lease”) by and between the Real Estate Holding Company, as landlord, and the Agency, as tenant, pursuant to which the Real Estate Holding Company leased to the Agency the Land and all improvements then or thereafter located on the Land (collectively, the “Premises”) for a lease term ending on the date of termination of the Payment in Lieu of Tax Agreement (as hereinafter defined); (B) a certain lease to the Real Estate Holding Company dated as of November 1, 2019 (and a memorandum thereof) (the “Lease Agreement”) by and between the Agency, as landlord, and the Real Estate Holding Company, as tenant, pursuant to which the Agency leased back to the Real Estate Holding Company the Premises for a lease term ending on the date of the termination of the Payment in Lieu of Tax Agreement; (C) a bill of sale dated as of November 1, 2019 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Real Estate Holding Company in the Facility Equipment; (D) a bill of sale dated as of

November 1, 2019 (the “Equipment Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Operating Company in the Equipment; (E) an equipment lease agreement dated as of November 1, 2019 (the “Equipment Lease Agreement”) pursuant to which the Agency leased the Equipment to the Operating Company; (F) a project agreement dated as of November 1, 2019 (the “Project Agreement”), by and among the Agency, the Real Estate Holding Company and the Operating Company, which set forth the terms and conditions under which the Financial Assistance would be provided to the Real Estate Holding Company and the Operating Company; (G) the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) for each of the Real Estate Holding Company and the Operating Company, filed with the New York State Department of Taxation and Finance by the Agency; (H) a payment in lieu of tax agreement dated as of November 1, 2019 (the “Payment in Lieu of Tax Agreement”), by and among the Agency, the Real Estate Holding Company and the Operating Company, pursuant to which the Real Estate Holding Company and the Operating Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; and (I) a copy of a New York State Board of Real Property Services Form 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) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement, filed with the assessor and mailed to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act); and

WHEREAS, in order to finance the Project, the Real Estate Holding Company obtained from Pathfinder Bank (the “Lender”) a mortgage loan (the “Loan”) in the maximum amount of \$708,120.00; and

WHEREAS, the Agency joined in the execution of a mortgage and security agreement (the “Mortgage”) and a conditional assignment of rents and leases (the “Assignment”) (the Mortgage and the Assignment, collectively, the “Original Lender Documents”) from the Agency and the Real Estate Holding Company to the Lender to secure the Loan, which Original Lender Documents granted to the Lender a mortgage on and security interest in the Project Facility and assigned to the Lender all rents and leases relating to the Project Facility; and

WHEREAS, the Agency has been informed by the Real Estate Holding Company that it intends to refinance the Loan with a loan in an amount not to exceed \$1,718,620.00 (the “Refinanced Loan”) from the Lender, which Refinanced Loan will be secured by, among other items, (A) a gap mortgage and security agreement (the “Gap Mortgage”) from the Real Estate Holding Company and the Agency to the Lender; (B) a mortgage consolidation and modification agreement from the Real Estate Holding Company and the Agency to the Lender (the “Consolidated Mortgage”) (the Consolidated Mortgage and the Gap Mortgage, collectively, the “Refinanced Mortgage”); (C) a conditional assignment of leases and rents (the “Refinanced Assignment”) from the Real Estate Holding Company and the Agency to the Lender; and (D) any additional documents as may be required by the Lender in connection with the foregoing to secure the Refinanced Loan (collectively with the Refinanced Mortgage and the Refinanced Assignment, the “Refinanced Loan Documents”); and

WHEREAS, the Real Estate Holding Company and the Operating Company have requested that the Agency join in the execution of the Refinanced Loan Documents (the "Request"); and

WHEREAS, the Agency will **NOT** grant Financial Assistance in the form of a mortgage recording tax exemption with respect to the recording of the Refinanced Loan Documents in the Onondaga County Clerk's office; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA in order to make a final determination whether to proceed with the Request (the "Transaction").

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

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

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Transaction is an "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, based upon the representations made by the Real Estate Holding Company and the Operating Company to the Agency, 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; and

(B) The execution and delivery of the Refinanced Loan Documents and the refinancing of the Loan 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.

Section 3. In consequence of the foregoing, the Agency hereby determines to grant to the Lender a mortgage interest in and a lien on the Agency's interest in the Project Facility and assign to the Lender all leases and rents relating to the Project Facility.

Section 4. The Agency is hereby authorized to execute and deliver the Refinanced Loan Documents.

Section 5. (A) The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Refinanced

Loan 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 forms thereof presented to Agency counsel with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or the Executive Director shall approve upon consultation with Agency counsel, the execution thereof by the Chairman, Vice Chairman and/or the Executive Director to constitute conclusive evidence of such approval.

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

Section 6. 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 Refinanced Loan 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 Refinanced Loan Documents binding upon the Agency.

Section 7. The Chairman, Vice Chairman and/or Executive Director of the Agency are 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. This Resolution shall take effect immediately.

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

The foregoing Resolution was thereupon declared duly adopted.

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

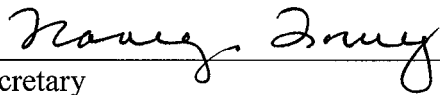
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 19, 2021, with the original thereof on 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 20 day of October 2021.

(SEAL)


Secretary