

ARMOURED ONE, LLC / NORTH MIDLER PROPERTIES, LLC

**SALES AND USE TAX EXEMPTION THIRD EXTENSION RESOLUTION
(3101-18-06A)**

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session on December 20, 2022, at 8:00 a.m., local time, at 335 Montgomery Street, 2nd Floor, 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
Steve Morgan
Susan Stanczyk
Fanny Villarreal

ABSENT: Kevin Ryan
Victor Ianno

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

The following resolution was offered by Susan Stanczyk, seconded by Steve Morgan, to wit:

**RESOLUTION AUTHORIZING THE THIRD EXTENSION
OF THE SALES AND USE TAX EXEMPTION FOR
ARMOURED ONE, LLC AND NORTH MIDLER
PROPERTIES, LLC AND DETERMINING OTHER
MATTERS IN CONNECTION THEREWITH**

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 and Chapter 676 of the Laws of 1975, 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 (the "State"), 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 October 9, 2018, the Agency duly adopted a resolution (the “Approving Resolution”) in which it authorized the Agency to undertake a project (the “Project”) on behalf of North Midler Properties, LLC (the “Company”) and Armoured One, LLC (the “Sublessee”) consisting of: (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 Sublessee, 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 Company or such other person as may be designated by the Company and agreed upon by the Agency; and (2) the lease (with an obligation to purchase) or sale of the Equipment to the Sublessee or such other person as may be designated by the Sublessee and agreed upon by the Agency; and

WHEREAS, pursuant to the Approving Resolution, the Agency determined to grant the Financial Assistance and to enter into a lease agreement, dated as of November 1, 2019, between the Agency and the Company (the “Lease Agreement”), an equipment lease agreement, dated as of November 1, 2019, between the Agency and the Sublessee (the “Equipment Lease Agreement”) and a project agreement, dated as of November 1, 2019, by and among the Agency, the Company and the Sublessee (the “Project Agreement”) and certain other documents related thereto and to the Project; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Equipment Lease Agreement and the Project Agreement, (A) the Agency granted Financial Assistance in the form of a sales and use tax exemption (the “Sales Tax Exemption”) related to the construction, installation and equipping of the Project Facility and (B) the Agency filed with the New York State Department of Taxation and Finance forms 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); and

WHEREAS, pursuant to the Project Agreement, the appointment of the Company and the Sublessee as agents of the Agency for sales and use tax purposes originally expired January 31, 2021; and

WHEREAS, pursuant to a resolution duly adopted by the Agency on November 10, 2020, the Agency approved the extension of the appointment of the Company and the Sublessee as agents of the Agency for sales and use tax purposes until December 31, 2021; and

WHEREAS, the Agency, the Company and the Sublessee entered into an Amendment to Project Agreement, dated November 12, 2020, in order to memorialize the extension of the appointment of the Company and the Sublessee as agents of the Agency for sales and use tax purposes until December 31, 2021; and

WHEREAS, the appointment of the Company and the Sublessee as agents of the Agency for sales and use tax purposes expired on December 31, 2021; and

WHEREAS, there were unanticipated delays in the construction, installation and equipping of the Project Facility due to the COVID-19 pandemic; and

WHEREAS, the Company and the Sublessee requested that the Agency extend their appointment as temporary agents of the Agency for State and local sales and use tax purposes until December 31, 2022; and

WHEREAS, the Company and the Sublessee acknowledged that costs expended after December 31, 2021 and prior to the date of the second extension were not eligible for the exemption from any State or local sales and use tax otherwise granted under the Approving Resolution; and

WHEREAS, in connection with the extension of the appointment of the Company and the Sublessee as agents of the Agency for State and local sales and use tax purposes, the Agency, the Company and the Sublessee entered into a Second Amendment to Project Agreement dated as of June 14, 2022; and

WHEREAS, there have been further unanticipated delays in the construction, installation and equipping of the Project Facility due to supply chain and cost issues as well as the Sublessee's business demands, all as detailed in a letter to the Agency; and

WHEREAS, the Company and the Sublessee have requested that the Agency further extend their appointment as temporary agents of the Agency for State and local sales and use tax purposes until December 31, 2023; and

WHEREAS, in connection with the further extension of the appointment of the Company and the Sublessee as agents of the Agency for State and local sales and use tax purposes, the Agency, the Company and the Sublessee will enter into a Third Amendment to Project Agreement (the "Third Amendment"); 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 (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 the extension of the appointment of the Company and the Sublessee as agents of the Agency for State and local sales and use tax purposes and the execution and delivery of the Third Amendment (collectively, the "Transaction").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF ONONDAGA 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 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 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 extension of the appointment of the Company and the Sublessee as temporary agents of the Agency for State and local sales and use tax purposes until December 31, 2023 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.

Section 3. In consequence of the foregoing, the Agency hereby determines to extend the appointment of the Company and the Sublessee as temporary agents of the Agency for sales and use tax purposes until December 31, 2023. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the Project are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to execute and deliver the Third Amendment and such other documents as may be necessary to effectuate the extension of the appointment of the Company and the Sublessee as temporary agents of the Agency for State and local sales and use tax purposes until December 31, 2023 (the "Sales Tax Documents"). The Chairman, Vice Chairman and/or the Executive Director of the Agency, with the assistance of Agency Counsel, are each authorized to negotiate and approve the form and substance of the Third Amendment and Sales Tax Documents.

Section 5. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company and the Sublessee shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State sales and use tax exemptions benefits.

Section 6. (A) The Chairman, Vice Chairman and/or the Executive Director, on behalf of the Agency, are each hereby authorized to execute and deliver the Third Amendment and Sales Tax 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, Vice Chairman and/or the Executive Director shall approve, the execution thereof by the Chairman, Vice Chairman and/or the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman and/or the Executive Director of the Agency are each 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 7. 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 Third Amendment and the Sales Tax 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 Third Amendment and the Sales Tax Documents binding upon the Agency.

Section 8. Neither the members nor officers of the Agency, nor any person executing the Third Amendment and the Sales Tax 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 9. The Chairman, Vice Chairman and/or the Executive Director of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Company and the Sublessee and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution

Section 10. 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>
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.

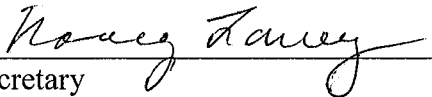
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

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 December 20 2022, 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 21 day of December, 2022.


Secretary

(SEAL)