

**MILTON REAL PROPERTIES OF MASSACHUSETTS, LLC &
SOUTHWORTH-MILTON, INC. (dba MILTON CAT)**

**RESCINDING RESOLUTION
(3101-20-18A)**

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session, remotely by conference call or similar service pursuant to New York State Executive Order 202.87 on January 12, 2021, at 8:00 a.m., local time.

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
Sue Stanczyk
Kevin Ryan
Victor Ianno
Fanny Villarreal

ABSENT:

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

The following resolution was offered by Victor Ianno, seconded by Fanny Villarreal, to wit:

**RESOLUTION OF THE ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY TO RESCIND A
PRIOR RESOLUTION REGARDING A CERTAIN
PROJECT FOR MILTON REAL PROPERTIES OF
MASSACHUSETTS, LLC & SOUTHWORTH-MILTON,
INC. (dba MILTON CAT) (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 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, Southworth-Milton, Inc. (the "Operating Company") and Milton Real Properties of Massachusetts, LLC (the "Real Estate Holding Company") submitted an application on behalf of themselves and/or entities formed and or to be formed on behalf of the foregoing (the "Application") to the Agency requesting that the Agency consider undertaking a 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 acquisition of a license to an approximately 19.74 acres of land located at 7285 and 7309 Eastman Road (tax map nos. 055.-03-01 and 055.-03-02) in the Town of Cicero, Onondaga County, New York (the "Land"), the construction of an approximately 75,000-85,000 square foot building (the "Facility") and the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property not part of the Equipment (as such term is defined herein) (collectively, the "Facility Equipment") (the Land, the Facility and the Facility Equipment being collectively referred to as the "Company Project Facility"), which Company Project 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 (2) the acquisition and installation of fixtures, machinery, equipment and other tangible personal property (the "Equipment", and together with the Company Project Facility, the "Project Facility"), all of the foregoing Project Facility to constitute a facility providing heavy equipment and power systems for the construction and business communities and a corporate headquarters; (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 (subject to certain statutory limitations) (the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Company 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 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, pursuant to a resolution duly adopted by the Agency on October 13, 2020 (the "Original Approving Resolution"), the Agency hereby authorized the Agency, to (A) proceed with the Project; (B) acquire a leasehold interest in the Facility; (C) lease the Facility to the Company pursuant to a lease agreement; (D) acquire, reconstruct and equip the Facility, or cause the Facility to be acquired, reconstructed and equipped, as provided in the lease agreement; and (E) grant to the Company the Financial Assistance; and

WHEREAS, subsequent to the adoption of the Original Approving Resolution, the Company requested that the Agency consider alternative ownership of the project and submitted a revised application (“Revised Application”) evidencing the new structure; and

WHEREAS, the Company has notified the Agency that the Company is withdrawing its Application with respect to the Project as approved in the Original Approving Resolution and intends to proceed with a project as outlined in the Revised Application.

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

Section 1. The Agency hereby rescinds the Original Approving Resolution and revokes the grant of Financial Assistance authorized therein.

Section 2. 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>
Patrick Hogan	X		
Victor Ianno	X		
Janice Herzog	X		
Steve Morgan	X		
Susan Stanczyk	X		
Kevin Ryan	X		
Fanny Villarreal	X		

The Resolution was thereupon declared adopted.

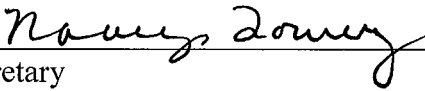
STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

I, the undersigned Secretary of the Onondaga County Industrial Development Agency (the "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 January 12, 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 matters 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"), as modified by New York State Executive Order 202.87, 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 12th day of January, 2021.


Secretary