

**MILTON REAL PROPERTIES OF MASSACHUSETTS, LLC &
SOUTHWORTH-MILTON, INC., d/b/a MILTON CAT**

**RESOLUTION RATIFYING AND REAFFIRMING THE APPROVING RESOLUTION
(3101-20-22B)**

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session, remotely by conference call or similar service pursuant to New York State Executive Order 202.92 on February 9, 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
Sue Stanczyk
Kevin Ryan
Victor Ianno
Fanny Villarreal

ABSENT: Steve Morgan

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 Janice Herzog, to wit:

**RESOLUTION RATIFYING AND REAFFIRMING THE APPROVING
RESOLUTION FOR A CERTAIN PROJECT FOR MILTON REAL
PROPERTIES OF MASSACHUSETTS, LLC & SOUTHWORTH-MILTON,
INC. d/b/a MILTON CAT AND AUTHORIZING A CERTAIN
ASSIGNMENT AND LEASE TRANSACTION BETWEEN MILTON REAL
PROPERTIES OF MASSACHUSETTS, LLC & SOUTHWORTH-MILTON,
INC. d/b/a MILTON CAT**

WHEREAS, Onondaga County Industrial Development 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, pursuant to an application (the "Application") submitted to the Agency by Southworth-Milton, Inc. (the "Operating Company") and Milton Real Properties of Massachusetts, LLC (the "Real Estate Holding Company") on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, the Real Estate Holding Company and the Operating Company have requested that the Agency undertake a project (the "Project") for the benefit of the Operating Company and the Real Estate Holding Company and/or entities formed or to be formed on their behalf, said Project consisting of the following: (A)(1) the acquisition of a leasehold interest in 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 initially leased to, and subleased by, the Agency to the Operating Company, and (2) the acquisition and installation of certain equipment and 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 and mortgage recording taxes (subject to certain statutory limitations) (the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Operating Company or such other person as may be designated by the Operating 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, the Operating Company will initially own the Project and will transfer the Company Project Facility to the Real Estate Holding Company upon completion of the construction and installation of the Project and subsequently lease the Company Project Facility from the Real Estate Holding Company (the "Assignment and Lease Transaction"); and

WHEREAS, the Operating Company and/or the Real Estate Holding Company will sublease a portion of the Project Facility to SITECH Northeast, a related entity to the Operating Company, which will use the space in connection with its business of selling and supporting the technology and automation of the Operating Company's earthmoving business; and

WHEREAS, by resolution adopted by the members of the Agency on December 8, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing with respect to the Project to be held pursuant to Section 859-a of the Act; 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 December 17, 2020 to the chief executive officers of the county and of each city, town, village and school district (collectively the “Affected Tax Jurisdictions”) in which the Project Facility is located, (B) caused notice of the Public Hearing to be published on December 20, 2020 in The Post-Standard, a newspaper of general circulation available to the residents of the Town of Cicero, Onondaga County, New York, (C) conducted the Public Hearing on January 6, 2021 at 10:00 a.m., local time, held remotely by conference call or similar service pursuant to New York Governor Andrew Cuomo’s Executive Order 202.1, as extended, 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, by resolution adopted by the members of the Agency on January 12, 2021, the Agency approved the Project (the “Approving Resolution”); and

WHEREAS, on or around January 12, 2021, the Real Estate Holding Company and the Operating Company notified the Agency that, upon completion of the Project Facility, the Real Estate Holding Company and the Operating Company will abandon their current facility located at 294 Ainsley Drive and 336 Ainsley Drive in the City of Syracuse (the “Current Facility”) and have provided an updated application noting the same (the “Application Update” and, collectively with the Application, the “Amended Application”); and

WHEREAS, the Agency caused to be mailed on February 1, 2021 a letter to the chief executive officers of Onondaga County and the City of Syracuse (the “Current Municipalities”) notifying the Current Municipalities that the Real Estate Holding Company and the Operating Company will “abandon” (as such term is used in Section 859-a(5)(d) of the Act) the Current Facility upon completion of the Project; and

WHEREAS, the Agency now desires to ratify and reaffirm its approval of the Project based on the Amended Application; and

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 Real Estate Holding Company and the Operating Company to the Agency in the Amended Application, hereby ratifies and reaffirms its findings, determinations and approval set forth in the Approving Resolution.

Section 2. 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.

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 February 9, 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"), as modified by New York State Executive Order 202.92, 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 9th day of February, 2021.

(SEAL)


Secretary