

QUANTUM COOL, LLC & CRYOMECH, INC.

**RESCINDING RESOLUTION
(3101-19-02A)**

A regular meeting of the Onondaga County Industrial Development Agency convened in public session on May 10, 2022, 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
Susan Stanczyk
Kevin Ryan
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 Janice Herzog, seconded by Victor Ianno, to wit:

**RESOLUTION OF THE ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY TO RESCIND A
PRIOR AUTHORIZATION REGARDING AN
ASSIGNMENT OF THE RIGHT, TITLE AND INTEREST IN
A CERTAIN COMPANY PROJECT FACILITY BY
QUANTUM COOL, LLC TO KELVIN KOOL LLC.**

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 or about September 26, 2019, the Agency undertook a project (the “Project”) on behalf of Quantum Cool, LLC (the “Company”) and Cryomech, Inc. (the “Operating Company”), said Project consisting of the following: (A)(1) acquisition of an interest in an approximately 14-acre portion of land located at 6682 Moore Road (tax map no. 022.-05-03.1) in the Town of Dewitt, Onondaga County, New York (the “Land”); (2) the construction on the Land of an approximately 76,000 square foot building (the “Facility”); (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 be used by the Operating Company as a manufacturing plant for high-performance cryogenic equipment and related office space; (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 transfer 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 Company Project Facility to the Company or such other person as may be designated by the 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 connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “Company Documents”): (A) an underlying lease (and a memorandum thereof) dated as of September 1, 2019 (the “Underlying Lease”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company; (B) a lease agreement (and a memorandum thereof) dated as of September 1, 2019 (the “Lease Agreement”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Company 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) a company project agreement dated as of September 1, 2019, as amended by an Amendment to the Company Project Agreement dated as of August 1, 2020 (collectively, the “Project Agreement”), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company; (D) a payment in lieu of tax agreement dated as of September 1, 2019 by and between the Agency and the Company (the “PILOT Agreement”) whereby the Company agreed to make certain payments in lieu of real property taxes;

and (E) various certificates relating to the Project (the “Certificates”); and

WHEREAS, the Company notified the Agency that it intended to sell all of its right, title and interest in and to the Company Project Facility to Kelvin Kool LLC (the “Assignee”), a real estate holding company of the Operating Company; and

WHEREAS, pursuant to a resolution duly adopted by the Agency on December 14, 2021, the Agency hereby consented to the sale by the Company of the Company Project Facility to the Assignee and the assignment by the Company and the assumption by the Assignee of the Company Documents and all covenants therein agreed to by the Company in connection with the Project (collectively, the “Assignment Transaction”); and

WHEREAS, the Company has notified the Agency that the Company is no longer selling all of its right, title and interest in and to the Company Project Facility to the Assignee and has withdrawn its request for the Agency to consent to the Assignment Transaction.

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

Section 1. The Agency hereby rescinds its authorization of and revokes its consent to the Assignment Transaction.

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.

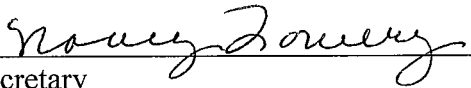
STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

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 May 10, 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 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"), 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 11 day of May, 2022.


Secretary