

FINAL APPROVING RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on October 25, 2023, at 8:30 a.m. local time, at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by The Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Marc Greco, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

ABSENT: Tricia Peter-Clark

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Benjamin Morrow, and Austin Wheelock

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

WHEREAS, the County of Oswego Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 234 of the Laws of 1973 of the State, as amended from time to time (collectively, the “*Act*”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the acquisition, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS Daldrop SBB LLC, a Delaware limited liability company, or an entity formed or to be formed by it or on its behalf (the “**Company**”), submitted an application to the Agency on or about September 19, 2023 (“**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 17 acres of real property located at 150 County Route 59A (Tax ID No. #303.00-02-03.15) in the Town of Schroepfel, County of Oswego, State of New York (the “**Land**”); (ii) the construction of an approximately 32,000 square foot building for the manufacturing, distribution, engineering, sales, research and development of cleanroom systems, together with related site improvements (all of the foregoing, collectively, the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**”) (the Land, the Facility and the Equipment being collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company and/or its designee as an agent of the Agency in connection with the acquisition, construction, and equipping of the Project Facility; and (D) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in accordance with the requirements of Section 859-a of the Act, a copy of the Initial Resolution (as defined herein) was distributed on October 5, 2023 by the Agency, by certified mail, return receipt requested, to the chief executive officer of each affected local taxing jurisdiction, including the school board and district superintendent of the Phoenix Central School District; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on October 23, 2023 pursuant to Section 859-a of the Act, notice of which was published on October 10, 2023 in The Post-Standard, a newspaper of general circulation in the Town of Schroepfel and County of Oswego and given to the chief executive officers of the affected tax jurisdictions by letter dated October 5, 2023; and

WHEREAS, the Agency adopted a resolution on September 27, 2023 (the “**Initial Resolution**”) entitled:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND

AUTHORIZING A PUBLIC HEARING

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on October 25, 2023 (the “*SEQRA Resolution*”) entitled:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND DETERMINING THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT ADVERSE EFFECT ON THE ENVIRONMENT

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on October 25, 2023 (the “*Inducement Resolution*”) entitled:

RESOLUTION AUTHORIZING THE UNDERTAKING OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF A CERTAIN PROJECT, APPOINTING DALDROP SBB LLC (THE “COMPANY”) AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, for purposes of exemption from State sales and use taxation as part of the Financial Assistance requested, “sales and use taxation” shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Town of Schroepfel, County of Oswego; (ii) although the completion of the Project Facility will result in the removal of one or more plants or facilities of the Company from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company located in the State, the Project and the related financial assistance is reasonably necessary to discourage the Company from removing the Project to a location outside the State; (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County; and (iv) the Project will serve the public purposes of the Act by

preserving permanent, private sector jobs or increasing the overall number of permanent, private sector jobs in the State of New York; and

WHEREAS, the Agency adopted a resolution on October 25, 2023 (the “*PILOT Resolution*”) entitled:

**RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX
SCHEDULE AND AUTHORIZING THE EXECUTION AND
DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY
IN CONNECTION WITH A CERTAIN PROJECT
UNDERTAKEN AT THE REQUEST OF DALDROP SBB
LLC**

which resolution is in full force and effect and has not been amended or modified;

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency, as follows:

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- A. Ratifies the findings in its Initial, SEQRA, Inducement and PILOT Resolutions.
- B. The granting of the Financial Assistance will be an inducement to the Company to further develop the Project in the Town of Schroepfel, County of Oswego; and will assist the Company in the construction, installation and equipping of the Project Facility.
- C. The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct and/or improve, install, equip and complete the Project Facility.
- D. The acquisition, construction and/or improving, installation, equipping and completion of the Project and will promote employment opportunities, help prevent economic deterioration in the Town of Schroepfel and the County of Oswego and advance the health, general prosperity and economic welfare of the people of the State.

- E. The acquisition or continuation of an interest in the Project Facility by the Agency and the designation of the Company as the Agency's agent for the acquisition, construction, equipping and completion of the Project will be an inducement to the Company to acquire, construct and/or improve, install, equip and complete the Project Facility in the Town of Schroepfel, County of Oswego, and will serve the purposes of the Act by, among other things, preserving and/or creating permanent private sector jobs, promoting job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in financing the costs of the acquisition, construction and/or improving, installation, equipping and completion of the Project Facility.
- F. Although the completion of the Project Facility will result in the removal of one or more plants or facilities of the Company from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company located in the State, the Project and the related financial assistance is reasonably necessary to discourage the Company from removing the Project to a location outside the State.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement, the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution, the SEQRA Resolution and the PILOT Resolution (collectively, the "**Resolutions**") and satisfaction of the requirements set forth in Section 862(2)(c) of the Act, the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Company pursuant to a lease agreement between the Agency and the Company (the "**Company Lease**") and acquire an interest in the Equipment pursuant to one or more bills of sale from the Company (collectively, the "**Bill of Sale**"); (C) sublease the Project Facility to the Company, pursuant to a sublease agreement which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency (the "**Agency Lease**" and together with the Company Lease, the Bill of Sale, the Agency Lease and the Project Agreement, the "**Lease Documents**") which shall be consistent with this Resolution and approved by the Chief Executive Officer and/or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency; and (D) execute and deliver any other documents necessary to effectuate the intent of the Resolutions and the granting of the Financial Assistance as contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 4. The Chief Executive Officer and/or (Vice) Chairperson are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Lease Documents and any other document and agreement identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by the Resolutions. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 6. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 7. The Chief Executive Officer and/or the (Vice) Chairperson of the Agency is hereby authorized and directed to distribute copies of this Resolution to the 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. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and to consummate the transactions contemplated by this Resolution.

Section 9. 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>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tricia Peter-Clark				X	
Marc Greco	X				
Tim Stahl	X				
H. Leonard Schick	X				
Gary T. Toth	X				
Barry Trimble	X				

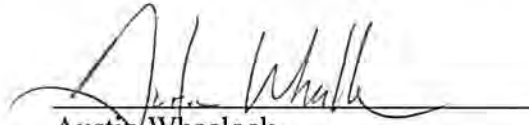
The resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the "**Agency**") held on October 25, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Article 7 of the Public Officers Law (the "**Open Meetings Law**"), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Open Meetings Law, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on October 25, 2023.


Austin Wheelock
Chief Executive Officer

(SEAL)