

**Final Authorizing Resolution
Horsht, LLC Facility**

Transcript Document No. 10

Date: April 22, 2022

At a meeting of the Oneida County Industrial Development Agency (the "Agency") hosted at 584 Phoenix Drive, Rome, New York 13441 on the 22nd day of April 2022, the following members of the Agency were:

Members Present: David Grow, Michael Fitzgerald; Gene Quadraro.

Members Present: WebEx: Mary Faith Messenger; Ferris Betrus; Steve Zogby.

EDGE Staff Present: Shawna Papale, Steven DiMeo, Tim Fitzgerald, Jennifer Waters

EDGE Staff Present: WebEx: Bill Van Shufflin, Mark Kaucher

Other Attendees: Wade Abraham & Paul Rayhill, Alder Creek Beverages

Other Attendees: WebEx: Rome Mayor Jackie Izzo; Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Gordon Woodcock, Pivot Solar, LLC; Jolene Cleaver, Rome Daily Sentinel.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to proposed financial assistance to Horsht, LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

F. Betrus voting aye;

M. Fitzgerald voting aye;

D. Grow voting aye;

M.F. Messenger voting aye;

E. Quadraro voting aye;

S. Zogby voting aye.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PILOT AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, THE RECAPTURE AGREEMENT, THE LOAN DOCUMENTS AND RELATED DOCUMENTS WITH RESPECT TO THE HORSHT, LLC FACILITY LOCATED IN THE TOWN OF WHITESTOWN, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Horsht, LLC, on behalf of itself and/or the principals of Horsht, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in construction of a 6,000± square foot addition and a 8,500± square foot addition to existing buildings together with all site preparation and infrastructure to support the same (collectively, the "FIS Improvements"); construction of a 9,600± square foot addition to an existing building together with all site preparation and infrastructure to support the same (collectively, the "TLC Improvements" and together with the FIS Improvements, the "Improvements") situated on parcels of land measuring 11.62 acres in the aggregate located at 161 Clear Road, 175 Clear Road and 132 Base Road, Town of Whitestown, Oneida County New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of supporting the expansion and growth of Fiber Instrument Sales, Inc. and its communication fiber optics and sheet metal bending operations and supporting the expansion and growth of The Light Connection, Inc. and its cable and tubing manufacturing operations (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Facility is referred to as the "Project"); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Company operates a portion of the Facility under the closely-held entity Fiber Instrument Sales, Inc. ("FIS"), and another portion of the Facility under the closely-held entity The Light Connection, Inc. ("TLC"); and

WHEREAS, the Company owns multiple locations within Oneida County outside of the Facility, which are operated by other closely-held entities (such entities, together with FIS and TCL are the "Closely-Held Entities"); and

WHEREAS, the Company intends to finance a portion of the costs of the Facility by securing a loan from a lender to be identified (the "Bank") in the principal amount not to exceed \$2,800,000.00 to be secured by a Mortgage and Security Agreement (the "Mortgage") from the Agency and the Company to the Bank; and

WHEREAS, the Agency by resolution duly adopted on March 25, 2022 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency conducted a public hearing on April 14, 2022 and has received all comments submitted with respect to the Financial Assistance and the nature and location of the Facility; and

WHEREAS, the value of the Financial Assistance is described below:

- Sales and use tax exemption valued at \$161,664
- Mortgage tax exemption valued at \$21,123
- Reduction of real property taxes valued at approximately \$228,160

WHEREAS, the Financial Assistance is consistent with the Agency's Uniform Tax Exemption Policy; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Project and the Agency's leasehold interest in the Facility; and

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(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 Facility constitutes a "project", as such term is defined in the Act; and

(c) The construction and equipping of the Facility, the leasing of the Facility to the Company and the Agency's Financial Assistance with respect thereto, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The construction, equipping and financing of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency at its meeting on April 22, 2022 encompassed the actions to be undertaken by this resolution and no changes have been made to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to undertake the Project; and

(h) The Lease Agreement is an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement is an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Payment-In-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Company agrees to make payments-in-lieu-of-taxes for the duration of the term of the Leaseback Agreement; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") among the Company, FIS, TLC and the Agency will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(l) The Job Creation and Recapture Agreement (the "Recapture Agreement") between the Company and the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance is conditioned upon the Company completing the Project substantially as presented to the Agency; and

(m) The Loan Documents will be effective instruments whereby the Agency mortgages and/or assigns to the Bank its interest in the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement; (vi) execute and deliver the Environmental Compliance and Indemnification Agreement, (vii) execute, deliver and perform the Recapture Agreement, (viii) execute, deliver and perform the Loan Documents, and (ix) provide the Financial Assistance to the Company in support of the Project.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement and the Recapture Agreement (each in substantially the Agency's customary forms and which, prior to the execution and delivery thereof, may be redated) are hereby approved. The form and substance of the Loan Documents are hereby approved, subject to the inclusion of the Agency's standard financing provisions and subject to counsel review.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the PILOT Agreement, the Environmental Compliance and

Indemnification Agreement, the Recapture Agreement and the Loan Documents, all in substantially the forms thereof approved at this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 22nd day of April 2022 with the originals thereof on file in my office, and that the same are true and correct copies of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement, the Leaseback Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement and the Loan Documents contained in this transcript of proceedings are each in substantially the forms presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend in person and public notices of the time and place of said meetings were duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of December 7, 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



By: _____
Shawna M. Papale, Secretary

**Supplemental Resolution
Horsht, LLC Facility**

Date: May 20, 2022

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on May 20, 2022, the following members of the Agency were:

Members Present: David Grow, Michael Fitzgerald; Ferris Betrus, Kirk Hinman, Mary Faith Messenger, Gene Quadraro, Steve Zogby

EDGE Staff Present: Shawna Papale, Bill Van Shufflin, Maureen Carney, Tim Fitzgerald, Mark Kaucher (WebEx)

Other Attendees: Rome Mayor Jackie Izzo; Paul Goldman, Esq., Goldman Attorneys, PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King (call-in); Mark Levitt and Jenna Peppenelli (WebEx); Gordon Woodcock, Pivot Energy (WebEx); Kate Jarosh, Woodhaven Ventures, LLC (WebEx)

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action to amend the Inducement Resolution and Final Authorizing Resolution pertaining to proposed financial assistance to Horsht, LLC.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

David Grow
Michael Fitzgerald
Ferris Betrus
Kirk Hinman
Mary Faith Messenger
Gene Quadraro
Steve Zogby

Voting Nay

RESOLUTION SUPPLEMENTING AND AMENDING THE INDUCEMENT
RESOLUTION AND FINAL AUTHORIZING RESOLUTION WITH RESPECT TO THE
HORSHT, LLC FACILITY LOCATED IN THE TOWN OF WHITESTOWN, ONEIDA
COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Horsht, LLC, on behalf of itself and/or the principals of Horsht, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of a 6,000± square foot addition and a 8,500± square foot addition together with all site preparation and infrastructure to support the same (collectively, the "FIS Improvements"); construction of a 9,600± square foot addition to an existing building together with all site preparation and infrastructure to support the same (collectively, the "TLC Improvements" and together with the FIS Improvements, the "Improvements") situated on parcels of land measuring 11.62 acres in the aggregate located at 161 Clear Road, 175 Clear Road and 132 Base Road, Town of Whitestown, Oneida County New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of supporting the expansion and growth of Fiber Instrument Sales, Inc. and its communication fiber optics and sheet metal bending operations and supporting the expansion and growth of The Light Connection, Inc. and its cable and tubing manufacturing operations (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Facility is referred to as the "Project"); and

WHEREAS, by resolution duly adopted on March 25, 2022, (the "Inducement Resolution") the Agency decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, by resolution duly adopted on April 22, 2022, (the "Final Authorizing Resolution") the Agency approved the financial assistance to the Company, conditioned upon the Company creating (or cause its closely-held entities to create) 15 FTEs in Oneida County by the end of the third lease year as a result of the Project and to retain (or cause its closely-held entities to retain) the existing 394 FTEs employed by the Company and/or its closely-held entities in Oneida County, all as a result of the Project (the "Employment Obligation"); and

WHEREAS, on April 29, 2022 the Company submitted an amendment to its Application for Financial Assistance dated March 11, 2022 (the "Application") correcting the number of existing FTEs from 394 FTEs to 336 FTEs, which corrected number accurately represents the existing number of FTEs employed by the Company and its closely-held entities in Oneida County; and

WHEREAS, the Agency has received the amendment to the Application and a revised cost-benefit analysis employing the corrected number of existing FTEs; and

WHEREAS, the Agency wishes to amend the Employment Obligation to accurately reflect the existing number of FTEs employed by the Company and its closely-held entities in Oneida County.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(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 Facility constitutes a "project", as such term is defined in the Act; and

(c) The construction and equipping of the Facility, the leasing of the Facility to the Company and the Agency's Financial Assistance with respect thereto under the corrected Employment Obligation, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The SEQRA findings adopted by the Agency on April 22, 2022 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) amend the definition of the "Employment Obligation" to require the Company to create (or cause its closely-held entities to create) 15 FTEs in Oneida County by the end of the third lease year as a result of the Project and to retain (or cause its closely-held entities to retain) the existing 336 FTEs employed by the Company and/or its closely-held entities in Oneida County, and to retain (or cause its closely-held entities to retain) the existing 394 FTEs employed by the Company and/or its closely-held entities in New York State all as a result of the Project, (ii) amend the Inducement Resolution and the Inducement/Project Agreement to reflect the amended Employment Obligation, and (iii) amend the Final Authorizing Resolution to reflect the amended Employment Obligation.

Section 3. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 4. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on May 20, 2022 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 such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

IN WITNESS WHEREOF, I have hereunto set my hand as of December 7, 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



By: _____
Shawna M. Papale, Secretary