

**Resolution to Extend Period of
Agency Appointment
Cold Point Corporation 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 on certain matters pertaining to extending the time of previously approved financial assistance to Cold Point Corporation.

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 AUTHORIZING THE AGENCY TO EXTEND THE PERIOD OF THE AGENCY APPOINTMENT AND EXECUTE RELATED DOCUMENTS WITH RESPECT TO THE COLD POINT CORPORATION FACILITY LOCATED IN THE CITY OF ROME, 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, the Company previously requested the Agency's assistance in connection with the construction of a 50,000± square foot building and four loading docks (the "Improvements") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing water source heat pump units and components (the Land, the Improvements and the Equipment are referred to collectively as the "Facility"); and

WHEREAS, on August 17, 2018 the Agency adopted a resolution approving financial assistance in support of the Facility, which included exemptions from sales and uses taxes in an amount estimated at \$131,530 but not to exceed \$144,683; and

WHEREAS, on November 19, 2021 the Agency adopted a resolution approving a request to increase the value of the exemption to \$188,870.00, and to extend the period of the agency appointment under which the Company may utilize the exemption to May 18, 2022, to allow the Company to complete construction of the Facility; and

WHEREAS, the Company has submitted to the Agency a request to further extend the period of the agency appointment under which the Company may utilize the exemption to November 18, 2022 (the "Extended Financial Assistance") to allow the Company to complete construction of the Facility.

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 Extended Financial Assistance 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 Extended Financial Assistance is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) The SEQRA findings adopted by the Agency on August 17, 2018 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; and

(f) It is desirable and in the public interest for the Agency to approve the Extended Financial Assistance.

Section 2. In consequence of the foregoing, the Agency hereby determines to (i) extend the agency appointment to November 18, 2022, and (ii) execute and deliver an agency appointment letter, Form ST-60 and related documents (the "Extended Sales Tax Documents") in support of the Project.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the Extended Financial Assistance, and all acts heretofore taken by the Agency with respect to such Extended Financial Assistance are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Extended Sales Tax Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Executive Director, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Extended Sales Tax Documents, all in substantially the forms thereof presented to or approved by this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, 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. The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Executive Director, 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 Extended Sales Tax 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 Extended Sales Tax Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

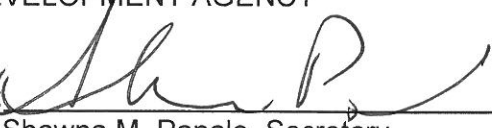
STATE OF NEW YORK)
) ss.:
COUNTY OF ONEIDA)

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 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 May 20, 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 

Shawna M. Papale, Secretary