

**Authorizing Resolution
NYSDOT Passenger and Freight
Rail Assistance Program (PFRAP)
Application (The DeLong Co., Inc.)**

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on March 28, 2025, the following members of the Agency were:

Members Present:

Members Excused:

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 a request for the Agency to apply for a grant through the NYSDOT Passenger and Freight Rail Assistance Program (PFRAP) for the benefit of The DeLong Co., Inc.

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO PURSUE A GRANT FUNDING OPPORTUNITY OFFERED BY THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION UNDER THE PASSENGER AND FREIGHT RAIL ASSISTANCE PROGRAM, ALL WITH RESPECT TO RAIL INFRASTRUCTURE IMPROVEMENTS TO BE UNDERTAKEN BY THE DELONG CO., INC. LOCATED AT 7598 US-20, TOWN OF SANGERFIELD, ONEIDA COUNTY, NY

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 DeLong Co., Inc. (the “Company”) is the owner of a certain facility known as DeLong Sangerfield (formerly Gold Star Feed), located at 7598 US-20 in the Town of Sangerfield, Oneida County, New York (the “Facility”) and provides handling and transportation for local farmers and agribusinesses; and

WHEREAS, the Company provided the Agency with information pertaining to a proposed Sangerfield Rail Efficiency Project which aims to modernize and expand the rail infrastructure at the Facility, for the purpose of optimizing the Company’s loading and unloading capabilities, increasing rail utilization, and reducing local road congestion and environmental impact (the “Project”); and

WHEREAS, in furtherance of the Project, the Company wishes to apply to New York State Department of Transportation (“NYSDOT”) for a grant through the Passenger Rail Freight Assistance Program (the “Grant”); and

WHEREAS, as a private entity, the Company needs to identify an eligible public agency to serve as the formal applicant and has requested the Agency to act as its application sponsor and has further agreed to assume all responsibilities, rights, obligations and liabilities associated with the Grant; and

WHEREAS, if awarded, the terms of the Grant will be set forth in a Agreement to be entered into by and between the Agency and NYSDOT (the “Grant Agreement”); and

WHEREAS, simultaneously with entering into the Grant Agreement, the Agency and the Company will enter into one or more agreements the Agency deems necessary and appropriate to confirm the Company’s commitment to assume all of the obligations of, and provide a full indemnity to, the Agency in connection with the Grant Agreement (collectively, the “Indemnity Agreements”); and

WHEREAS, under the Act, the Agency is empowered to accept gifts, grants, loans, or contributions from, and enter into contracts or other transactions with, the United States and the state or any agency of either of them, any municipality, any

public or private corporation or any other legal entity, and to use any such gifts, grants, loans or contributions for any of its corporate purposes; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, NYSDOT requires the Company to comply with SEQRA as a condition of the Grant; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company will prepare and submit to the Agency an Environmental Assessment Form and related documents (the “Questionnaire”) with respect to the Project, together with the determination of the lead agency; and

WHEREAS, prior to entering into the Grant Agreement (or upon such schedule that is prescribed by NYSDOT in the Grant application process), the Agency will complete its environmental review and make determinations for purposes of SEQRA.

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 purpose of the Project is to improve railway service, which advances the purposes of the Act. Based on representations made by the Company, making application for the Grant to support the Project is in furtherance of the Agency’s corporate purpose and will thereby serve the public purposes of the Act for the following reasons:

- The Project 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 by increasing the market basis for producers and expanding access to global markets; and
- The Project aligns with the New York State Rail Project goals by preserving existing rail infrastructure, enhancing intermodal connectivity through improved port access, and promoting energy efficiency by reducing truck miles; and

- The Project aligns with the region's strategic development goals of strengthening the tradable sector, enabling locally produced grains and feeds to reach international markets, benefiting the agricultural community and the broader economy in the region.

(c) It is desirable and in the public interest for the Agency to apply for the Grant and enter into the Grant Agreement and Indemnity Agreements in furtherance of the Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) apply for the Grant as application sponsor for the benefit of the Company, and (ii) if the Grant is awarded, execute, deliver and perform the Grant Agreement and Indemnity Agreements, all subject to the Agency making a determination with respect to SEQRA.

Section 3. The Agency is hereby authorized to apply for the Grant and enter into the Grant Agreement and Indemnity Agreements, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such action are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Grant Agreement and Indemnity Agreements are hereby approved, prior to the execution and delivery thereof, shall be approved by counsel.

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 Grant Agreement and Indemnity Agreements, in forms satisfactory to the Chairman and Agency Counsel, 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.

Section 6. The Chairman, Vice Chairman, Secretary or any member 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.

DRAFT

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 March 28, 2025 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.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, (iv) there was a quorum present throughout and (v) such resolution has been duly recorded in the official minute book of the Agency.

IN WITNESS WHEREOF, I have hereunto set my hand as of this _____ day of March 2025.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary