

**Inducement Resolution
Rome Community Brownfield Restoration Corporation
Complex 4/Henry Street Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING PRELIMINARY OFFICIAL ACTION IN CONNECTION WITH AN AMENDED SALE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT, AUTHORIZING THE AGENCY TO CONDUCT A PUBLIC HEARING, AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, from the 1920s until 2003, Rome Cable Corporation (“Rome Cable”) and its predecessors owned and operated a wire manufacturing and spinning business on 61.338± acres of land located on the west side of South Madison Street, City of Rome, County of Oneida, State of New York (the “Rome Cable Site”); and

WHEREAS, following Rome Cable’s bankruptcy and closure, it was determined that the Rome Cable Site constituted a “brownfield” site in need of environmental investigation, remediation, restoration and/or clean-up (collectively, the “Environmental Remediation”) so to enable its eventual re-use and/or redevelopment; and

WHEREAS, on February 2, 2004, Rome Community Brownfield Restoration Corporation (“RCBRC,” and sometimes referred to as the “Company”) was formed for the corporate purpose “to promote the development or re-use of property, including Brownfield sites within the City of Rome and its environs, to and including acting as an entity for title holding and managing said properties for economic development purposes;” and

WHEREAS, in order to facilitate the Environmental Remediation of the Rome Cable Site, and its eventual re-use and re-development, the Agency acquired the fee title to portions of the Rome Cable Site by means of (a) a Trustee’s Deed from Mary Fangio, as Trustee for Rome Cable Corporation, et. al., dated December 23, 2004 and recorded on January 11, 2005 in the Oneida County Clerk’s Office as Instrument No. 2005-000683 (the “2004 Deed”) and (b) a Trustee’s Deed from Mary Fangio, Trustee in Bankruptcy appointed as such in the matter of “Rome Cable Corporation, et. al.”,

Debtors, dated June 20, 2008 and recorded on July 24, 2008 in the Oneida County Clerk's Office as Instrument No. 2008-012510 (the "2008 Deed"); and

WHEREAS, the Agency leases to RCBRC the premises described in the 200 Deed, being an approximately 49.639 acre parcel of land located at Henry Street in the City of Rome, County of Oneida and State of New York, known and designated on the tax maps of the County of Oneida as tax map parcel numbers: Section 242.000 Block 1 Lot 7.1 and Section 242.000 Block 1 Lot 54.1 and more particularly described in Exhibit A attached hereto (the "Land"), pursuant to a First Amended and Restated Lease Agreement dated as of September 1, 2022 (the "Lease Agreement"), the term of which Lease Agreement is scheduled to expire on June 30, 2026; and

WHEREAS, in order to facilitate clean-up of the Land, the Agency and the New York State Department of Environmental Conservation (the "DEC") entered into a State Assistance Contract dated February 25, 2009 (the "SAC") to develop and implement an Environmental Restoration Program ("ERP") project for the Land; and

WHEREAS, upon approval of a Remedial Investigation/Alternatives Analysis Report, the DEC determined that additional remediation of the Land was required and subsequently selected remedies for the Land, which were presented in two (2) Records of Decision ("RODs") issued by the DEC on March 30, 2013; and

WHEREAS, the Agency elected to request that the DEC develop and implement the RODs, and the Agency and the DEC executed a New York Works II Environmental Restoration Project Agreement dated March 19, 2015 (the "NYWII ERP Agreement") for the design and implementation of the remedies; and

WHEREAS, thereafter, based on an updated assessment of the condition of the buildings on the Land, the DEC identified the need to demolish the building complex on the Land to implement the selected remedies; and

WHEREAS, the inclusion of the required demolition work added significant costs to the original remedies; and

WHEREAS, the DEC issued a ROD Amendment on July 31, 2019 summarizing the amended remedy, which covered an approximately 21.45 acre portion of the Land (the "Site"); and

WHEREAS, due to the significant cost increase, which was more than three times the original ROD remedy, the Agency elected to terminate the NYWII ERP Agreement pursuant to Paragraph XIV, Sub-Paragraph C thereof, and requested that the Site be transferred into the NYS Superfund program as a Class 2 Site whereupon

the DEC assumed all responsibility for the remediation, demolition, and site restoration costs relating to the Site; and

WHEREAS, the Agency signed DEC Consent Order # CO 6-20220801-37 on August 3, 2022 (the "Consent Order") containing certain liability protections for the Agency, its successors and assigns through acquisition of title, and persons who develop or otherwise occupy the Site; and

WHEREAS, under the terms of the Consent Order, certain provisions of the NYWII ERP Agreement will survive its termination and such provisions continue to be an enforceable part of the Consent Order; and

WHEREAS, on the basis of the DEC issuing the Consent Order, RCBRC and Rome Industrial Development Corporation ("RIDC") entered into a project development agreement (the "PDA"), which PDA provides, among other things, that RIDC is to act as the "lead developer" of a project (the "Redevelopment Project" or the "Project") to develop the Land for use by manufacturing and/or other industrial or commercial end-users (each, individually, as "End-User" and, collectively, the "End Users"); and

WHEREAS, in anticipation of the Redevelopment Project and as an inducement to End Users, the Agency, City of Rome, Oneida County, Rome City School District, and Rome Industrial Development Corporation entered into an Agreement Approving PILOT Terms and Allocating PILOT Payments dated as of August 27, 2018 (the "Allocation Agreement"), under which the parties agreed to certain essential PILOT terms that would be incorporated into future PILOT Agreements for End Users and how PILOT Payments collected thereunder would be allocated among the parties; and

WHEREAS, on April 22, 2024 the Agency and RCBRC granted an environmental easement (the "Environmental Easement") to the DEC covering the Land, which Environmental Easement was recorded in the Office of the Oneida County Clerk and was granted pursuant to Article 71, Title 36 of the New York State Environmental Conservation Law; and

WHEREAS, the Company has submitted a letter to the Agency outlining its success in completing the Environmental Remediation and requesting an extension of the Lease Agreement to allow the Company to continue to undertake the Redevelopment Project; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of extending the full exemption from real property taxes for a period of five years, which is a deviation from the Agency's Uniform Tax Exemption Policy (the "Policy"); and

WHEREAS, the value of the proposed financial assistance is estimated to be \$72,821 (approximately); and

WHEREAS, the Agency is contemplating deviating from Policy for the following reasons:

1. **The nature of the Project:** The purpose of the Agency's acquisition of the property was to assist the Company in its remediation and redevelopment of the former Rome Cable site. Extending the Lease Agreement, and the Agency's related financial assistance to the Company, will promote, encourage and assist the Company to complete the Redevelopment Project and will thereby advance the job opportunities, general prosperity and economic welfare of Oneida County residents.
2. **The nature of the property before the project begins:** The Company has successfully completed the Environmental Remediation of the "brownfield" site.
3. **The economic condition of the area:** The Facility is located in an area that has been designated an economic development zone (Empire Zone) pursuant to Article 18-B of the General Municipal Law, and is therefore located in a "highly distressed area" (as defined in Section 854(18) of the New York General Municipal Law).
4. **The extent to which financial assistance will create or retain permanent, private sector jobs:** The Company has been successful in facilitating redevelopment of the balance of the Rome Cable Site, and the proposed financial assistance will support the Company in achieving further success.
5. **Impact of the proposed tax exemptions on affected tax jurisdictions:** Following Rome Cable's bankruptcy and closure, the site has been unable to generate any tax revenue until Environmental Remediation was complete. The continuation of the tax-exempt status will not reduce the amount of tax revenue presently realized by the affected tax jurisdictions.

6. **Impact on existing and proposed businesses and economic development projects in the vicinity:** Continuing the Redevelopment Project will attract new businesses and investment to the City of Rome and will also help existing businesses to grow and prosper.
7. **The extent to which additional sources of revenue for municipalities and school districts will be created:** To date the Company's Redevelopment Project has generated tax revenues and/or PILOT payments for the benefit of the County of Oneida, the City of Rome and the Rome City School District. Continuing the Redevelopment Project will generate additional tax revenues and/or PILOT payments.

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, the Agency has determined for purposes of SEQRA that the environmental conditions at the Facility are not impacted by the current action, and therefore the environmental reviews conducted by the Agency at the time of the Project are sufficient and are hereby ratified; and

WHEREAS, prior to the closing of an amended sale-leaseback transaction, and the granting of any financial assistance, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of an amended sale-leaseback transaction, and the granting of any financial assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) that, subject to the satisfaction of the aforesaid conditions:

Section 1. (a) The Redevelopment Project, and the Agency's continued financial assistance therefor, will promote job opportunities, health, general

prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.

- (b) It is desirable and in the public interest for the Agency to enter into an amended sale-leaseback transaction, for the purpose of providing additional financial assistance to the Redevelopment Project, as reflected in the Company's letter to the Agency and as amended from time to time prior to the closing of the amended sale-leaseback transaction, all subject to the satisfaction of the conditions of financial assistance described herein.
- (c) In consideration of the ongoing Redevelopment Project, the Agency agrees to waive the requirement for the Company to pay annual rent under the Leaseback Agreement and waives the Agency's closing fee for the transaction.

Section 2.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the amended sale-leaseback transaction, and the continued development of the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3.

Subject to the conditions set forth in Section 4.02 of the Agreement and the conditions described above, the Agency shall continue to assist the Company in the Project and will continue to provide Financial Assistance with respect thereto.

Section 4.

The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the amended sale-leaseback transaction.

Section 5.

Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to

prepare, for submission to the Agency, all documents necessary to effect the sale-leaseback transaction.

Section 6. 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 7. This resolution shall take effect immediately.

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time and location for the meeting was duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout the meeting.

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

Shawna Papale, Secretary

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EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the _____ day of May 2025 at _____ a.m., local time, at 584 Phoenix Drive, City of Rome, Oneida County, New York in connection with the following matters:

The Agency owns an approximately 49.639 acre parcel of land located at Henry Street in the City of Rome, County of Oneida and State of New York (the "Land") and leases the Land to Rome Community Brownfield Restoration Corporation (the "Company") pursuant to a First Amended and Restated Lease Agreement dated as of September 1, 2022 (the "Lease Agreement"), all for the purpose of the Company undertaking the environmental investigation, remediation, restoration and/or clean-up (collectively, the "Environmental Remediation") so to enable its eventual re-use and/or redevelopment. The Company and Rome Industrial Development Corporation ("RIDC") entered into a project development agreement (the "PDA"), which PDA provides, among other things, that RIDC is to act as the "lead developer" of a project (the "Redevelopment Project" or the "Project") to develop the Land for use by manufacturing and/or other industrial or commercial end-users (each, individually, as "End-User" and, collectively, the "End Users"). The Company has completed the Environmental Remediation and is requesting the Agency extend the Lease Agreement for an additional five years in continued support of the Redevelopment Project.

The Agency contemplates that it will provide additional financial assistance to the Company relating to the Facility in the form of extending the abatement of real property taxes for an additional five years, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a final authorizing resolution.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the letter requesting the extension from the Company to the Agency, including an analysis of the costs and benefits of the proposed financial assistance, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York and on the Agency's website.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: May __, 2025

By: /s/ Shawna M. Papale, Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2025 Real Estate Lease Amendment

ROME COMMUNITY BROWNFIELD RESTORATION CORPORATION (Complex 4/Henry Street Facility)

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

The Agency owns an approximately 49.639 acre parcel of land located at Henry Street in the City of Rome, County of Oneida and State of New York (the "Land") and leases the Land to Rome Community Brownfield Restoration Corporation (the "Company") pursuant to a First Amended and Restated Lease Agreement dated as of September 1, 2022 (the "Lease Agreement"), all for the purpose of the Company undertaking the environmental investigation, remediation, restoration and/or clean-up (collectively, the "Environmental Remediation") so to enable its eventual re-use and/or redevelopment. The Company and Rome Industrial Development Corporation ("RIDC") entered into a project development agreement (the "PDA"), which PDA provides, among other things, that RIDC is to act as the "lead developer" of a project (the "Redevelopment Project" or the "Project") to develop the Land for use by manufacturing and/or other industrial or commercial end-users (each, individually, as "End-User" and, collectively, the "End Users"). The Company has completed the Environmental Remediation and is requesting the Agency extend the Lease Agreement for an additional five years in continued support of the Redevelopment Project.

The Agency contemplates that it will provide additional financial assistance to the Company relating to the Facility in the form of extending the abatement of real property taxes for an additional five years, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a final authorizing resolution..

4. Mr. Kaucher then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at ____ a.m.

Mark Kaucher

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on May __, 2025 at 9:00 a.m. local time, at 584 Phoenix Drive, Rome, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) the hearing was open for the public to attend and public notice of the date, time and location for said hearing was duly given, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

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

Secretary