

**Inducement Resolution
ProTrade Garages, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING PROTRADE GARAGES, LLC, THE PRINCIPALS OF PROTRADE GARAGES, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, ProTrade Garages, LLC, on behalf of itself and/or the principals of ProTrade Garages, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has requested the Oneida County Industrial Development Agency (the “Agency”) assist with a project consisting of (a) acquisition of a 2.2 acre parcel of vacant land located at [no number assigned] Route 233, Town of Westmoreland, Oneida County, New York (the “Land”); (b) construction on the Land of a 15,000± square foot garage containing 15 individual purpose-built contractor workspaces, each measuring 1,000 square feet, together with all infrastructure, parking lots, sidewalks and landscaping to service the same (collectively, the “Improvements”); and (c) acquisition and installation of equipment in the Improvements (the “Equipment”), all to be used for the purpose of supporting contractors, tradespeople, small business operators, and equipment-based enterprises (the Land, the Improvements and the Equipment referred to collectively as the “Facility” and the acquisition, construction and equipping of the Facility is referred to collectively as the “Project”); and

WHEREAS, the Company will lease the Facility to the Agency pursuant to a Lease Agreement (the “Lease Agreement”); and

WHEREAS, the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the “Leaseback Agreement”); and

WHEREAS, the Company will further sublease individual units within the Facility to service-based businesses to be identified from time to time (each a “Sublessee” and collectively, the “Sublessees”); 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 support of the Project in the form of exemptions from sales and use taxes and exemptions from mortgage recording taxes (the "Financial Assistance"), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and which will be more particularly set forth in a final authorizing resolution; and

WHEREAS, based upon representations made by the Company in the Application, the value of the Financial Assistance is described as follows:

- Sales and use tax exemption not to exceed \$62,957
- Mortgage recording tax exemption not to exceed \$9,000

WHEREAS, the nature of the Facility is such that it is not intended for any one Sublessee to create permanent employment at the Facility, but rather to allow a Sublessee to operate more efficiently in other locations in Oneida County and therefore the creation and/or retention of FTEs should not be the only metric that the Agency should consider as it reviews on an annual basis whether the Project is meeting its stated goals; and

WHEREAS, based upon representations made by the Company in the Application, the primary purpose of the Project is to fill a demonstrated demand for modern, functional space by providing an ancillary facility with flexible utility, which will allow service-based companies in Oneida County to operate more efficiently, and the Agency will condition the proposed Financial Assistance on the Company achieving the same (the "Project Obligation"), or else be subject to recapture or termination of Financial Assistance relating to the Project; and

WHEREAS, because the value of the proposed Financial Assistance is less than \$100,000, the Act does not require the Agency to conduct a public hearing prior to the granting of Financial Assistance; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed lease-leaseback transaction is either an inducement to the Company and/or the Sublessees to maintain and expand their respective facilities in the County or is necessary to maintain the competitive position of the Company and/or the Sublessees in their respective industries; 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, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, prior to the granting of any Financial Assistance and following the determination of the lead agency, the Agency has completed its environmental review and made 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) that:

- Section 1.
- (a) The Project and the Agency's 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 a lease-leaseback transaction for the purpose of providing financial assistance for the Project, as reflected in the Company's application to the Agency as may be amended from time to time prior to the closing of the lease-leaseback transaction.
 - (c) The Project is reasonably necessary to preserve the Company's and/or the Sublessee's competitive positions in their respective industries.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the lease-leaseback transaction, and the completion of the Facility (the "Agreement") is 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.

The Agency shall assist the Company in the Project and will provide the Financial Assistance with respect thereto subject to (i) obtaining all necessary governmental approvals, (ii) approval of the members of the Company, (iii) approval of the members of the Agency, (iv) satisfactory completion of the environmental review of the Facility by the Agency in compliance with the State Environmental Quality Review Act, (v) agreement by the Agency and the Company upon mutually acceptable terms and conditions for the Leaseback Agreement and other documentation usual and customary to transactions of this nature, (vi) the condition that there are no changes in New York State Law which prohibit or limit the Agency from fulfilling its obligation and commitment as herein set forth to enter into the lease-leaseback transaction and (vii) payment by the Company of the Agency's transaction fee and the fees and disbursements of transaction counsel, more particularly described in the Inducement Agreement.

Section 4.

The Company is herewith and hereby appointed the agent of the Agency to construct, equip and complete the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to the agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to construct, equip and complete the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit A** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company upon satisfaction of the conditions described in Section 3 hereof. The Agency hereby appoints the Company, the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor,

subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the Company, the Company, the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. 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 lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this resolution to the Company and to the affected tax jurisdictions 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. This resolution shall take effect immediately.

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

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

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on November 18, 2025 at eight a.m., local time, at Rome, New York which the following members were:

Members Present:

EDGE Staff Present:

Others Present:

The question of the adoption of the foregoing resolution was duly put to vote, which resulted as follows:

Voting Aye

Voting Nay

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such 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 and public notice of the date, 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.

Timothy Fitzgerald, Assistant Secretary

EXHIBIT A

[To be printed on IDA letterhead and delivered to the Company when appropriate]

_____, 2025

ProTrade Garages, LLC
4513 Brooks Boulevard
Marcy, New York 13413

RE: *Oneida County Industrial Development Agency Lease-Leaseback Transaction
(ProTrade Garages, LLC Facility)*

Ladies and Gentlemen:

Pursuant to a resolution duly adopted on November 18, 2025, the Agency appointed ProTrade Garages, LLC (the "Company") its agent in connection with a transaction in which the Agency will assist in (a) acquisition of a 2.2 acre parcel of vacant land located at [no number assigned] Route 233, Town of Westmoreland, Oneida County, New York (the "Land"); (b) construction on the Land of a 15,000± square foot garage containing 15 individual purpose-built contractor workspaces, each measuring 1,000 square feet, together with all infrastructure, parking lots, sidewalks and landscaping to service the same (collectively, the "Improvements"); and (c) acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of supporting contractors, tradespeople, small business operators, and equipment-based enterprises (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project").

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the Facility, and the following activities as they relate to any construction, equipping and completion of any buildings, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with construction and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The Agency will appoint the Company as its only direct agent for the Project. The agency appointment includes the power of the Company to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described. Please advise the Executive Director of the Agency if you wish to appoint a contractor or other subagent, and the Agency will issue an ST-60 to that party.

In exercising this agency appointment, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the **"ProTrade Garages, LLC Facility"** and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Sublessee which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of constructing and equipping the Facility, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent and are making purchases that would otherwise be exempt outside of the Agency's interest in the Facility must claim the sales tax exemption for construction materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

The aforesaid appointment of the Company as agent of the Agency to construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) November 18, 2026, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment. The value of the sales tax to be abated relating to the construction and equipping of the Facility currently authorized by the Agency is not to exceed \$62,957.00, provided, however, such value may be increased at the discretion of the Agency, upon the written request of the Company accompanied by a revised Project budget.

In accordance with Section 875(3) of the General Municipal Law, the policies of the Agency, and the Resolution, the Company may be subject to recapture of any and all sales and use tax exemptions if it is determined by the Agency that: (a) the Company or its subagents, if any, authorized to make purchases for the benefit of the Project is not entitled to the sales

and use tax exemption benefits; or (b) the sales and use tax exemption benefits are in excess of the amounts authorized by the Agency to be taken by the Company or its subagents, if any; or (c) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (d) the Company has knowingly made a material false or misleading statement, or knowingly omitted any information which, if included, would have rendered any information in the application or supporting documentation false or misleading in any material respect, on its application for Financial Assistance.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to the Project. We are providing a form of a worksheet for you to track all exempt purchases made in completing the Project, using Forms ST-123 or Form ST-120.1. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency and this worksheet. The penalty for failure to file such statement, or to provide a copy to the Agency, is the removal of your authority to act as an agent.

If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files. The Agency will issue and deliver Form ST-60 to you upon receipt of this signed agency appointment letter. The Agency reserves the right to issue a revised agency appointment letter with respect to the process for utilizing and reporting exemptions hereunder.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Name:
Title:

ACCEPTED & AGREED:

PROTRADE GARAGES, LLC

By: _____
Name:
Title: