

**Inducement Resolution
MGS Manufacturing, Inc. Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING MGS MANUFACTURING, INC., THE PRINCIPALS OF MGS MANUFACTURING, INC., 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 SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, MGS Manufacturing, Inc., on behalf of itself and/or the principals of MGS Manufacturing, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Sublessee") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in acquisition of a 70,264± square foot, single-story building (the "Improvements") situated on a 9.51± acre parcel of land located at 122 Otis Street, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing products for the wire, cable and fiber optic industries (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"); and

WHEREAS, the Agency has owned the Land and Improvements and has leased them to Mohawk Valley Economic Development Growth Corporation ("EDGE") pursuant to a Lease Agreement dated as of June 1, 2001 (the "EDGE Lease"); and

WHEREAS, EDGE subleases the Land and Improvements to the Sublessee pursuant to a Sublease Agreement dated May 11, 2001 (the "EDGE Sublease Agreement"); and

WHEREAS, in order to induce the Sublessee to develop the Facility, the Agency is willing to convert its fee interest in the Land, Improvements and Equipment constituting the Facility to a leasehold interest and lease said Land, Improvements and Equipment to 122 Otis Street Realty Corporation (the "Company") pursuant to the terms and conditions contained in a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Company will sublease the Facility to the Sublessee pursuant to the terms of a Sublease Agreement (the "Sublease Agreement"); and

WHEREAS, the Company will lease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and the Agency will lease the Facility back to the Company pursuant to the Leaseback Agreement; 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 is contemplating providing financial assistance to the Project in the form of exemptions from mortgage recording taxes, exemption from sales and use taxes on materials and/or equipment used or incorporated in the Facility and reduction of real property taxes on the Facility for a period of fifteen (15) years, conditioned upon the Company causing the Sublessee to maintain certain employment levels at the Facility, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy (the "Financial Assistance"); and

WHEREAS, the value of the proposed financial assistance is described below:

Sales and use tax exemption	\$23,188 (not to exceed \$25,507)
Mortgage recording tax exemption	\$13,500 (not to exceed \$14,850)
Real property tax abatement	\$921,761 (approximately)

WHEREAS, the Sublessee represented that it will create 3 full time equivalent positions at the Facility prior to the conclusion of the third year of the Lease Term, retain the existing 45 full time equivalent positions at the Facility and maintain all for the duration of the Lease Term as a result of undertaking the Facility (the "Employment Obligation"), and the Financial Assistance is conditioned upon the Sublessee maintaining the Employment Obligation for the term of the Leaseback Agreement and failure to do so may result in the termination or recapture of Financial Assistance; and

WHEREAS, prior to the closing of a sale-leaseback or lease-leaseback transaction and the granting of any financial assistance, the Agency must adopt a SEQR resolution; and

WHEREAS, prior to the closing of a sale-leaseback or lease-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 a sale-leaseback transaction, and the granting of any tax benefits, 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 acquisition, renovation and equipping of the Facility 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 maintain its interest in the Land and Improvements and enter into a sale-leaseback or lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, renovation and equipping of the Facility, as reflected in the Sublessee's application to the Agency and as amended from time to time prior to the closing of the sale-leaseback or lease-leaseback transaction, all subject to the satisfaction of the conditions of financial assistance described herein.

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

are hereby approved. Any member 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 counsel shall approve. The execution thereof by the board member shall constitute conclusive evidence of such approval.

Section 3.

The Sublessee is herewith and hereby appointed the agent of Agency to construct and equip the Facility. The Sublessee is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Sublessee may choose in order to construct and equip the Facility. The terms and conditions for the appointment of the Sublessee 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 Sublessee, marked as **Exhibit C** 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 Sublessee. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Sublessee 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 Sublessee, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Sublessee shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Sublessee, as agent of the Agency.

Section 4.

Subject to the conditions set forth in Section 4.02 of the Agreement and the conditions described above, the Agency shall assist the Company and the Sublessee in the acquisition, construction and equipping of the Facility and will provide Financial Assistance with respect thereto.

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

Section 7. The Executive Director of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and the Sublessee 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 8. 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 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 January 19, 2019 at eight a.m., local time, at Rome, New York which the following members were:

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

EDGE Staff Present: S. Papale, M. Carney, J. Waters, M. Kaucher,

Others Present: Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Rome Mayor Jackie Izzo; Mark Levitt and Jenna Peppenelli, Levitt & Gordon, Bob Wilmot and Bill Maxon, NE Regional Council of Carpenters; Scott Stephan, MGS Mfg. Dave Hill, Rome Sentinel.

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

Voting Aye

F. Betrus
K. Hinman
M. F. Messenger
E. Quadraro
S. Zogby

Voting Nay

D. Grow and M. Fitzgerald exited the room prior to any discussion and abstained from the vote.

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all directors 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 103a and 104, (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 the 29th day of August 2019.


Shawna Papale, Secretary

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 26th day of February 2019 at 9:00 a.m., local time, at 584 Phoenix Drive, City of Rome, Oneida County, New York in connection with the following matters:

MGS Manufacturing, Inc., on behalf of itself, the principals of MGS Manufacturing, Inc., or an entity 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 the acquisition of a 70,264± square foot, single-story building (the "Improvements") situated on a 9.51± acre parcel of land located at 122 Otis Street, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing products for the wire, cable and fiber optic industries (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Agency will lease the Facility to the Company pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Project, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of fifteen (15) years during which time the Company will make a fixed PILOT Payment, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: February 11, 2019

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2019 Real Estate Lease
MGS Manufacturing, Inc. 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:

MGS Manufacturing, Inc., on behalf of itself, the principals of MGS Manufacturing, Inc., or an entity 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 the acquisition of a 70,264± square foot, single-story building (the "Improvements") situated on a 9.51± acre parcel of land located at 122 Otis Street, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing products for the wire, cable and fiber optic industries (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Agency will lease the Facility to the Company pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Project, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of fifteen (15) years during which time the Company will make a fixed PILOT Payment, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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 February 26, 2019 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) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (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 _____,
2019.

Secretary

EXHIBIT C

(To be copied onto IDA letterhead and delivered
to the Company, when appropriate.)

_____, 2019

Scott Stephan, Vice President/CFO
MGS Manufacturing, Inc.
122 Otis Street
Rome, New York 13441

RE: *Oneida County Industrial Development Agency
2019 Real Estate Lease (MGS Manufacturing, Inc. Facility)*

Dear Mr. Stephan:

Pursuant to a resolution duly adopted on January 19, 2019, Oneida County Industrial Development Agency (the "Agency") appointed MGS Manufacturing, Inc., and/or an entity formed or to be formed on its behalf (collectively, the "Sublessee") its agent in connection with a transaction in which the Agency will assist in the acquisition of a 70,264± square foot, single-story building (the "Improvements") situated on a 9.51± acre parcel of land located at 122 Otis Street, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing products for the wire, cable and fiber optic industries (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"). The Facility will be owned by 122 Otis Street Realty Corp. (the "Company") and subleased to the Sublessee for its operation.

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, renovation, 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, renovation and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction, renovation 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 Sublessee as its only direct agent for the Project. The agency appointment includes the power of the Sublessee to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Sublessee and to such other parties as the Sublessee 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 **"MGS Manufacturing, Inc. Facility"** and indicate thereon that the Sublessee, 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 renovation materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

The aforesaid appointment of the Sublessee as agent of the Agency to renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) January 19, 2020, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Sublessee 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.

Based upon representations made by the Sublessee, the value of the sales tax to be abated relating to the renovation and equipping of the Facility is estimated at \$23,188; the value of sales tax exemptions authorized by the Agency is not to exceed \$25,507. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Sublessee (a) that exceed \$100,000.00 for purchases made between January 19, 2019 and [date of public hearing] or (b) that exceed \$25,507 for purchases made relating to the Project in the aggregate.

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 Shawna M. Papale

Title: Executive Director

ACCEPTED & AGREED:

MGS MANUFACTURING, INC.

By: _____

Name: Scott Stephan

Title: Vice President/CFO