

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF THE SLOAN FAMILY TRUST AND S.R. SLOAN, INC. WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, the Oneida County Industrial Development Agency (the "Agency") previously provided financial assistance to The Sloan Family Trust, having an address of 11772 Bell Hill Road, New Hartford, New York 13413 (the "Company") with a project consisting of the construction of a 62,000± square foot manufacturing facility (the "Existing Improvements") situated on a 20.5± acre parcel of land situated at 8089 Halsey Road, Town of Whitestown, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Existing Improvements (the "Existing Equipment"), all for the manufacturing of roof and floor trusses, wall panels and custom stairs; and

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to the Company, consisting of the construction of an 18,000± square foot addition (the "Addition") to the Existing Improvements and the acquisition and installation of equipment in the Addition (the "2016 Equipment" and together with the Existing Equipment, the "Equipment"), all to increase production capabilities, including the following as they relate to the construction and equipping of such buildings, whether or not any materials 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 the acquisition, construction and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the construction and equipping and (iii) all equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building; and

WHEREAS, the Land, the Existing Improvements and the Existing Equipment are referred to collectively as the "Existing Facility," the Addition and the 2016 Equipment are referred to collectively as the "2016 Facility," the Existing Facility and the 2016 Facility are referred to collectively as the "Facility" and the construction and equipping of the Addition is referred to as the "Project"; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the construction and equipping of the 2016 Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the acquisition, renovation, and equipping of the 2016 Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, the Town of Whitestown Planning Board (the "Town Planning Board"), based upon the EAF and other representations and information furnished by the Company regarding the 2016 Facility, determined on April 27, 2016, in an uncoordinated review, that the action relating to the construction, equipping and operation of the 2016 Facility is an unlisted action, as that term is defined in the SEQRA Act and will not have a "significant effect" on the environment; and

WHEREAS, pursuant to the Regulations, the Agency has examined the EAF in order to make a determination as to the potential environmental significance of the Facility.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, the Town Planning Board's minutes, proceedings and findings, and based further upon the Agency's knowledge of the area surrounding the 2016 Facility and such further investigation of the Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the 2016 Facility:

(A) The 2016 Facility is as described in the Application, the EAF and the Town Planning Board resolution;

(B) The 2016 Facility constitutes an "Unlisted Action" (as defined in the Regulations);

(C) No potentially significant impacts on the environment are noted in the EAF for the 2016 Facility or the Town Planning Board resolution, and none are known to the Agency;

(D) The 2016 Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;

(E) The 2016 Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);

(F) The 2016 Facility will not conflict with the community's current plans or goals as officially approved or adopted;

(G) The 2016 Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;

(H) The 2016 Facility will not result in a major change in the use of either the quantity or type of energy;

(I) The 2016 Facility will not result in the creation of a hazard to human health;

(J) The 2016 Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;

(K) The 2016 Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;

(L) The 2016 Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;

(M) The 2016 Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The 2016 Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7(c).

Section 2. The Agency hereby determines that the 2016 Facility will not have a significant impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the 2016 Facility. As a result, the Agency has prepared a negative declaration with respect to the 2016 Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the 2016 Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

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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 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 Board of Directors of the Agency duly convened in public session on May 20, 2016 at 8 a.m. local time, at 584 Phoenix Drive, Rome, New York at which the following members were:

**Members Present:**       S. Zogby, D. Grow, E. Quadraro, N. Brown, F. Betrus, M. Fitzgerald, M.F. Messenger

**EDGE Staff Present:** S. Papale, M. Carney, J. Waters, A. Gerardo, H. LaSalle, S. DiMeo, T. Fitzgerald

**Others Present:**        J. Izzo, L. Ruberto, Peter Sloan, Bill Maxim, Melissa Cummings, Dan Guzewich, C. Levitt, William Jackson, Greg Evans, Mike Lennon, Paul Rayhill, Wade Abraham

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

F. Betrus voting aye;  
N. Brown voting aye;  
M. Fitzgerald voting aye;  
D. Grow voting aye;  
M.F. Messenger voting aye;  
E. Quadraro voting aye;  
S. Zogby voting aye.

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 \_\_\_ day of August 2016.

  
Secretary

Date: May 20, 2016

At a meeting of the Oneida County Industrial Development Agency, Oneida County, New York (the "Agency"), held at 584 Phoenix Drive, Rome, New York on the 20th day of May 2016, the following members of the Agency were:

**Members Present:** S. Zogby, D. Grow, E. Quadraro, N. Brown, F. Betrus, M. Fitzgerald, M.F. Messenger

**EDGE Staff Present:** S. Papale, M. Carney, J. Waters, A. Gerardo, H. LaSalle, S. DiMeo, T. Fitzgerald

**Others Present:** J. Izzo, L. Ruberto, Peter Sloan, Bill Maxim, Melissa Cummings, Dan Guzewich, C. Levitt, William Jackson, Greg Evans, Mike Lennon, Paul Rayhill, Wade Abraham

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 continuing to hold title to a certain industrial development facility more particularly described below (The Sloan Family Trust/S.R. Sloan, Inc. Facility) and the continued leasing of the facility to The Sloan Family Trust.

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

F. Betrus voting aye;  
N. Brown voting aye;  
M. Fitzgerald voting aye;  
D. Grow voting aye;  
M.F. Messenger voting aye;  
E. Quadraro voting aye;  
S. Zogby voting aye.

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR THE SLOAN FAMILY TRUST/S.R. SLOAN, INC. AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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 Agency previously provided financial assistance to The Sloan Family Trust, having an address of Bell Hill Road, New Hartford, New York 13413 (the "Company") with a project consisting of the construction of a 62,000± square foot manufacturing facility (the "Existing Improvements") situated on a 20.5± acre parcel of land situated at 8089 Halsey Road, Town of Whitestown, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Existing Improvements (the "Existing Equipment"), all for the manufacturing of roof and floor trusses, wall panels and custom stairs;

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to the Company, consisting of the construction of an 18,000± square foot addition (the "Addition") to the Existing Improvements and the acquisition and installation of equipment in the Addition (the "2016 Equipment" and together with the Existing Equipment, the "Equipment"), all to increase production capabilities, including the following as they relate to the construction and equipping of such buildings, whether or not any materials 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 the acquisition, construction and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the construction and equipping and (iii) all equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building;

WHEREAS, the Land, the Existing Improvements and the Existing Equipment are referred to collectively as the "Existing Facility," the Addition and the 2016 Equipment are referred to collectively as the "2016 Facility," the Existing Facility and the 2016 Facility are referred to collectively as the "Facility" and the construction and equipping of the Addition is referred to as the "Project";

WHEREAS, the Facility will be leased to the Company pursuant to a certain First Amended and Restated Lease Agreement by and between the Company and the Agency (the "Lease Agreement") to be further subleased by the Company to S.R. Sloan, Inc., P.O. Box 560, New Hartford, New York 13413 (the "Sublessee") pursuant to a Sublease Agreement dated as of February 1, 2006 from the Company to the Sublessee, as amended (the "Sublease Agreement"); and

WHEREAS, the Agency by resolution duly adopted on March 18, 2016 (the "Resolution") decided to proceed under the provisions of the Act to acquire and lease the Addition and enter into the First Amended and Restated Lease Agreement; and

WHEREAS, the Company has requested that the Agency execute certain loan documents (the "Loan Documents") from the Agency and the Company to NBT Bank, National Association, a national banking association with its principal office at 52 South Broad Street, Norwich, New York 13815 (the "Bank") with respect to the Facility in connection with a construction loan from the Bank in the original principal amount of approximately \$900,000 to finance certain costs of the 2016 Facility; and

WHEREAS, the Company and the Sublessee have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of fee title to 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 2016 Facility constitutes a "project", as such term is defined in the Act; and

(c) The construction and equipping of the 2016 Facility and the leasing of the 2016 Facility together with the Existing Facility to the Company 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 construction and equipping of the 2016 Facility is reasonably necessary to induce the Sublessee to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company, the Sublessee and their counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in the accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

(g) It is desirable and in the public interest for the Agency to lease the Facility; and

(h) The First Amended and Restated Lease Agreement is an effective instrument whereby the Agency leases the Facility to the Company; and

(i) The First Amended and Restated Payment in Lieu of Taxes Agreement (the "First Amended and Restated PILOT Agreement"), by and among the Company, the Sublessee and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency, the Company and the Sublessee set forth the terms and conditions of their Agreement regarding the Company's and/or the Sublessee's payments in lieu of real property taxes; and

(j) The First Amended and Restated Environmental Compliance and Indemnification Agreement (the "First Amended and Restated Environmental Compliance and Indemnification Agreement"), by and among the Agency, the Bank, the Company and the Sublessee will be an effective instrument whereby the Company and the Sublessee agree to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency and the Bank for all liability under all such Environmental Laws; and

(k) The PILOT Mortgage (the "PILOT Mortgage") from the Agency, the Company and the Sublessee to the Agency will be an effective instrument whereby the Agency, the Company and the Sublessee grant the Agency a mortgage and a security interest in their respective interests in the collateral described therein, all for the benefit of the taxing authorities; and

(l) The Jobs Creation and Recapture Agreement (the "Jobs Creation and Recapture Agreement") by the Company and the Sublessee for the benefit of the Agency will be an effective instruction whereby the Company and the Sublessee agree to condition the financial assistance by the Agency on the Company and the Sublessee meeting certain employment obligations with respect to the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Facility to the Company pursuant to the First Amended and Restated Lease Agreement, (ii) execute, deliver and perform the First Amended and Restated Lease Agreement, (iii) execute, deliver and perform the First Amended and Restated PILOT Agreement, (iv) execute and deliver the First Amended and Restated Environmental Compliance and Indemnification Agreement, (v) grant a mortgage on and security interest in and to the Facility pursuant to the PILOT Mortgage, (vi) execute, deliver and perform the PILOT Mortgage; (vii) grant a mortgage on and security interest in and to the Facility to the Bank pursuant to the Loan Documents; (viii) execute, deliver and perform the Loan Documents.

Section 3. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the First Amended and Restated Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the First Amended and Restated Lease Agreement, the First Amended and Restated Environmental Compliance and Indemnification Agreement, the PILOT Mortgage and the First Amended and Restated PILOT Agreement (each in substantially the forms customarily used by the Agency with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, any member of the Agency or Agency Counsel shall approve) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the First Amended and Restated Lease Agreement, the First Amended and Restated PILOT Agreement, the First Amended and Restated Environmental Compliance and Indemnification Agreement, the PILOT Mortgage and the Loan Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, 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 "Agency 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, or any 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 First Amended and Restated Lease 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 Agency 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 Agency 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, DO  
HEREBY CERTIFY:

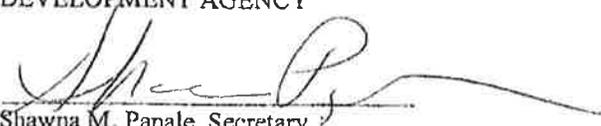
That I have compared the annexed extract of the minutes of the meeting of the Oneida County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 20th day of May 2016, with the original thereof on file in my office, and that the same is a true and correct 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.

That the First Amended and Restated Lease Agreement, the First Amended and Restated Environmental Compliance and Indemnification Agreement, the PILOT Mortgage and the First Amended and Restated PILOT Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

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, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this \_\_\_ day of August  
2016.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: 

Shawna M. Papale, Secretary