

**Inducement Resolution
Lewiston Clinton Townhomes LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING LEWISTON CLINTON TOWNHOMES LLC, THE PRINCIPALS OF LEWISTON CLINTON TOWNHOMES 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, Lewiston Clinton Townhomes LLC, on behalf of itself and/or the principals of Lewiston Clinton Townhomes LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of 34 market-rate townhouses in six buildings, together with parking lots, sidewalks, landscaping and all infrastructure and amenities to service the same (collectively, the Improvements") situated on four parcels of land measuring 3± acres in the aggregate located at 137 McBride Avenue, Village of Clinton, Town of Kirkland, Oneida County, New York (the "Land"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing housing within the community for surrounding employers, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"); 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 a Leaseback Agreement (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 County of Oneida has released a study dated March 21, 2025 entitled, *Oneida County, NY Housing Market Inventory, Assessment and Strategy* (the “County Housing Study”), in which it identifies certain types of housing that need to be filled to meet the demands of changing population and workplace demographics within Oneida County; and

WHEREAS, representations made by the Company in its Application for Financial Assistance dated July 8, 2025 (the “Application”) support the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency by filling the demand for market rate housing units described in the County Housing Study and providing quality housing for employers to attract a quality workforce to the region; and

WHEREAS, after reviewing the criteria described in the Agency’s Uniform Tax Exemption Policy (Housing Policy) (the “Housing Policy”), the Agency has determined that the Project achieves a score of 70 points and qualifies for financial assistance in the form of reduction of real property taxes for a period of ten (10) years, exemptions from mortgage recording taxes, and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, which financial assistance is consistent with the Tier 1 benefits described in the Housing 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; and

WHEREAS, based upon representations made by the Company in the Application, the value of the proposed financial assistance is described as follows:

- Sales and use tax exemption not to exceed \$337,750.00
- Mortgage recording tax exemption not to exceed \$50,062.50
- Real property tax abatement estimated at \$248,722.00

WHEREAS, attached hereto as **Exhibit A** is the criteria the Agency considered when contemplating the financial assistance for the Project; and

WHEREAS, prior to the closing of a 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 lease-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 B**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit C**; 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 to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, the Company has committed to create 1 FTEs in Oneida County by the end of the third lease year as a result of the Project, and the Agency will condition the proposed financial assistance on the Company achieving the same and maintaining the FTE for the full lease term and completing the Project such that it materially meets the goals described in the Project Scoring Criteria, or be subject to termination or recapture of financial assistance; 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, the Village of Clinton Planning Board is acting as lead agency for the purposes of SEQRA; and

WHEREAS, prior to the granting of any financial assistance and following the determination of the lead agency, 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) that:

Section 1. (a) The acquisition, construction 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 enter into a lease-leaseback transaction for the purpose of providing financial assistance for the acquisition, construction and equipping of the Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.
- (c) Based upon representations made by the Company in its Application and based upon the County Housing Study, the Agency determines that the Project will promote employment opportunities and prevent economic deterioration in Oneida County by filling the demand for market rate housing units described in the County Housing Study and providing quality housing for employers to attract a quality workforce to the region.

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 lease-leaseback transaction, and the development 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 acquisition, construction and equipping of the Facility and will provide 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 bond counsel or transaction counsel, more particularly described in the Inducement Agreement.

Section 4.

The Company is herewith and hereby appointed the agent of the Agency to acquire, 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 acquire, 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 D** 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 agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5.

The Agency is hereby authorized and directed to schedule the Hearing, so that the Agency may receive comments from all interested parties on the financial assistance contemplated by the Agency and the financial assistance requested by the Company.

Section 6.

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

Section 7.

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 8.

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 9.

This resolution shall take effect immediately.

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 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 on February 25, 2026.

A handwritten signature in black ink, appearing to read "Timothy Fitzgerald", is written over a horizontal line.

Timothy Fitzgerald, Secretary

EXHIBIT A

Criteria for Evaluation of Housing Project

Lewiston Clinton Townhomes, LLC

Oneida County Industrial Development Agency Uniform Tax Exemption and Agency Benefits Policy Market Rate Rental Housing Development Initiatives (Effective March 1, 2015 and revised on April 20, 2018)

1. Criteria:

OCIDA will entertain applications for assistance that fall within the following criteria, using the following 100 point scoring system for each application received:

Criteria	Description of Criteria	Possible Points	Score
Adaptive Reuse Projects	Projects that propose a change in use to an existing building (e.g., reuse of vacant or underutilized facility) or propose development on a vacant urban infill site ² that is being repurposed or redeveloped for an eligible housing project.	25	25
Eligible Area Locations	Projects located within Eligible Areas (see attached map) that have a minimum of 5 units in a renovation or conversion of a building and 24 units for new construction, except for urban infill development projects where the IDA will entertain applications for projects located on a vacant urban infill site that has less than 24 units of eligible housing.	20	20
Utilizes Existing Infrastructure	Projects that <i>utilize existing infrastructure</i> (i.e. utilizing both existing sewer and water services and do not require system expansion. Modernizations, such as replacing existing pipes where service is already provided, are viewed favorably).	20	20
Community Benefits	Projects that create other benefits that inure to the benefit of the community that may include: rebuilding community infrastructure, pays sewer credits, creates or contributes to a community amenity, dedicates land to a municipality for a public improvement which benefits health and safety, removes slums and blighting influences (e.g., demolition or supports in-fill development within a neighborhood, commercial corridor, downtown, or main street area), provides an environmental enhancement (e.g., flooding wetlands creation/restoration, is part of a Brownfield, utilizes federal/state historic tax credit programs, provides mixed income rental units to support workforce housing, or provides other benefits deemed important and relevant by OCIDA.	5	5

² Urban infill site would include infill rental housing being constructed on vacant or underutilized property.

Lewiston at Clinton Townhomes, LLC

Green Projects	(1) Projects to be constructed on a New York State or federal defined Brownfield, such as a site designated as a federal or state Superfund site; a participant in the State Voluntary Cleanup Program; a former, verified Manufacturing Gas Plant, or within a Brownfield Opportunity Area; or (2) Projects whose plans qualify for a LEED Certification from the US Green Building Council (final certification required prior to commencement of the PILOT Agreement); or (3) Projects that incorporate geothermal technologies that are projected to make a significant impact on the stability, reliability and resilience of the grid. The physical geothermal plant providing energy to the Project must be located within Oneida County, turned on and connected to the grid, the energy generated must provide at least fifty percent (50%) of the energy needs for the Project, and more than fifty percent (50%) of the energy generated must be used in Oneida County.	10	0
Mixed Use Dev. Projects	Projects that are mixed use development with housing being at least –50% or more of a building’s total area and the project induces job growth (mixed use development project proposes direct job creation with non-residential uses). To reach 20 points, must create at least 2 FTEs.	20	0
Total Points:		100	70

2. Scoring of Housing Applications:

OCIDA shall use this scoring system to determine the level of Agency benefits:

- Tier 1 Benefits: projects that score at least 60 points may receive abatement of real property taxes, exemptions from sales taxes and exemptions from mortgage recording taxes
- Tier 2 Benefits: projects that score between 50 to 59 points may receive abatement of real property taxes, exemptions from sales taxes and exemptions from mortgage recording taxes
- Tier 3 Benefits: projects that score 40 to 49 points may receive exemptions from sales taxes and exemptions from mortgage recording taxes (not eligible for abatement of real property taxes)

Term of PILOT Exemption Schedule	Tier 1 – PILOT Exemption Schedule	Tier 2 – PILOT Exemption Schedule
1	100%	75%
2	100%	75%
3	100%	75%
4	100%	75%
5	75%	50%
6	50%	25%
7	50%	
8	25%	
9	10%	
10	10%	

Applicants will pay 100% of all taxes due and owed until a Certificate of Occupancy is issued for a project, and then the first exemption year in the schedule will begin effective the first taxable status date after a Certificate of Occupancy is issued.

EXHIBIT B

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 19th day of August 2025 at 10:00 a.m., local time, at Board Room, Ralph S. Lumbard Memorial Town Hall, 100 North Park Row, Clinton, New York 13323 in connection with the following matters:

Lewiston Clinton Townhomes, LLC, on behalf of itself and/or the principals of Lewiston Clinton Townhomes, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of 34 market-rate townhouses in six buildings, together with parking lots, sidewalks, landscaping and all infrastructure and amenities to service the same (collectively, the Improvements") situated on four parcels of land measuring 3± acres in the aggregate located at 137 McBride Avenue, Village of Clinton, Town of Kirkland, Oneida County, New York (the "Land"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing housing within the community for surrounding employers, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency has determined that the Project qualifies for Tier 1 financial assistance under the scoring criteria described in its Housing Policy in the form of exemptions from real property taxes for a period of ten years, exemptions from mortgage recording taxes and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (Housing 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. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Members of the public may also access the Public Hearing on the Agency's website. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. 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 and on the Agency's website.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
By: /s/ Shawna M. Papale, Executive Director
Dated: July 30, 2025

AFFIDAVIT OF PUBLICATION

Daily Sentinel
111 Langley Rd
(315) 337-4000

State of New Jersey, County of Camden, ss:

Laquansay Nickson Watkins, being first duly sworn, deposes and says: That (s)he is a duly authorized signatory of Column Software, PBC and duly authorized agent of Daily Sentinel, a Daily newspaper published in **Oneida County, New York**. A notice regarding Lewiston Clinton 464062 was published in said newspaper as set forth below, or in the annexed exhibit. This newspaper has been designated by the Clerks of **Oneida County, Herkimer County and Madison County**, as a newspaper of record in their respective counties, and as such, is eligible to publish such notices.

PUBLICATION DATES:

Aug. 1, 2025

NOTICE ID: S5aMMQFwXWz7cM3Ja9Vk

NOTICE NAME: Lewiston Clinton 464062

(Signed) Laquansay Nickson Watkins

SHARONN E THOMAS-POPE
NOTARY PUBLIC
STATE OF NEW JERSEY
My Commission Expires January 23, 2027

VERIFICATION

State of New Jersey
County of Camden

Subscribed in my presence and sworn to before me on this: **09/08/2025**

SM S. & Poe

Notary Public
Notarized remotely online using communication technology via Proof.

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 19th day of August 2025 at 10:00 a.m., local time, at Board Room, Ralph S. Lumbard Memorial Town Hall, 100 North Park Row, Clinton, New York 13323 in connection with the following matters:
Lewiston Clinton Townhomes, LLC, on behalf of itself and/or the principals of Lewiston Clinton Townhomes, LLC, and/or an entity formed or 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 construction of 34 market-rate townhouses in six buildings, together with parking lots, sidewalks, landscaping and all infrastructure and amenities to service the same (collectively, the "Improvements") situated on four parcels of land measuring 3± acres in the aggregate located at 137 McBride Avenue, Village of Clinton, Town of Kirkland, Oneida County, New York (the "Land"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing housing within the community for surrounding employers, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company. The Company will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency has determined that the Project qualifies for Tier 1 financial assistance under the scoring criteria described in its Housing Policy in the form of exemptions from real property taxes for a period of ten years, exemptions from mortgage recording taxes and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (Housing 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

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 Public Hearing. Members of the public may also access the Public Hearing on the Agency's website. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. 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 and on the Agency's website.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

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

Dated: July 30, 2025

EXHIBIT C

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2026 Real Estate Lease
Lewiston Clinton Townhomes LLC Facility

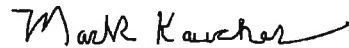
1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order at 10:00 a.m.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

Lewiston Clinton Townhomes, LLC, on behalf of itself and/or the principals of Lewiston Clinton Townhomes, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in construction of 34 market-rate townhouses in six buildings, together with parking lots, sidewalks, landscaping and all infrastructure and amenities to service the same (collectively, the Improvements") situated on four parcels of land measuring 3± acres in the aggregate located at 137 McBride Avenue, Village of Clinton, Town of Kirkland, Oneida County, New York (the "Land"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing housing within the community for surrounding employers, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency has determined that the Project qualifies for Tier 1 financial assistance under the scoring criteria described in its Housing Policy in the form of exemptions from real property taxes for a period of ten years, exemptions from mortgage recording taxes and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, which financial assistance is consistent

with the Agency's Uniform Tax Exemption Policy (Housing 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 report of the public hearing, listing the persons in attendance, 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 10:15 a.m.



Mark Kaucher

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive,
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694
info@mvedge.org www.mvedge.org

Board of Directors

Stephen R. Zogby
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Vice Chairman

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Aricca R. Lewis
Kristen H. Martin
Tim R. Reed

TO: OCIDA Board of Directors
FROM: Mark Kaucher
DATE: August 19, 2025

RE: Lewiston Clinton Townhomes Public Hearing

Date: Tuesday, August 19th, 2025

Location: Board Rm., Ralph S. Lumbard Memorial Town Hall, 100 N. Park Row, Clinton
NY 13323

Representing the Agency: Tim Fitzgerald, Assistant Secretary(remote) Mark Kaucher

Representing Lewiston Clinton Townhomes: Mark Lewis, Michael Lewis

Other Attendees:, Village of Clinton Mayor Elizabeth Tantillo; Steve Bellona; Chris Brown.

Public hearing opened at 10 AM. The verbal reading of the Notice of Public Hearing was waived at the consensus of the attendees.

Mr. Brown inquired as to the details of the proposed Payment in lieu of tax agreement, to which Mr. Kaucher and Mr. Fitzgerald responded.

There were no additional comments related to the proposed Agency benefits.

Public Hearing was closed at 10:15AM

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 "Agency") on August 19, 2025 at 10:00 a.m. local time, at Board Room, Ralph S. Lumbard Memorial Town Hall, 100 North Park Row, Clinton, New York 13323, with the original thereof on file in the office of the Agency, 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 Section 147(f) of the Internal Revenue Code of 1986, as amended, and 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 Section 147(f) and 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 February 25, 2026.



Secretary

EXHIBIT D

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

February __, 2026

Lewiston Clinton Townhomes LLC
Attn.: Mark Lewis
194 Clinton Road
New Hartford, New York 13413

RE: *Oneida County Industrial Development Agency Lease-Leaseback Transaction
Lewiston Clinton Townhomes LLC Facility*

Dear Mr. Lewis:

Pursuant to a resolution duly adopted on **July 25, 2025**, Oneida County Industrial Development Agency (the "Agency") appointed Lewiston Clinton Townhomes LLC (the "Company") its agent in connection with a transaction in which the Agency will assist in construction of 34 market-rate townhouses in six buildings, together with parking lots, sidewalks, landscaping and all infrastructure and amenities to service the same (collectively, the Improvements") situated on four parcels of land measuring 3± acres in the aggregate located at 137 McBride Avenue, Village of Clinton, Town of Kirkland, Oneida County, New York (the "Land"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing housing within the community for surrounding employers, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Company will lease the Facility to the Agency and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement.

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 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 "**Lewiston Clinton Townhomes 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 Company 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 renovating 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 Company 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) **February __, 2027**, 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.

Based upon representations made by the Company, 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 \$337,750.00**. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Company (a) that exceed \$100,000.00 for purchases made between July 25, 2025 and the date of the public hearing or (b) that exceed \$337,750.00 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:
Title:

ACCEPTED & AGREED:

Lewiston Clinton Townhomes LLC

By: _____
Name:
Title:

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/
Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive, Rome, New York 13441
(315) 338-0393, fax (315) 338-5694
info@mvedge.org; www.mvedge.org

Stephen R. Zogby, Chairman
David C Grow, Vice Chairman
Aricca Lewis, Treasurer

Franca Armstrong
James Genovese
Kristen Martin
Timothy Reed

July 30, 2025

VIA EMAIL
READ RECEIPT REQUESTED

Mr. Anthony J. Picente, Jr.
Oneida County Executive
apicente@ocgov.net

Mr. Robert Meelan, Supervisor
Town of Kirkland
Supervisor@townofkirkland.org

Ms. Elizabeth C. Tantillo, Mayor
Village of Clinton
mayor@villageofclintonny.org

Ms. Julia A. Scranton, Clerk
Board of Education
Clinton Central School District
jscranton@ccs.edu

Mr. Christopher Clancy
Superintendent of Schools
Clinton Central School District
cclancy@ccs.edu

Re: *Oneida County IDA 2025 Real Estate Lease*
(Lewiston Clinton Townhomes, LLC Facility)

Ladies and Gentlemen:

On July 25, 2025 Oneida County Industrial Development Agency (the "Agency") adopted an inducement resolution granting preliminary approval for financial assistance in support of the above-referenced project. Enclosed is a copy of the inducement resolution that describes the project and the proposed financial assistance. The proposed financial assistance is consistent with the Agency's Uniform Tax Exemption Policy (Housing Policy).

On August 19, 2025 at 10:00 a.m., at Board Room, Ralph S. Lumbard Memorial Town Hall, 100 North Park Row, Clinton, New York 13323, the Agency will conduct a public hearing regarding this project. Enclosed is a copy of the Notice of Public Hearing, which has been submitted to the *Daily Sentinel*, Rome, New York for publication.

Anthony J. Picente, Jr.
Robert Meelan
Elizabeth Tantillo
Christopher Clancy
Julia Scranton
July 30, 2025
Page 2

You are welcome to attend such hearing, at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project and the proposed financial assistance. You are also welcome to submit your written comments to the Agency prior to the public hearing.

We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993 and Chapter 766 of the Laws of 2022, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 315-338-0393 or by email at spapale@mvedge.org.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Executive Director

Attachments: Inducement resolution, notice of public hearing