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ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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January 4, 2019

Mr. Craig Wanner
Cold Point Corporation
7500 Cold Point Drive
Rome NY 13440

RE: *Oneida County Industrial Development Agency Lease-Leaseback Amendment
(Cold Point Corporation Facility)*

Dear Mr. Wanner,

Pursuant to a resolution duly adopted on May 18, 2018, Oneida County Industrial Development Agency (the "Agency") appointed Cold Point Corporation, and/or an entity formed or to be formed on its behalf (collectively, the "Company") its agent in connection with a transaction in which the Agency will assist in construction of a 45,000± square foot building and four loading docks (the "Improvements"), situated on a 3.00± acre parcel of land located at the intersection of South Jay and Henry Streets, City of Rome, Oneida County, New York that is now known as Building Complex 3 of the former Rome Cable site (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of manufacturing water source heat pump units and components (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 is owned by the Agency, leased to Rome Community Brownfield Restoration Corporation, and subleased to the Company and will be initially operated and/or managed by the Company.

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

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

The agency appointment includes the power 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.

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 **"Cold Point Corporation 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 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 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) May 18, 2019, 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.

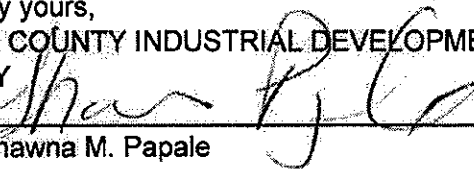
Based upon representations made by the Company, the value of the sales tax to be abated relating to the renovation and equipping of the Facility is estimated at \$131,530; the value of sales tax exemptions authorized by the Agency is not to exceed \$144,683. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Company (a) that exceed \$100,000.00 for purchases made between May 18, 2018 and July 9, 2018 or (b) that exceed \$144,683.00 for purchases made relating to the Project in the aggregate.

The value of exemptions authorized under this letter is limited to \$50,000.00; the Agency will issue a supplemental letter at the closing of the lease-leaseback amendment for the full value of the exemption. Any exemptions claimed by the Company that exceed \$50,000.00 will be subject to recapture.

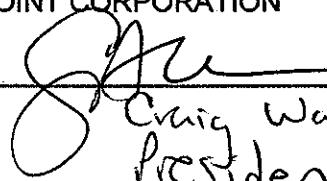
You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to the Project. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency. 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.

Very truly yours,
ONEIDA COUNTY INDUSTRIAL DEVELOPMENT
AGENCY
By: 
Name Shawna M. Papale
Title: Executive Director

ACCEPTED & AGREED:
COLD POINT CORPORATION

By: 
Name: Craig Wanner
Title: President