

**Final Authorizing Resolution
Hangar Road 2 LLC (MetLife)
Facility**

Transcript Document No. 10

Date: February 20, 2026

At a meeting of the Oneida County Industrial Development Agency (the "Agency") hosted at 584 Phoenix Drive, Rome, New York 13441 on the 20th day of February 2026, the following members of the Agency were:

Members Present: Steve Zogby, David Grow, Aricca Lewis, James Genovese, Tim Reed.

Members Virtual: Franca Armstrong

EDGE Staff Present: Tim Fitzgerald, Marc Barraco, Julie Daskiewich, and Rachel Hadden.

EDGE Staff Virtual: Shawna Papale and Mark Kaucher

Others Present: Laura Ruberto, Bond Schoeneck & King; Jenna Peppenelli, Levitt & Gordon; and Scott D. Souva, NYSTEC.

Others Present Virtual: Linda Romano, Bond Schoeneck & King; Mark Levitt, Levitt & Gordon; Amber Mathias, Bonacio Construction.

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 to proposed financial assistance to Hangar Road 2 LLC (MetLife) Facility.

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

Voting Aye

Steve Zogby
David Grow
Franca Armstrong
Aricca Lewis
James Genovese
Tim Reed

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, THE RECAPTURE AGREEMENT, THE LOAN DOCUMENTS AND RELATED DOCUMENTS WITH RESPECT TO THE HANGAR ROAD 2 LLC (METLIFE) FACILITY LOCATED IN THE CITY OF ROME, ONEIDA COUNTY.

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, Hangar Road 2 LLC, on behalf of itself and/or the principals of Hangar Road 2 LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has requested the Oneida County Industrial Development Agency (the "Agency") assist with a project consisting of (a) acquisition of a 7.425± acre parcel of vacant land located at 147 Hangar Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land"); (b) construction on the Land of a 102,000± square foot, three-story office building, together with all infrastructure, parking lots, sidewalks and landscaping to service the same (collectively, the "Improvements"); and (c) acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of retaining employment in Oneida County by providing desirable space to a single tenant that provides back office operations (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Company will further sublease the Facility to MetLife (the "Sublessee") for its operation pursuant to a Sublease Agreement (the "Sublease Agreement"); and

WHEREAS, the Agency by resolution duly adopted on January 16, 2026 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency conducted a public hearing on February 10, 2025 and has received all comments submitted with respect to the Financial Assistance and the nature and location of the Facility; and

WHEREAS, the value of the Financial Assistance is described below:

- Sales and use tax exemption not to exceed \$645,730
- Mortgage recording tax exemption not to exceed \$206,187

WHEREAS, the Financial Assistance is consistent with the Agency's Uniform Tax Exemption Policy; and

WHEREAS, the Company has committed to retain (or cause the Sublessee to retain) the Sublessee's existing 400 FTEs at the Facility for the three-year term of the Leaseback Agreement as a result of undertaking the Project, and the Agency will condition the proposed Financial Assistance on the Company achieving the same (the "Employment Obligation"), or else be subject to recapture or termination of Financial Assistance relating to the Project; and

WHEREAS, by letter dated January 22, 2026 the Agency provided written notice to all affected taxing jurisdictions providing a copy of the Inducement Resolution and notice of the public hearing; and

WHEREAS, the Project will result in the removal or abandonment of the Sublessee's current facility that it leases and is located in the Town of Whitestown, Oneida County, New York; and

WHEREAS, the Company has represented that (a) the Sublessee's current facility no longer meets the Sublessee's long-term operational needs, and the Sublessee will be required to vacate the current facility upon the expiration of the lease in 2028 pursuant to corporate directives and (b) the Agency's financial assistance is necessary to preserve the Sublessee's competitive position by enabling the Company to construct a cost-effective, modern facility that supports efficient operations; and

WHEREAS, by letter dated January 22, 2026 and in accordance with Section 859-a(5)(d) of the Act, the Agency provided written notice to all affected taxing jurisdictions at the Sublessee's current facility, providing a copy of the Inducement Resolution and notice of the public hearing; and

WHEREAS, the Company will finance a portion of the costs of the Facility by securing a loan from a lender to be selected at a later date (the "Bank") to be secured by a Mortgage (the "Mortgage") from the Agency and the Company to the Bank and any other documents the Bank may require to secure its lien (collectively, the "Loan Documents"); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Project and the Agency's leasehold interest in the Facility; and

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 Facility constitutes a "project", as such term is defined in the Act; and

(c) The acquisition, construction and equipping of the Facility, the leasing of the Facility to the Company and the Agency's Financial Assistance with respect thereto, 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 acquisition, construction, equipping and financing of the Facility is reasonably necessary to induce the Sublessee to maintain and expand its facility and existing workforce in Oneida County and/or is necessary to maintain the competitive position of the Sublessee in its industry; and

(e) Based upon representations of the Company and Company's Counsel, the Facility will conform 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 SEQRA findings adopted by the Agency at its meeting on January 16, 2026 encompassed the actions to be undertaken by this resolution and no changes have been made to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to undertake the Project; and

(h) The Lease Agreement will be an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") among the Company, the Sublessee and the Agency will be an effective instrument whereby the Company and the Sublessee each agree to comply with all Environmental Laws (as defined therein)

applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(k) The Job Retention and Recapture Agreement (the "Recapture Agreement") among the Company, the Sublessee and the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance is conditioned upon the Company achieving (or causing the Sublessee to achieve) the Employment Obligation; and

(l) The Loan Documents will be effective instruments whereby the Agency mortgages and/or assigns to the Bank its interest in the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute and deliver the Environmental Compliance and Indemnification Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute, deliver and perform the Loan Documents, and (viii) provide the Financial Assistance to the Company in support of the Project.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the 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 Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement and the Recapture Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved. The form and substance of the Loan Documents are hereby approved, subject to the inclusion of the Agency's standard financing provisions and subject to counsel review.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement 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, Secretary 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 "Closing

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, Secretary or 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 Leaseback 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 Closing 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 Closing 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 (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on February 20, 2026 with the originals thereof on file in my office, and that the same are true and correct copies 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 Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement and the Loan Documents 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 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 April 29, 2026.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Secretary