

**Final Authorizing Resolution
ProTrade Garages, LLC Facility**

Transcript Document No. 9

Date: December 12, 2025

At a meeting of the Oneida County Industrial Development Agency (the "Agency") hosted at 584 Phoenix Drive, Rome, New York 13441 on the 12th day of December 2025, the following members of the Agency were:

Members Present: Steve Zogby, David Grow, Tim Reed, Aricca Lewis, James Genovese, Kristen Martin, and Franca Armstrong.

EDGE Staff Present: Shawna Papale, Tim Fitzgerald, Marc Barraco, Mark Kaucher, Julie Daskiewich, and Rachel Hadden.

Others Present: Tyler Clemens, Atlantic Testing Laboratories.

Others Present Virtual: Jenna Peppenelli, Levitt & Gordon; Laura Ruberto and Linda Romano, Bond, Schoeneck & King.

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 ProTrade Garages, LLC.

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

Voting Aye

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

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, THE RECAPTURE AGREEMENT, THE LOAN DOCUMENTS AND RELATED DOCUMENTS WITH RESPECT TO THE PROTRADE GARAGES, LLC FACILITY LOCATED IN THE TOWN OF WESTMORELAND, 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, ProTrade Garages, LLC, on behalf of itself and/or the principals of ProTrade Garages, 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 (a) acquisition of a 2.2 acre parcel of vacant land located at [no number assigned] Route 233, Town of Westmoreland, Oneida County, New York (the "Land"); (b) construction on the Land of a 15,000± square foot garage containing 15 individual purpose-built contractor workspaces, each measuring 1,000 square feet, 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 supporting contractors, tradespeople, small business operators, and equipment-based enterprises (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 individual units within the Facility to service-based businesses to be identified from time to time (each a "Sublessee" and collectively, the "Sublessees"); and

WHEREAS, the Agency by resolution duly adopted on November 18, 2025 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease the Facility and determined that a public hearing was not required because the value of proposed financial assistance is less than \$100,000.00; and

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

- Sales and use tax exemption not to exceed \$62,957
- Mortgage recording tax exemption not to exceed \$9,600

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

WHEREAS, by letter dated December 4, 2025 the Agency provided written notice to all affected taxing jurisdictions providing a copy of the Inducement Resolution; 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 nature of the Facility is such that it is not intended for any one Sublessee to create permanent employment at the Facility, but rather to allow a Sublessee to operate more efficiently in other locations in Oneida County and therefore the creation and/or retention of FTEs should not be the only metric that the Agency should consider as it reviews on an annual basis whether the Project is meeting its stated goals; and

WHEREAS, based upon representations made by the Company, the primary purpose of the Project is to fill a demonstrated demand for modern, functional space by providing an ancillary facility with flexible utility, which will allow service-based companies in Oneida County to operate more efficiently, and the Agency will condition the proposed Financial Assistance on the Company achieving the same (the "Project Obligation"), or else be subject to recapture or termination of Financial Assistance relating to the Project; 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 Company to maintain and expand its business operations in the State of New York; and
- (e) Based upon representations of the Company and Company's 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 SEQRA findings adopted by the Agency at its meeting on November 18, 2025 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”) between the Company and the Agency will be an effective instrument whereby the Company agrees 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 Project Completion and Recapture Agreement (the “Recapture Agreement”) between the Company and the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance is conditioned upon the Company completing the Project substantially as presented to the Agency; 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 and hereby approves, ratifies and confirms the following actions: (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 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 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 and 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 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, 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 is further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the 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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, as may be required.

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 the 12th day of December 2025 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 August 3, 2026.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Timothy Fitzgerald, Secretary