

**Inducement Resolution
ProTrade Garages, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING PROTRADE GARAGES, LLC, THE PRINCIPALS OF PROTRADE GARAGES, 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, 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 requested the Oneida County Industrial Development Agency (the "Agency") assist with a project consisting of (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 Company will lease the Facility to the Agency pursuant to a Lease Agreement (the "Lease Agreement"); and

WHEREAS, the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (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 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 Agency contemplates that it will provide financial assistance to the Company in support of the Project in the form of exemptions from sales and use taxes and exemptions from mortgage recording taxes (the "Financial Assistance"), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and which will be more particularly set forth in a final authorizing resolution; and

WHEREAS, based upon representations made by the Company in the Application, the value of the Financial Assistance is described as follows:

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

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 in the Application, 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, because the value of the proposed Financial Assistance is less than \$100,000, the Act does not require the Agency to conduct a public hearing prior to the granting of Financial Assistance; 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 and/or the Sublessees to maintain and expand their respective facilities in the County or is necessary to maintain the competitive position of the Company and/or the Sublessees in their respective industries; 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, prior to the granting of any Financial Assistance and following the determination of the lead agency, the Agency has completed its environmental review and made 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 Project 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 Project, as reflected in the Company's application to the Agency as may be amended from time to time prior to the closing of the lease-leaseback transaction.
 - (c) The Project is reasonably necessary to preserve the Company's and/or the Sublessee's competitive positions in their respective industries.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among 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 completion 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 Project and will provide the 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 transaction counsel, more particularly described in the Inducement Agreement.

Section 4.

The Company is herewith and hereby appointed the agent of the Agency to 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 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 A** 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 Company, the agents,

subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. 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 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this resolution to the Company and to the affected tax jurisdictions and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. 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 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 that 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 Agency duly convened in public session on November 18, 2025 at eight a.m., local time, at Rome, New York which the following members were:

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

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

Others Present: Laura Ruberto, Kevin McAuliffe, Amanda Cortese-Kolasz, Shawn Kaleta.

Others Present Virtual: Mark Levitt, Linda Romano, Amber Mathias, Steve Licciadi

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

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

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend and public notice of the date, time and location for the meeting was duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand on August 3, 2026.



Timothy Fitzgerald, Secretary

EXHIBIT A

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

_____, 2026

ProTrade Garages, LLC
4513 Brooks Boulevard
Marcy, New York 13413

RE: *Oneida County Industrial Development Agency Lease-Leaseback Transaction
(ProTrade Garages, LLC Facility)*

Ladies and Gentlemen:

Pursuant to a resolution duly adopted on November 18, 2025, the Agency appointed ProTrade Garages, LLC (the "Company") its agent in connection with 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").

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 appointment includes the power of the Company to delegate such agency appointment whole or in part, to agents, subagents, contractors, subcontractors, materialmen, and vendors of the Company and to such other parties as the Company chooses so they are engaged, directly or indirectly, in the activities hereinbefore described, advise the Executive Director of the Agency if you wish to appoint a contractor, 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, subagents must claim the sales tax exemption for all purchases by giving your vendors a New York State Form ST-123. The supplier or vendor should identify the Facility on each invoice as the "**ProTrade Garages, LLC Facility**" and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Agency making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming 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 subcontractor of the Sublessee 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 construction and equipping the Facility, and shall only then be authorized to use Form ST-60 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 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 as subagent and are making purchases that would otherwise be exempt outside the Agency's interest in the Facility must claim the sales tax exemption for construction 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 construct and improve the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) November 18, 2026, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company that 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. 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 \$62,957.00, provided, however, such value may be increased at the discretion of the Agency, upon the written request of the Company accompanied by a revised Project budget.

In accordance with Section 875(3) of the General Municipal Law, the policies of the Agency and the Resolution, the Company may be subject to recapture of any and all sales tax exemptions if it is determined by the Agency that: (a) the Company or its subcontractors, suppliers, or other persons authorized to make purchases for the benefit of the Project is not entitled to the exemption.

enefits are in and use tax exemption benefits; or (b) the sales and use tax exemption bpany or its excess of the amounts authorized by the Agency to be taken by the Cgr property or subagents, if any; or (c) the sales and use tax exemption benefits are fCompany has services not authorized by the Agency as part of the Project; or (d) the (omitted any knowingly made a material false or misleading statement, or knowinglyapplication or information which, if included, would have rendered any information in the application for supporting documentation false or misleading in any material respect, on its : Financial Assistance.

you to file an You should be aware that the New York State General Municipal Law requiresTaxation and Annual Statement (Form ST-340) with the New York State Department of consultants or Finance regarding the value of sales tax exemptions you, your agents, c on you with subcontractors have claimed pursuant to the authority we have conferredck all exempt respect to the Project. We are providing a form of a worksheet for you to tra120.1. Please purchases made in completing the Project, using Forms ST-123 or Form ST-to the Agency provide the Agency with a copy of Form ST-340 along with your annual report a copy to the and this worksheet. The penalty for failure to file such statement, or to provide Agency, is the removal of your authority to act as an agent.

nt of the sales If, for some reason, this transaction never closes, you will be liable for paymer, tax, if applicable and you are not otherwise exempt, on all materials purchased.

ie and deliver Please sign and return a copy of this letter for our files. The Agency will issu The Agency Form ST-60 to you upon receipt of this signed agency appointment letter.o the process reserves the right to issue a revised agency appointment letter with respect to for utilizing and reporting exemptions hereunder.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Name: _____
Title: _____

ACCEPTED & AGREED:

PROTRADE GARAGES, LLC

By: _____
Name: _____
Title: _____

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY DETERMINING THAT ACTION
TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A
PROJECT FOR THE BENEFIT OF PROTRADE GARAGES,
LLC WILL NOT HAVE A SIGNIFICANT EFFECT ON THE
ENVIRONMENT

WHEREAS, ProTrade Garages, LLC (the "Company") has requested that the Agency provide certain financial assistance, consisting of exemptions from mortgage recording taxes and exemptions from sales taxes (the "Financial Assistance"), for a project consisting of (a) acquisition of a 2.2 acre parcel of 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 garage bays measuring 1,000 square feet each, together with all infrastructure, parking, 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 providing customizable workspaces to service small trades and service-based businesses (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, 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 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 construction and equipping of the 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, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Agency has reviewed the minutes of the October 7, 2025 meeting of the Town of Westmoreland Planning Board, its findings and negative declaration in connection with its site plan review (the "Planning Board Review"), 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, pursuant to the Regulations, the Agency has examined the EAF and the Planning Board Review 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 Planning Board Review, and based further upon the Agency's knowledge of the area surrounding the 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 Facility:

- (A) The Facility is as described in the Application and the EAF;
- (B) The 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 Facility, and none are known to the Agency;
- (D) The 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 Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);
- (F) The Facility will not conflict with the community's current plans or goals as officially approved or adopted;
- (G) The 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 Facility will not result in a major change in the use of either the quantity or type of energy;

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

(J) The 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 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 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 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 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 concurs with the determinations and findings of the Lead Agency and determines that the 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 Facility. As a result, the Agency has prepared a negative declaration with respect to the 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 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.

[Remainder of page left blank intentionally]

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 conducted on November 18, 2025 at 8 a.m. local time, hosted at 584 Phoenix Drive, Rome, New York at which the following members were:

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

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

Others Present: Laura Ruberto, Kevin McAuliffe, Amanda Cortese-Kolasz, Shawn Kaleta.

Others Present Virtual: Mark Levitt, Linda Romano, Amber Mathias, Steve Licciadi

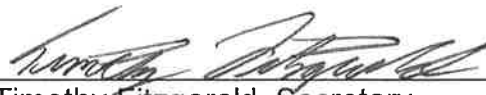
The question of the adoption of the foregoing resolution was duly put to vote, which resulted as follows:

Steve Zogby voting aye
David Grow voting aye
Aricca Lewis voting aye
Franca Armstrong voting aye
James Genovese voting aye
Tim Reed 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) the meeting was open for the public to attend in person and public notice of the time, place of, and instructions to access, said meeting was duly given, (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 August 3, 20



Timothy Fitzgerald, Secretary