

**Resolution
Events of Default
1900 Bleecker, LLC Facility**

Date: March 22, 2023

At a meeting of the City of Utica Industrial Development Agency, Utica, New York (the "Agency"), held at One Kennedy Plaza, Utica, New York on March 22, 2023, the following members of the Agency were:

Members Present: Mark Curley, Emmett Martin, John Zegarelli

Members Excused: Vin Gilroy, John Buffa

Also Present: Jack Spaeth (Executive Director); Laura Ruberto (Paralegal, Bond, Schoeneck & King); Linda Romano, Esq. (Bond, Schoeneck & King (via telephone)

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 determining the appropriate remedy following uncured events of default relating to a certain industrial development facility more particularly described below (1900 Bleecker, LLC Facility).

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

Mark Curley voting aye;
Emmett Martin voting aye; and
John Zegarelli voting aye.

RESOLUTION RELATING TO EVENTS OF DEFAULT AND DETERMINATION OF APPROPRIATE REMEDIES WITH RESPECT TO THE 1900 BLEECKER, LLC FACILITY LOCATED AT 1900 BLEECKER STREET IN THE CITY OF UTICA, 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 710 of the Laws of 1981 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, the City of Utica Industrial Development Agency (the "Agency") authorized financial assistance in support of a project undertaken by 1900 Bleecker, LLC (hereinafter referred to as the "Company") consisting of the partial demolition, construction and renovation of a 225,000± square foot building into an 84,000± square foot building (collectively, the "Improvements") situated on a 4.2± acre parcel of land located at 1900 Bleecker Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements for lease to manufacturing, industrial or distribution tenant(s) and to enhance economic development and retain employment in Utica (the Land, Improvements and Equipment collectively, the "Facility" and the partial demolition, construction, renovation and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, the Company leases the Facility to the Agency pursuant to a Lease Agreement dated as of November 4, 2021 (the "Lease Agreement") between the Agency and the Company; and

WHEREAS, the Agency leases the Facility back to the Company for its operation pursuant to a Leaseback Agreement dated as of November 4, 2021 (the "Leaseback Agreement") between the Agency and the Company; and

WHEREAS, the Company makes payments-in-lieu-of-taxes relating to the Facility under the terms of a PILOT Agreement dated as of November 4, 2021 (the "PILOT Agreement") between the Agency and the Company; and

WHEREAS, under the terms of the Leaseback Agreement, the Company is required to remit an annual administrative payment to the Agency on November 1 of each year of the Lease Term, and failure to remit said payment and continuation of such failure for more than ten (10) days after receipt of notice constitutes an event of default under the Leaseback Agreement; and

WHEREAS, the Company failed to remit the annual administrative payment to the Agency, and by letter dated February 8, 2023 the Agency provided written notice of the default to the Company and the opportunity to cure the default; and

WHEREAS, the appropriate cure period has expired and the Company has not cured the default or responded to the Agency regarding said notice; and

WHEREAS, under the terms of the Leaseback Agreement, the Company is required to maintain at all times certain policies of insurance protecting the Company and the Agency and the failure to maintain said policies of insurance and continuation of such failure for more than ten (10) days after receipt of notice constitutes an event of default under the Leaseback Agreement; and

WHEREAS, the Agency received a notice of cancellation of the insurance policies in place for the Facility and by letter dated March 3, 2023 the Agency provided written notice of the default to the Company and the opportunity to cure the default; and

WHEREAS, the appropriate cure period has expired and the Company has not cured the default or responded to the Agency regarding said notice; and

WHEREAS, under the Leaseback Agreement the Agency is afforded certain remedies in the event of a default of the terms of the Leaseback Agreement, and the Agency desires to make a determination of the appropriate remedy.

NOW, THEREFORE, BE IT RESOLVED by the City of Utica Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) The failure of the Company to pay the annual administrative fee and to cure the event of default within the appropriate cure period is a breach of the Company's obligations under the Leaseback Agreement; and

(b) The failure of the Company to maintain appropriate policies of insurance and to cure the event of default within the appropriate cure period is a breach of the Company's obligations under the Leaseback Agreement and exposing the Agency to significant liability and risk; and

(c) The appropriate remedy is to terminate the Lease Agreement, the Leaseback Agreement and the PILOT Agreement effective immediately, and require

the Company to pay all amounts due under the Leaseback Agreement and the PILOT Agreement as of the date of termination.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) terminate the Lease Agreement, the Leaseback Agreement and the PILOT Agreement effective immediately; (ii) execute, deliver and record appropriate terminations of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (collectively, the "Termination Documents"); (iii) notify the assessor and affected tax jurisdictions of the termination of the Agency's' interest in the Facility; and (iv) deliver appropriate notice to the Company confirming the action taken under this resolution.

Section 3. The Agency is hereby authorized 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 Termination Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

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 Termination Documents, in form satisfactory to the Chairman and Agency Counsel, 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. The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) In the Leaseback Agreement, the Company appointed the Agency as its true and lawful agent to execute such instruments and documents as may be necessary and appropriate to terminate the leasehold interest in the Facility and terminate the PILOT Agreement. The Chairman, Vice Chairman, Secretary or any member of the Agency are further hereby authorized to execute and deliver the Termination Documents on behalf of the Company, in form satisfactory to the Chairman and Agency Counsel, 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. The execution thereof by the Chairman, Vice

Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(c) 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 Termination 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 Termination Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : ss.:
COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the City of Utica Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 22, 2023 with the original thereof on file in my office, and that the same is a true and correct copy 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 Termination Documents contained in this transcript of proceedings are each in substantially the forms 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, (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 March 22, 2023.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Jack Spaeth, Assistant Secretary