

AUTHORIZING RESOLUTION
(Knickerbocker Bed Company Project)

A regular meeting of the Tompkins County Industrial Development Agency was convened on Wednesday, March 8, 2023, at 2:30 p.m., local time.

The meeting was duly called to order by the Chair, with the following members being:

PRESENT: Rich John, John Guttridge, Jeff Gorsky, Todd Bruer, Anne Koreman, Ducson Nguyen, Deborah Dawson

ABSENT:

ALSO PRESENT:

On motion duly made and seconded, the following resolution was placed before the members of the Tompkins County Industrial Development Agency:

RESOLUTION OF THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) AUTHORIZING AN INCREASE IN THE FINANCIAL ASSISTANCE (AS DESCRIBED BELOW) TO BE PROVIDED BY THE AGENCY TO THE COMPANY, (ii) AUTHORIZING AN EXTENSION OF THE TERMINATION DATE (AS DEFINED IN THE HEREINAFTER DEFINED PROJECT AGREEMENT) AND (iii) IF NECESSARY, AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 535 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolution adopted on December 8, 2021 (the "Authorizing Resolution"), the Agency authorized certain Financial Assistance (as defined in the Authorizing Resolution) with respect to a certain project (the "Project") to be undertaken by **KNICKERBOCKER BED COMPANY** (the "Company"), as agent of the Agency, consisting of: (i) the acquisition by the Agency of a leasehold or other interest in approximately 23.09 acres of real property located at 17 Hall Road, Town of Dryden, New York, Tompkins County, New

York (the "Land", being more particularly described as tax parcel No. 52.-1-4.32) including the existing improvements located thereon consisting principally of an approximately 220,000 square foot building (the "Existing Improvements"), (ii) the planning, design, reconstruction and renovation of the Existing Improvements, including, but not limited to, certain lighting and HVAC upgrades, site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention improvements, for operation of a manufacturing facility (collectively, the "Improvements"), and (iii) the acquisition by the Company in and around the Existing Improvements and the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, in connection with the Project, the Agency and the Company entered into certain documents consisting of, among other things: (i) a certain Project Agreement, dated as of December 23, 2021, as amended pursuant to that certain First Amendment to Project Agreement, dated as of December 16, 2022 (as amended, the "Project Agreement"), and (ii) related documents (collectively, the "Agency Documents"); and

WHEREAS, pursuant to a certain correspondence from the Company dated November 14, 2022, the Company requested an increase in the value of New York State and local sales and use tax exemption to \$350,000.00; and

WHEREAS, pursuant to a certain Authorizing Resolution adopted by the Agency on December 14, 2022 (the "Supplemental Resolution"; and, together with the Authorizing Resolution, the "Resolutions"), the Agency authorized the Company to make purchases of goods and services relating to the Project in an amount of up to \$4,375,000.00, which resulted in New York State and local sales and use tax exemption benefits not to exceed 350,000.00; and

WHEREAS, pursuant to a certain correspondence, the Company informed the Agency that: (i) the value of goods and services relating to the Project that will be subject to New York State and local sales and use tax will be in an amount of up to **\$7,500,000.00** (such amount being an increase of \$3,125,000.00), which will result in New York State and local sales and use tax exemption benefits not to exceed **\$600,000.00** (such amount being an increase of \$250,000.00 and (ii) construction of the Facility has experienced certain delays, and as such, is requesting an extension of the Termination Date (as defined in the Project Agreement); and

WHEREAS, the Agency desires to adopt a resolution (i) authorizing the Company to make purchases of goods and services relating to the Project in the amount of up to **\$7,500,000.00**, which will result in local sales and use tax exemption benefits not to exceed **\$600,000.00**, (ii) ratifying and confirming the findings made by the Agency in the Resolutions adopted, and (iii) if necessary, authorizing the execution and delivery of related documents.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AS FOLLOWS:

Section 1. Based upon representations and warranties made by the Company, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods

and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$7,500,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$600,000.00**. The Agency agrees to consider any requests by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 2. Unless amended by the terms hereof, the Agency hereby ratifies, confirms and reaffirms the findings made in the Resolutions and hereby re-approves the Project, as amended, and the Financial Assistance.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Rich John	[X]	[]	[]	[]
Deborah Dawson	[X]	[]	[]	[]
Jeff Gorsky	[X]	[]	[]	[]
Anne Koreman	[X]	[]	[]	[]
Todd Bruer	[X]	[]	[]	[]
John Guttridge	[X]	[]	[]	[]
Ducson Nguyen	[X]	[]	[]	[]

SECRETARY'S CERTIFICATION
(Knickerbocker Bed Company Project)

STATE OF NEW YORK)
COUNTY OF TOMPKINS) *SS.:*

I, the undersigned Secretary of the Tompkins County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Tompkins County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 8, 2023, with the original thereof on file in the offices of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 9 day of March, 2023.



John Guttridge, Secretary