

FINAL AUTHORIZING RESOLUTION
(Bellefield 2023 Project – Phase 2)

At a special meeting of the Dutchess County Industrial Development Agency (the “Agency”) convened in public session at 8:00 a.m., local time at Three Neptune Road, Poughkeepsie, New York on the 25th day of August, 2023, the following members of the Agency were:

PRESENT: Timothy Dean, Chairman
Mark Doyle, Vice Chairman
Donald R. Sagliano
Ronald J. Piccone, II
Amy L. Bombardieri

ABSENT: Kathleen M. Bauer, Secretary/Treasurer
Alfred D. Torreggiani

ALSO PRESENT: Sarah Lee, Executive Director
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

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 acquisition of title to, or a leasehold interest in, a certain industrial development facility (Bellefield 2023 Project – Phase 2) and the leasing of the facility as more particularly described below:

**RESOLUTION OF THE DUTCHESS COUNTY INDUSTRIAL
DEVELOPMENT AGENCY APPROVING THE ACQUISITION,
CONSTRUCTION, IMPROVEMENT, RECONSTRUCTION, REPAIR,
RENOVATION, INSTALLATION, FURNISHING AND EQUIPPING OF
A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR T-REX
HYDE PARK OWNER LLC AND APPROVING THE FORM,
SUBSTANCE AND EXECUTION 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 335 of the Laws of 1977 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, T-REX HYDE PARK OWNER, LLC, a Delaware limited liability company authorized to do business in New York with offices c/o PKF O’Connor Davies, LLP, 500 Mamaroneck Avenue, Suite 301, Harrison, New York 10528 (the “Company”), has submitted an application to the Agency requesting the Agency provide certain “financial assistance” (within the meaning of the Act) with respect to the Facility (hereinafter defined), including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and

mortgage recording taxes (collectively, the “**Financial Assistance**”) in connection with a certain mixed-use commercial facility (the “**Project**”) to be constructed, improved, reconstructed, repaired, renovated, installed, furnished and equipped in multiple phases (which may include sub-phases) and located on portions of approximately 49.88 acres of land located at 3760 Albany Post Road a/k/a 15 West Dorsey Lane, Hyde Park, New York, and further described on Exhibit A attached to the hereinafter defined Lease Agreement (the “**Land**”), consisting of the following (the “**Facility**”):

- (A) the construction of the following improvements:
- a. approximately 344 residential rental units situated in one residential apartment building and multiple mixed-use apartment and commercial buildings with a total aggregate square footage of approximately 395,000 square feet of residential space;
 - b. approximately 175,000 square feet of mixed commercial use space situated in multiple buildings and currently anticipated to include a winery, food hall, clubhouse, and other commercial and retail spaces in line with the overall development’s culinary, tourism and hospitality components;
 - c. one approximately 10,000 square foot building for sales and marketing;
 - d. approximately 130,000 square feet situated in approximately four buildings to be used for educational purposes; and
 - e. approximately 22,250 square feet of community space, including a community center (collectively, items (i) through (v) are the “**Improvements**”);
- (B) the acquisition and installation of new equipment, machinery and other personal property for use in the premises described above (collectively the “**Equipment**”); and

WHEREAS, the Project includes the following, as they relate to the acquisition, construction, improvement, reconstruction, repair, renovation, installation, furnishing, equipping, and completion of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquisition, construction, improvement, reconstruction, repair, and renovation of the Facility; and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with acquisition, construction, improvement, reconstruction, repair and renovation of the Facility and installation of the equipment; and

WHEREAS, the Agency by resolution duly adopted on July 12, 2023 (the “**Preliminary Resolution**”), decided to proceed under the provisions of the Act; and

WHEREAS, the Agency will acquire a leasehold interest in the Land and the Improvements pursuant to a certain Master Company Lease Agreement, dated as of August 1, 2023, or such other date as the Chairman or the Executive Director of the Agency and counsel to

the Agency shall agree (the “**Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Equipment pursuant to a certain Master Bill of Sale, dated the Closing Date (as defined in the hereinafter defined Lease Agreement) (the “**Bill of Sale**”), from the Company to the Agency; and

WHEREAS, the Agency will sublease and lease the Facility to the Company pursuant to a certain Master Lease and Project Agreement, dated as of August 1, 2023, or such other date as the Chairman or Executive Director of the Agency and counsel to the Agency shall agree (the “**Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$11,897,909 in connection with the purchase or lease of equipment, building materials, services or other personal property with the respect to the Facility; (ii) exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$259,187,009 in connection with the Project Work; and (iii) abatement of real property taxes on the Facility as set forth in the PILOT Schedule attached as Exhibit A hereof; and

WHEREAS, although the Facility is used in making retail sales to customers who visit the Facility and would be considered a “retail facility”, based upon the representations and warranties of the Company and Company Counsel and the report from Fairweather Consulting dated May 16, 2018 and the report from Storrs Associates dated August 17, 2023, and the unique nature of the Facility as a culinary experience, agrobusiness, and hospitality destination, the Facility will be a tourism destination as described in §862(2)(a) of the Act and therefore the Facility is not subject to the prohibitions on providing financial assistance to retail facilities; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted by the Department of Environmental Conservation of the State of New York (the laws and regulations hereinafter collectively referred to as “**SEQRA**”), the Project has undergone a coordinated review under SEQRA by the Town of Hyde Park Planning Board (the “**Planning Board**”), as Lead Agency under SEQRA; and

WHEREAS, by resolution dated January 18, 2023 (the “**SEQRA Resolution**”), the Planning Board reaffirmed its previous SEQRA Findings and made a Negative Declaration and Determination of Non-Significance (the “**Negative Declaration**”) with respect to Phase II of the overall project, determining that the Project will not have a “significant impact” or “significant effect” on the environment as defined under SEQRA with the reasons for its determination stated therein; and

WHEREAS, the Agency hereby adopts the reasoning set forth in the SEQRA Resolution and Negative Declaration and hereby determines that the Project will not have a “significant impact” or “significant effect” on the environment as defined under SEQRA; and

WHEREAS, the proposed real property tax abatement requested by the Company deviates from the Standard PILOT Schedule in the Agency's Uniform Tax Exemption and Criteria Policy (the "UTEF") and has been consented to by the Town of Hyde Park Town Board as reflected in its Resolution 3:13-7 of 2023 dated March 13, 2023 and by the School Board of the Hyde Park Central School District, which consent is reflected in the letter from Michael Zagorski dated August 10, 2023; and

WHEREAS, in compliance with §859-a of the Act, the Agency on August 17, 2023, held a public hearing on the grant of financial assistance as set forth herein following publication in the *Poughkeepsie Journal* on August 3, 2023 of a notice of the public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the leasing of the Facility by the Agency to the Company.

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

Section 1. The Agency hereby finds and determines:

(a) As set forth in the Planning Board's SEORA Resolution and Negative Declaration, the Project will not have a "significant adverse impact" or "significant adverse effect" on the environment as defined under SEORA and the Agency hereby adopts the reasoning and findings set forth in the SEORA Resolution and Negative Declaration.

Section 2. The Agency further 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 public hearing held by the Agency on August 17, 2023, concerning the grant of Financial Assistance as set forth herein and the nature and location of the Facility was duly held in accordance with the laws of the State of New York, including but not limited to the giving of public notice of the meeting a reasonable time before the meeting and affording a reasonable opportunity for persons with differing views to be heard on Agency's providing the financial assistance contemplated herein and the location and nature of the Facility; and

(d) The Project Work and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Dutchess County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(e) the proposed real property tax abatement requested by the Company deviates from the Standard PLOT in the Agency's UTEP, but the conditions of the Agency's UTEP have been met and a deviation is warranted; and

(f) Although the Facility is used in making retail sales to customers who visit the Facility and would be considered a "retail facility", based upon the representations and warranties of the Company and Company Counsel and the report from Fairweather Consulting dated May 16, 2018 and the report from Storrs Associates dated August 17, 2023, and the unique nature of the Facility as a culinary experience, agrobusiness, and hospitality destination, the Facility will be a tourism destination as described in §862(2)(a) of the Act and therefore the Facility is not subject to the prohibitions on providing financial assistance to retail facilities; and

(g) The Project will serve the Agency's public purposes as set forth in the Act by preserving or increasing the number of permanent, private sector jobs in Dutchess County and the State of New York; and

(h) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of Dutchess County and all regional and local land use plans for the area in which the Facility is located; and

(i) It is desirable and in the public interest for the Agency to approve the requested Financial Assistance for this Project; and

(j) The Company Lease will be an effective instrument whereby the Agency leases the Land and Improvements from the Company; and

(k) The Lease Agreement will be an effective instrument whereby: (1) the Agency leases and subleases the Facility to the Company; (2) the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payments-in-lieu of real property taxes; (3) 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 (4) the Agency and the Company set forth the circumstances in which the Agency may recapture some or all of the benefits granted to the Company in the event any enumerated Recapture Event (as defined therein) occurs.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Land and Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sublease and lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 4. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, 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 5. The form and substance of the Company Lease and the Lease Agreement, (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 6. Recapture Provisions. The Agency has retained certain recapture rights under the terms and conditions of the Lease Agreement upon the occurrence of a Recapture Event as defined therein. Section 5.4 of the Lease Agreement relating to recapture rights by the Agency against the Company is attached hereto and made a part hereof as Exhibit B.

Section 7. Based upon the representation and warranties made by the Company in the Application, the Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the Project Work in the form of: (i) exemptions from sales and use taxes in an approximate amount not to exceed \$11,897,909 in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Facility; (ii) exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$259,187,009, in connection with the financing of the acquisition, construction, renovation and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing, renovating and equipping of the Facility; and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit A hereof). 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, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).

Section 8. Subject to (i) execution of the Agency Documents by the Company and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Facility satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the Project Work and appoints the Company as the true and lawful agent of the Agency.

Section 9.

(a) The Chairman, Vice Chairman, any member of the Agency or the Executive Director are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease and the Lease Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, any member of the Agency or the Executive Director shall approve, and such other related documents as may be, in the judgment of the Executive Director and Agency Counsel necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “**Agency Documents**”). The execution thereof by the Chairman, Vice Chairman, any member of the Agency or the Executive Director of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, any member of the Agency and the Executive Director 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 Lease Agreement). The Agency hereby appoints each Member of the Agency, Agency Counsel and Transaction Counsel to serve as an Assistant Secretary of the Agency for purposes of this transaction.

Section 10. 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 Agency 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 Agency Documents binding upon the Agency.

Section 11. This resolution shall take effect immediately.

This resolution was duly moved by Amy L. Bombardieri, seconded by Ronald J. Piccone, II, discussed and adopted with the following members voting:

Timothy Dean, Chairman	VOTING	“Aye”
Mark Doyle, Vice Chairman	VOTING	“Aye”
Kathleen M. Bauer, Secretary/Treasurer	being	ABSENT
Alfred D. Torreggiani	being	ABSENT
Donald R. Sagliano	VOTING	“Aye”
Ronald J. Piccone, II	VOTING	“Aye”
Amy L. Bombardieri	VOTING	“Aye”

Adopted: August 25, 2023

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

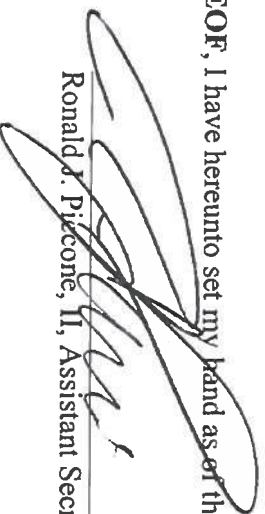
I, the undersigned Assistant Secretary of the Dutchess County Industrial Development Agency, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of minutes of the meeting of the Dutchess County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on August 25, 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 resolution set forth therein and of the whole of and original insofar as the same related to the subject matters herein referred to.

That the Agency 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 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 (the "Open Meetings Law"), said meeting was open to the general public, and that public notice of the time and place of said meeting was only given in accordance with such Article 7.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 25th day of August, 2023.



Ronald J. Piccone, II, Assistant Secretary

[SEAL]