

FINAL AUTHORIZING RESOLUTION
(Bellefield 2023 Project – Phase 2 and Bellefield 2018 Project – Lot 3 Facility)

At a regular 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 14th day of June, 2024, the following members of the Agency were:

PRESENT: Mark Doyle, Vice Chairman
Kathleen M. Bauer, Secretary/Treasurer
Ronald J. Piccone, II
Amy L. Bombardieri

ABSENT: Timothy Dean, Chairman
Alfred D. Torreggiani

ALSO PRESENT: Sarah Lee, Executive Director
Jane Denbaum, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

After the meeting had been duly called to order, the (Vice) Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to amendment of existing agreements relating to certain industrial development facilities (Bellefield 2023 Project – Phase 2 and Inn at Bellefield 2018 Project – Lot 3 Facility) as more particularly described below:

RESOLUTION OF THE DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ALLOCATION OF A PORTION OF BENEFITS PREVIOUSLY GRANTED TO T-REX HYDE PARK OWNER LLC FOR A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO TR-SEWAGE WORKS CORP. AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF AMENDMENT AGREEMENTS.

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, the Agency previously provided its assistance to **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”), including exemptions from certain sales and mortgage recording taxes and by granting a real property tax exemption and providing for payments in lieu of real property taxes in connection with a certain mixed use commercial facility 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 45 acres of land located at 3760 Albany Post Road a/k/a 15 W Dorsey Lane, Hyde Park, New York, bearing Tax Map Grid No. 133200-6163-01-131849-0000 (the “**Phase 2 Land**”), consisting of the following: (A) the construction of the following improvements:

- i. 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 395,170 square feet of residential space;
- ii. 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;
- iii. one approximately 10,000 square foot building for sales and marketing;
- iv. approximately 130,000 square feet situated in approximately four buildings to be used for educational purposes; and
- v. approximately 22,250 square feet of community space, including a community center (collectively, items (i) through (v) are the “**Phase 2 Improvements**”); and

(B) the acquisition and installation of new equipment, machinery and other personal property for use in the premises described above (collectively the “**Phase 2 Equipment**” and collectively with the Phase 2 Improvements, the “**Phase 2 Facility**”), which Phase 2 Facility was leased by the Agency to the Company to be used as a mixed-use commercial facility (the “**Phase 2 Project**”); and

WHEREAS, the Phase 2 Land and Phase 2 Improvements were leased by the Company to the Agency pursuant to the terms of a certain Company Lease Agreement dated as of August 1, 2023 (the “**Phase 2 Company Lease**”), by and between the Company and the Agency; and

WHEREAS, the Agency currently subleases the Phase 2 Facility to the Company pursuant to a certain Lease and Project Agreement dated as of August 1, 2023 (the “**Phase 2 Lease Agreement**”), by and between the Agency and the Company; and

WHEREAS, the Agency previously provided its assistance to **TR SEWAGE-WORKS CORP.**, a business corporation, duly organized and validly existing under the laws of the State of New York, having its principal office at c/o PKF O’Connor Davies, 500 Mamaroneck Avenue, Suite 301, Harrison, New York 10528 (the “**Corporation**”) by granting a real property tax exemption and providing for payments in lieu of real property taxes in connection with (a) the acquisition of an approximately 0.58 acre parcel located on Albany Post Road, Route 9, Hyde Park, New York, bearing Tax Map Grid No. 133200-6163-01-000897 (the “**Wastewater Land**”), and (b) the construction, improvement, installation, furnishing and equipping of an approximately 900 square foot building located thereon (the “**Wastewater Improvements**”); and, together with the Wastewater Land, the “**Wastewater Facility**”), which Wastewater Facility was leased by the Agency to the Corporation to be used as a wastewater treatment plant (the “**Wastewater Project**”); and

WHEREAS, the Wastewater Land and Wastewater Improvements were leased by

the Corporation to the Agency pursuant to the terms of a certain Company Lease Agreement dated as of October 1, 2019 (the "**Wastewater Company Lease**"), by and between the Corporation and the Agency; and

WHEREAS, the Agency currently subleases the Facility to the Corporation pursuant to a certain Lease and Project Agreement dated as of October 1, 2019 (the "**Wastewater Lease Agreement**"), by and between the Agency and the Corporation; and

WHEREAS, the Company and the Corporation have submitted a request to the Agency requesting that the Agency take official action toward the final issuance or granting of financial assistance to the Corporation for an expansion of the Wastewater Facility in connection with the acquisition, construction, improvement, installation, furnishing and equipping of a second membrane-bioreactor unit and a 1,225 square foot sludge facility to be located on the Wastewater Land (the "**Expanded Wastewater Facility**"), which additional improvements are necessary to support the Phase 2 Project, and which Expanded Wastewater Facility will be initially owned, operated and/or managed by the Corporation and used as a sewage and wastewater treatment plant; and

WHEREAS, the Agency contemplates that it will provide financial assistance (the "**Amended Financial Assistance**") to the Corporation consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$400,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property with the respect to the Expanded Wastewater Facility, which shall be allocated from the sales and use tax exemptions previously granted to the Company; and (ii) exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$10,000,000.00 in connection with the Project Work for the Expanded Wastewater Facility, which shall be allocated from the exemptions from mortgage recording taxes previously granted to the Company; and

WHEREAS, such Amended Financial Assistance will be an allocation of a portion of the financial assistance which the Agency previously granted to the Company as part of the Phase 2 Project and will be effectuated by amending existing agreements between the Agency and the Company and the Agency and the Corporation in order to reduce the benefits allocated to the Phase 2 Project in an amount corresponding to the benefits contemplated to be granted to the Expanded Wastewater Facility; and

WHEREAS, in connection therewith, the Agency and the Company will enter into an Amendment Agreement dated as of June 1, 2024 (the "**Phase 2 Amendment Agreement**"), to amend the Phase 2 Lease Agreement and the Agency and the Corporation will enter into an Amendment Agreement dated as of June 1, 2024 (the "**Wastewater Amendment Agreement**", and together with the Phase 2 Amendment Agreement, the "**Amendment Agreements**") to amend the Wastewater Lease Agreement, and such other documents upon advice of counsel, in both form and substance, as may be reasonably required to effectuate the allocation of benefits contemplated herein; and

WHEREAS, in compliance with §859-a of the Act, the Agency on June 7, 2024, held a public hearing on the Amended Financial Assistance as set forth herein following publication in the *Poughkeepsie Journal* on May 24, 2024 of a notice of the public hearing; and

WHEREAS, the Corporation 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 Expanded Wastewater Facility by the Agency to the Corporation.

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) The Agency reaffirms and readopts the findings and determination in its prior resolutions with respect to the Phase 2 Facility and the Wastewater Facility.

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 Expanded Wastewater Facility constitutes a “project”, as such term is defined in the Act; and

(c) The public hearing held by the Agency on June 7, 2024, concerning the Amended Financial Assistance as set forth herein and the nature and location of the Expanded Wastewater 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 Expanded Wastewater Facility; and

(d) The Amended Financial Assistance 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 Amended Financial Assistance 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

(f) Based upon representations of the Company and counsel to the Company, the Expanded Wastewater 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 Expanded Wastewater Facility is located; and

(g) It is desirable and in the public interest for the Agency to approve the requested Amended Financial Assistance; and

(h) The Amendment Agreements will be effective instruments whereby the Agency, the Company and the Corporation effectuate the amendment of the Phase 2 Lease Agreement between the Agency and the Company and the Wastewater Lease Agreement between the Agency and the Corporation and reduce the benefits allocated to the Phase 2 Project in an amount corresponding to the benefits granted to the Expanded Wastewater Facility.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the allocation of benefits from the Phase 2 Facility to the Expanded Wastewater Facility; (ii) execute, deliver and perform the Amendment Agreements; and (ii) execute, deliver and perform the other related documents or certificates as may be necessary or appropriate to effect the allocation of benefits contemplated herein.

Section 4. The Agency is hereby authorized to consent to the allocation of benefits and the Amendment Agreements and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such amendment are hereby approved, ratified and confirmed.

Section 5. The form and substance of the Amendment Agreements, in substantially the form presented to the Agency and which, prior to the execution and delivery thereof, may be redated and renamed, is hereby approved.

Section 6. Based upon the representation and warranties made by the Company and the Corporation in their request letter, the Agency hereby authorizes and approves the following economic benefits to be granted to the Corporation in connection with the Expanded Wastewater Facility in the form of: (i) exemptions from sales and use taxes in an approximate amount not to exceed \$400,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property with respect to the Expanded Wastewater Facility, which shall be allocated from the sales and use tax exemptions previously granted to the Company; and (ii) exemptions from mortgage recording taxes for one or more mortgages securing an amount not to exceed \$10,000,000.00, in connection with the financing of the acquisition, construction, renovation and equipping of the Expanded Wastewater Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing, renovating and equipping of the Expanded Wastewater Facility, which shall be allocated from the exemptions from mortgage recording taxes previously granted to the Company.

Section 7. Subject to (i) execution of the Agency Documents by the Company and the Corporation and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Expanded Wastewater Facility satisfactory to the Agency, the Agency hereby authorizes the Corporation to proceed with the Project Work and appoints the Corporation as the true and lawful agent of the Agency.

Section 8.

(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 Amendment

Agreements, in substantially the form 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 9. 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 10. This resolution shall take effect immediately.

This resolution was duly moved by Ronald J. Piccone, II, seconded by Kathleen M. Bauer, discussed and adopted with the following members voting:

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

Adopted: June 14, 2024

