

**APPROVING RESOLUTION  
UMS PROPERTY, LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on July 13, 2026 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

|                  |                     |
|------------------|---------------------|
| Trent Trahan     | Chairperson         |
| David Hoover     | Vice Chairperson    |
| Michael E. Zurlo | Secretary           |
| Mark Leta        | Assistant Secretary |
| Joey Trombley    | Treasurer           |
| John VanNatten   | Member              |

**ABSENT:**

|                        |                     |
|------------------------|---------------------|
| Christine Peters, Esq. | Assistant Treasurer |
|------------------------|---------------------|

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

|                             |                                  |
|-----------------------------|----------------------------------|
| Molly Ryan                  | Executive Director               |
| Toni Moffat                 | Executive Assistant              |
| Dorothy Brunell             | Administrative Assistant         |
| Shelise A. Marbut           | Economic Development Coordinator |
| Christopher C. Canada, Esq. | Agency Counsel                   |

The following resolution was offered by D. Hoover, seconded by M. Leta, to wit:

**Resolution No. 07-26-03**

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION  
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR UMS  
PROPERTY, LLC (THE "COMPANY").**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, UMS Property, LLC, a Nevada limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 24.31 acre parcel of land located at 133 Connecticut Road (Tax Map No. 233.-5-52) in the Town of Plattsburgh, Clinton County, New York (the “Land”), together with an approximately 60,000 square foot building located thereon (the “Facility”), (2) the renovation of the Facility and (3) the acquisition and installation therein and thereon of related fixtures, machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a warehousing/office facility to be owned by the Company and operated by Schluter Systems L.P. (the “Tenant”) and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes and real estate transfer taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 8, 2026 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on June 23, 2026 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located (collectively, the “Affected Tax Jurisdictions”); (B) caused notice of the Public Hearing to be posted on June 23, 2026 on a bulletin board located at the Town of Plattsburgh Town Hall located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York and the Agency’s website; (C) caused notice of the Public Hearing to be published on June 25, 2026 in the Press Republican, a newspaper of general circulation available to the residents of Clinton County, New York; (D) conducted the Public Hearing on July 7, 2026 at 10:00 o’clock a.m., local time at the Town of Plattsburgh Town Hall located at 151 Banker Road in the Town of Plattsburgh, Clinton County, New York; (E) prepared a report of the Public Hearing (the “Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency and (F) caused a copy of the certified Public Hearing Resolution to be sent via certified mail return, receipt requested on June 23, 2026 to the Affected Tax Jurisdictions to comply with the requirements of Section 859-a of the Act; 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 (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on July 13, 2026 (the “SEQR”), the Agency determined that (A) pursuant to Sections 617.5(c)(2) and 617.5(c)(31) of the Regulations, the Project is a “Type II action” (as said quoted term is defined in the Regulations) and

(B) no environmental impact statement of any other determination or procedure is required under the Regulations; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Clinton County, New York and (B) while the completion of the Project Facility may result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York and in the abandonment of one or more plants or facilities of the Company or an occupant of the Project Facility located in the State of New York, such removal and abandonment is reasonably necessary to preserve the competitive position of the Company or the project occupant in their respective industries; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Clinton County, New York by undertaking the Project in Clinton County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) an agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter") and (4) a Thirty-Day Sales Tax Report (the "Contractor

Thirty-Day Sales Tax Report”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the “Additional Thirty-Day Project Report”) (collectively, the “Contractor Documents”); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a contractor or contractors, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement, agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the “Interim Documents”); and (K) various certificates relating to the Project (the “Closing Documents”); and

WHEREAS, the Agency has been advised that one or more of the Affected Tax Jurisdictions may determine not to receive its allocation of payments pursuant to the Payment in Lieu of Tax Agreement; and

WHEREAS, Section 858(15) of the Act requires the Agency to obtain the written consent of the Affected Tax Jurisdictions when the Agency proposes to allocate and distribute payments in lieu of taxes (each a “PILOT payment”) to the Affected Tax Jurisdictions in a manner that is different from the distribution and allocation of real property tax payments that would be in effect if the Agency was not involved in the Project and the Project Facility was not exempt from real property taxes (as each capitalized term is defined in the Payment in Lieu of Tax Agreement); and

WHEREAS, if the Agency receives a written request from an Affected Tax Jurisdiction indicating that such Affected Tax Jurisdiction has determined not to receive its allocation of PILOT Payments, then, as a condition to granting the Financial Assistance, the Agency desires that the Affected Tax Jurisdictions each adopt resolutions approving the allocation of real property tax payments to the Affected Taxing Jurisdictions under the proposed Payment in Lieu of Tax Agreement; provided, however, that the Agency shall not require such resolutions unless and until an Affected Tax Jurisdiction provides a written determination to the Agency not to receive its allocation of PILOT Payments, and, therefore, the Agency may proceed with executing and delivering a Payment in Lieu of Tax Agreement which allocates and distributes PILOT Payments consistent with the distribution and allocation of real property tax payments if such written determination is not provided to the Agency;

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution. Agency Counsel has prepared and submitted, or will prepare and submit, an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(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;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Clinton County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$11,272,000;

(E) The completion of the Project (1) will result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and (2) pursuant to Section 859-a(5)(d) of the Act, the Agency has notified in writing the chief executive officer or officers of the municipality or municipalities located in Clinton County, New York, where the prior facility of the Company was located;

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Clinton County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Company has indicated in the Application that the Project would not be undertaken but-for the Financial Assistance;

(J) The Project should receive the Financial Assistance in the form of exemptions from sales tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Uniform Agency Project Agreement; (F) enter into the Section 875 GML Recapture Agreement; (G) if applicable, enter into the Interim Documents; and (H); grant the Financial Assistance with respect to the Project; provided, however, that if the Agency receives a written determination from an Affected Tax Jurisdiction that such Affected Tax Jurisdiction desires not to receive its allocation of payments in lieu of taxes pursuant to the Payment in Lieu of Tax Agreement, then no financial assistance shall be provided to the Project by the Agency unless and until the Affected Tax Jurisdictions shall, pursuant to Section 858(15) of the Act, provided written consent to the proposed allocation and distribution of PILOT payments under the Payment

in Lieu of Tax Agreement with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed; provided, however, that if the Agency receives a written determination from an Affected Tax Jurisdiction that such Affected Tax Jurisdiction desires not to receive its allocation of payments in lieu of taxes pursuant to the Payment in Lieu of Tax Agreement, then no financial assistance shall be provided to the Project by the Agency unless and until the Affected Tax Jurisdictions shall, pursuant to Section 858(15) of the Act, provided written consent to the proposed allocation and distribution of PILOT payments under the Payment in Lieu of Tax Agreement with respect to the Project.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in 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, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairperson (or Vice Chairperson) or Executive Director of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairperson (or Vice Chairperson) or Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairperson (or Vice Chairperson) or Executive Director shall approve, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director to constitute conclusive evidence of such approval.

(B) The Chairperson (or Vice Chairperson) or Executive Director of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

(C) The Executive Director of the Agency is hereby directed to distribute a copy of this resolution to the Affected Tax Jurisdictions.

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, 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 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.

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

|                        |        |         |
|------------------------|--------|---------|
| Trent Trahan           | VOTING | Yes     |
| David Hoover           | VOTING | Yes     |
| Michael E. Zurlo       | VOTING | Yes     |
| Mark Leta              | VOTING | Yes     |
| Joey Trombley          | VOTING | Yes     |
| Christine Peters, Esq. | VOTING | Excused |
| John VanNatten         | VOTING | Yes     |

The foregoing resolution was thereupon declared duly adopted.

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## EXHIBIT A

### DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Clinton County, New York (the "Public Benefits"):

| Description of Benefit |                                                                        | Applicable to Project<br>(indicate Yes or NO) |                                        | Expected Benefit                                                                                                                                                                                                                                                             |
|------------------------|------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.                     | Retention of existing jobs                                             | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | Retaining approximately 65-74 full time equivalent jobs.                                                                                                                                                                                                                     |
| 2.                     | Creation of new permanent jobs                                         | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | Approximately 10 full time equivalent jobs at the Project Facility within 2 years of the completion of the Project Facility.                                                                                                                                                 |
| 3.                     | Estimated Value of Tax Exemptions                                      | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | Sales tax exemption is estimated at \$174,500;<br>Real property tax exemption is estimated at \$3,249,232.                                                                                                                                                                   |
| 4.                     | Private sector investment                                              | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | Estimate \$11,272,000.                                                                                                                                                                                                                                                       |
| 5.                     | Likelihood of project being completed in a timely fashion              | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | Anticipated completion in a timely manner.                                                                                                                                                                                                                                   |
| 6.                     | Extent of new revenue provided to local taxing jurisdictions           | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | The Project will provide a revenue source to the affected tax jurisdictions in the form of PILOT payments.                                                                                                                                                                   |
| 7.                     | Extent of new revenue provided to local taxing jurisdictions           | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | The Project will encourage a large section of the workforce to remain in the County by maintaining manufacturing positions in the County. By keeping the workforce in the area, the tax jurisdictions will continue to benefit from the revenue generated by such workforce. |
| 8.                     | Local labor construction jobs                                          | <input checked="" type="checkbox"/> Yes       | <input type="checkbox"/> No            | The Company has indicated in the application that it is willing to consider the use of local labor.                                                                                                                                                                          |
| 9.                     | Regional wealth creation (% of sales /customers outside of the County) | <input type="checkbox"/> Yes                  | <input checked="" type="checkbox"/> No | N/A                                                                                                                                                                                                                                                                          |

|     |                                                               |                                         |                                        |                                                                                                                                                                                                                   |
|-----|---------------------------------------------------------------|-----------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10. | Located in a highly distressed census tract                   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | N/A                                                                                                                                                                                                               |
| 11. | Alignment with local planning efforts and development efforts | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | The Project is consistent with local planning and development efforts.                                                                                                                                            |
| 12. | Promotes walkable community areas                             | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | The Project site is not located in an urban setting with sidewalks.                                                                                                                                               |
| 13. | Elimination or reduction of blight                            | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | If the Project was not undertaken, a large warehousing/office facility would be left empty. By completing the Project, the Company will ensure that the existing facility does not fall into blight or disrepair. |
| 14. | Proximity/support of regional tourism attractions/facilities  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | N/A                                                                                                                                                                                                               |
| 15. | Local or County official support                              | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | The Project has received strong support from the County, Town, and New York State.                                                                                                                                |
| 16. | Building or site has historic designation                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | There is no historic designation.                                                                                                                                                                                 |
| 17. | Provides brownfield remediation                               | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | No brownfields present.                                                                                                                                                                                           |
| 18. | Provides onsite child daycare facilities                      | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | It is not anticipated that the Project will provide onsite child daycare facilities.                                                                                                                              |