

**EMPIRE POLYMER SOLUTIONS, LLC &  
EMPIRE POLYMER HOLDINGS LLC**

**RESOLUTION DETERMINING NO RECAPTURE, AUTHORIZING EXECUTION  
AND DELIVERY OF AN AMENDMENT TO PROJECT AGREEMENT  
(3101-20-19A)**

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on July 17, 2025, at 8:30 a.m. located at 335 Montgomery Street, 2<sup>nd</sup> Floor, Syracuse, New York.

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

**PRESENT:** Pat Hogan  
Janice Herzog  
Elizabeth Dreyfuss  
Fanny Villarreal  
Gerard Grannell

**ABSENT:** Cydney Johnson  
Susan Stanczyk

**ALSO PRESENT:** Robert M. Petrovich, Executive Director  
Jeffrey W. Davis, Esq., Agency Counsel  
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Janice Herzog, seconded by Fanny Villarreal, to wit:

**RESOLUTION DETERMINING NO RECAPTURE, AUTHORIZING  
EXECUTION AND DELIVERY OF AN AMENDMENT TO PROJECT  
AGREEMENT IN CONNECTION WITH A CERTAIN PROJECT FOR  
EMPIRE POLYMER SOLUTIONS, LLC AND EMPIRE POLYMER  
HOLDINGS LLC AND TAKING RELATED ACTIONS IN CONNECTION  
THEREWITH**

WHEREAS, 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 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, as amended, constituting Section 895 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 manufacturing, warehousing, research, commercial 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 (the “State”), 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, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, by resolution adopted by the Agency on October 13, 2020 (the “Approving Resolution”), the Agency agreed to undertake a project (the “Project”) on behalf of Empire Polymer Solutions, LLC (the “Operating Company”) and Empire Polymer Holdings LLC (the “Real Estate Holding Company”) consisting of the following: (A)(1) acquisition of an interest in an approximately 16-acre parcel of land located at 7528 State Fair Boulevard (tax map no. 031.-11-01.1) in the Town of Van Buren, Onondaga County, New York (the “Land”) and the existing 205,066 square foot building (the “Existing Building”) thereon; (2) the demolition and reconstruction of the existing building, together with related site improvements (as reconstructed, the “Facility”); and (3) the acquisition and installation therein and thereon of related fixtures and various machinery, equipment and other tangible personal property not part of the Equipment (collectively, the “Facility Equipment”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “Company Project Facility”), such Company Project Facility to be leased and subleased by the Agency to the Company and further subleased by the Company to the Operating Company and the acquisition and installation therein and thereon of certain equipment and personal property (collectively the “Equipment,” and together with the Company Project Facility, the “Project Facility”), which Project Facility will be used by the Operating Company as a manufacturing plant and warehouse for recycled plastics together with related office space; (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, real estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Company Project Facility to the Real Estate Holding Company and the lease (with an obligation to purchase) of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, the Agency previously determined that based upon the Agency’s review of the application submitted by the Real Estate Holding Company and the Operating Company (the “Application”) and all related materials and other information concerning the Project, the Project qualifies as a Type II action under 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), and therefore no further environmental review is required; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency, the Real Estate Holding Company and the Operating Company entered into the following documents (the “Project Documents”): (A) a certain lease to agency dated as of January 1, 2021 (the “Underlying Lease”) by and between the Real Estate Holding Company, as landlord,



and the Agency, as tenant, pursuant to which the Real Estate Holding Company leased to the Agency the Land and all improvements then or thereafter located on the Land (collectively, the “Premises”) for a lease term ending on the date of termination of the Payment in Lieu of Tax Agreement, (B) a certain lease to the Real Estate Holding Company dated as of January 1, 2021 (the “Lease Agreement”) by and between the Agency, as landlord, and the Real Estate Holding Company, as tenant, pursuant to which the Agency leased back to the Real Estate Holding Company the Premises for a lease term ending on the date of the termination of the Payment in Lieu of Tax Agreement, (C) a bill of sale dated as of January 1, 2021 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Real Estate Holding Company in the Facility Equipment, (D) a bill of sale dated as of January 1, 2021 (the “Equipment Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Operating Company in the Equipment, (E) an equipment lease agreement dated as of January 1, 2021 (the “Equipment Lease Agreement”) pursuant to which the Agency leased the Equipment to the Operating Company, (F) a project agreement dated as of January 1, 2021 (the “Project Agreement”), which set forth the terms and conditions under which the Financial Assistance would be provided to the Real Estate Holding Company and the Operating Company, (G) the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) for each of the Real Estate Holding Company and the Operating Company, filed with the New York State Department of Taxation and Finance by the Agency, (H) a payment in lieu of tax agreement dated as of January 1, 2021 (the “Payment in Lieu of Tax Agreement”), pursuant to which the Real Estate Holding Company and the Operating Company agreed to pay certain payments in lieu of taxes with respect to the Company Project Facility, and (I) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement, filed with the assessor and mailed to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act); and

WHEREAS, pursuant to correspondence dated January 5, 2023, the Real Estate Holding Company and the Operating Company requested that the Agency (A) increase the sales tax exemption amount (the “Additional Financial Assistance”) due to increased costs of the Project, and (B) extend their appointments as temporary agents of the Agency for State and local sales and use tax purposes until December 31, 2023 (the “Extension”); and

WHEREAS, by resolution adopted by members of the Agency on January 19, 2023 (the “Additional Financial Assistance Resolution”), the members of the Agency approved the Additional Financial Assistance and the Extension; and

WHEREAS, in connection with the Additional Financial Assistance and the Extension, the Real Estate Holding Company and the Operating Company entered into an Omnibus Amendment to Project Documents (the “Omnibus Amendment”) and the Agency filed one or more Form ST-60 with the New York State Department of Tax and Finance; and

WHEREAS, pursuant to the Project Agreement and the Omnibus Amendment the Agency has conferred on the Real Estate Holding Company and the Operating Company the following



Financial Assistance, (i) the purchase of goods and services relating to the Project and subject to New York State and local sales and use taxes are estimated in an amount up to \$8,285,213, and, therefore, the value of the sales and use tax exemption benefits authorized and approved by the Agency cannot exceed \$662,817, (ii) the mortgage recording tax exemption amount authorized was for a mortgage or mortgages in a total amount not to exceed \$5,635,210 and, therefore the value of the mortgage recording tax exemption benefits offered was not to exceed \$42,264, and (iii) the real property tax exemption amount shall be provided through a payment in lieu of tax agreement with a net exemption amount of approximately \$1,829,919; and

WHEREAS, pursuant to the Project Agreement, as amended by the Omnibus Amendment, the Real Estate Holding Company and the Operating Company must employ at least seventy (70) (“FTE”) within five years after the completion date of the Project Facility (the “Employment Commitment”) and, in accordance with the Application, said Employment Commitment was to be reached by employing six (6) employees within one year after the completion date of the Project Facility, employing eighteen (18) employees within two years after the completion date of the Project Facility, employing thirty-three (33) employees within three years after the completion date of the Project Facility, employing fifty-two (52) employees within four years after the completion date of the Project Facility and employing the full Employment Commitment within five year after the completion date of the Project Facility; and

WHEREAS, as of June, 2025, almost two years after the completion date of the Project Facility, the Operating Company, employs a total of nine (9) FTEs; and

WHEREAS, the Project Agreement includes procedures for evaluating the potential for recapturing of Financial Assistance as required by the Act and the Agency’s Uniform Tax Exemption Policy; and

WHEREAS, the Project Agreement provides that, *inter alia*, the Agency shall evaluate at any time information is brought to the Agency’s attention as to whether the Real Estate Holding Company and the Operating Company have failed to maintain their Employment Commitment, such failure to maintain their Employment Commitment being a “Noncompliance Event” under the Project Agreement; and

WHEREAS, the Project Agreement provides that at the time of any Noncompliance Event, the Agency shall determine by resolution whether to exercise its right to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance, and shall consider the following criteria in determining whether to proceed to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance (collectively, the “Factors”):

- Whether the Real Estate Holding Company and/or the Operating Company have proceeded in good faith.
- Whether the Project has not performed as required due to economic issues, changes in market conditions or adverse events beyond the control of the Real Estate Holding Company and/or the Operating Company .



- Whether the enforcement by the Agency of its right to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance would create a more adverse situation for the Real Estate Holding Company and/or the Operating Company, such as the Real Estate Holding Company and/or the Operating Company going out of business or declaring bankruptcy, which would not occur if the Agency's rights were not exercised.
- Whether the enforcement by the Agency of its right to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance would create an adverse situation for the residents of the County of Onondaga.
- The assessment prepared in accordance with the Agency's Annual Assessment Policy.
- The potential future benefit of the operation of the Project Facility to the community.
- Such other criteria as the Agency shall determine is a relevant factor in connection with any decision regarding the exercise of its right to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance.

WHEREAS, the Project Agreement provides that if the Real Estate holding Company and Operating Company fails to reach their Employment Commitment, the Agency has the right to suspend, discontinue, recapture or terminate all or any portion of the Financial Assistance in accordance with the Project Agreement; and

WHEREAS, Agency staff has evaluated relevant information received from the Real Estate Holding Company and Operating Company, including the following:

- (a) the plastics market became saturated in 2023, leading to a significant drop in the selling price of ground and washed plastic, which fell by 30% to 35%, compelling the Operating Company to store finished products rather than sell them since the purchase price of the material was higher than the selling price;
- (b) declining trend in the price of plastic prompted the Operating Company to discontinue the washline phase of its operations, resulting in the layoff of employees, decreasing its number of FTE employees to a total of nine (9);
- (c) the Operating Company intends to maintain all of its current nine (9) FTE employees and ramp up operations again if the selling price of plastic rebounds; and

WHEREAS, the members of the Agency have evaluated the Factors;



WHEREAS, Agency counsel has drafted an amendment to the Project Agreement (the "Amendment to Project Agreement"), which Amendment to Project Agreement , upon execution and delivery by the Agency, the Real Estate Holding Company and the Operating Company to revise the Employment Commitment in light of the Factors; and

WHEREAS, the Agency desires to consent to the execution and delivery of the Amendment to Project Agreement ; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of the execution and delivery of the Amendment to Project Agreement (the "Transaction").

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

Section 1. Based upon reviewing of the Factors and the representations made by the Operating Company to the Agency, the Agency makes the following findings and determinations:

- (A) The Project constitutes a "project" within the meaning of the Act; and
- (B) The Agency waives its right to recapture all or any portion of the Financial Assistance; and
- (C) The execution and delivery of the Amendment to Project Agreement does not constitute a significant change from the original Project that was reviewed under SEQRA and therefore no further or additional review under SEQRA is required.

Section 2. The Agency hereby approves the execution and delivery of the Amendment to Project Agreement and determines to execute and deliver the Amendment to Project Agreement and any other documents and certificates required in connection therewith (collectively, the "Amendment Documents").

Section 3. The Amendment Documents shall (A) be executed, issued and delivered at such time as the Chairperson (or Vice Chairperson) or the Executive Director of the Agency, with the assistance of Agency Counsel, shall determine, and (B) be in such form as hereinafter approved by the Chairperson (or Vice Chairperson) or the Executive Director of the Agency in accordance with Section 4 hereof.

Section 4. The Chairperson (or Vice Chairperson) and the Executive Director of the Agency are each 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 Amendment 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 Chairperson (or Vice Chairperson) or the Executive Director of the Agency, with the assistance of Agency Counsel, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Amendment Documents binding upon the Agency.



Section 5. The Chairperson, (or Vice Chairperson) or the Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 6. 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:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Garard Grannell	X		
Janice Herzog	X		
Cydne Johnson			X
Elizabeth Dreyfuss	X		
Susan Stanczyk			X
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.



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


I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 17, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

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

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of July, 2025.

(SEAL)

  
Secretary