

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") convened in public session on September 10, 2026, at 8:30 a.m., at 335 Montgomery Street, Floor 2M, Syracuse, New York:

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

PRESENT: Randy Wolken
Deka Eysaman
Michael Greene
Alan Marzullo
Sally Santangelo

ABSENT: Christina Hollenback
Mark Muthumbi

ALSO PRESENT: William J. Barlow Jr., Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by, Alan Marzullo seconded by Sally Santangelo, to wit:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A COST REIMBURSEMENT AGREEMENT.

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 of the State of New York, 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, for the public purposes of potential future development and to support tenants in the semiconductor industry the Agency purchased parcels of land in the White Pine Commerce Park (the “Park”) located northeast of the intersection of NYS Route 31 and Caughdenoy Road in the Town of Clay, Onondaga County, New York; and

WHEREAS, on July 14, 2023 Micron New York Semiconductor Manufacturing LLC (“Micron”), submitted an application to the Agency, which application was amended June 10, 2024, requesting that the Agency undertake a certain project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in all or a portion of approximately 819.92 acres of land in the Park located on the westerly side of Burnet Road (tax map nos. 046.-02-01.0, 046.-02-02.1, 046.-02-02.2, 046.-02-03.1, 046.-02-04.0, 046.-02-05.1, 046.-02-05.2, 048.-01-01.0, 048.-01-02.2, 048.-01-23.1, 048.-01-23.2, 048.-01-23.3, 049.-01-15.0, 049.-01-16.0, 049.-01-17.0, 049.-01-18.4, 049.-01-19.1, 049.-01-19.2, 050.-01-01.0, 050.-01-02.1, 050.-01-03.1, 050.-01-04.1, 050.-01-04.2, 050.-01-04.3, 050.-01-04.4, 050.-01-05.0, 051.-01-10.1, 051.-01-10.6, 051.-01-10.7, 051.-01-10.8, 051.-01-10.9, 051.-01-12.0, 064.-01-06.3, 064.-01-08.0) in the Town of Clay, Onondaga County, New York (collectively, the “Land”); (2) the construction on the Land of two approximately 1.2 million square foot memory fabrication facilities (each a “Fab”) and each containing approximately 600,000 square feet of cleanroom space, together with other ancillary interior and exterior support facilities and systems and sitework including but not limited to installation of a chilled water system, a process cooling water system, air handlers, electrical substations, switch gear, and compressed dry air systems, semiconductor manufacturing equipment, office and storage space, driveways, interior access roads, sidewalks, parking lots, landscaping, signage, electric and gas utility and internal communications infrastructure, electric substations, water and wastewater pre-treatment and storage and industrial gas storage (collectively, the “Facility”); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment”) (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (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 (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to Micron or such other person as may be designated by Micron and agreed upon by the Agency; and

WHEREAS, in connection with the Project and pursuant to a real estate purchase contract (the “Purchase Contract”) by and between Micron and the Agency, Micron purchased the Land from the Agency; and

WHEREAS, Micron has entered into a certain access agreement with the Agency for limited use over those portions of the Park still owned by the Agency (the “Site”); and

WHEREAS, in addition to the Project, Micron intends to develop, construct, own and operate additional Fabs at the Site and the Agency continues to maintain and improve the Site for future development; and

WHEREAS, Niagara Mohawk Power Corporation d/b/a National Grid, a corporation organized and existing under the laws of the State of New York (the “Company”), owns and operates facilities for the provision of electricity and natural gas utility service in Onondaga County, including certain gas distribution and transmission facilities in the public right of way and on

private property on or near the Park pursuant to applicable franchise agreements and other property rights; and

WHEREAS, the Company and Micron are parties to a separate Cost Reimbursement Agreement (“*CRA #3-Gas*”) for construction of the gas facilities and infrastructure needed to provide the requested gas delivery service to the Park; and

WHEREAS, construction of the gas facilities and infrastructure to the Park is intended primarily for the benefit of the Park, is an activity incidental to the construction of the Park itself and will benefit any future development thereon and, therefore, is a “project”, as that term is defined in section 854(4) of the Act; and

WHEREAS, pursuant to the Purchase Contract, the Agency has agreed to reinvest (the “Reinvestment”) a portion of the purchase price due thereunder to undertake improvements to the Park in an amount of \$12,648,206.58 (the “Reinvestment Amount”); and

WHEREAS, the Company and the Agency’s Executive Director have negotiated a cost reimbursement agreement (the “Agreement”) with the guidance of Agency counsel pursuant to which, the Agency will use all or a portion of the Reinvestment Amount to fund portions of the construction of the gas facilities and infrastructure to the Park to fulfill the Reinvestment requirement pursuant to the Purchase Contract; and

WHEREAS, the Agency desires to authorize the Executive Director to execute and deliver the Agreement (collectively, the “Transaction”); and

WHEREAS, in accordance with the requirements of 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”).

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

Section 1. The construction, installation and operation of the gas line was a SEQRA connected action the impacts of which were studied and mitigated to the maximum extent practicable as discussed in the Project specific Final Environmental Impact Statement adopted by the Agency on November 6, 2025 and the Agency Findings Statement adopted on November 18, 2025; and the contemplated Transaction is a Type II action under 6 NYCRR Part 617(c) such that no further review is required under SEQRA.

Section 2. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 3. The form and substance of the Agreement (in substantially the form presented to this meeting and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4. (A) The Executive Director is hereby authorized, on behalf of the Agency, to finalize, execute and deliver the Agreement in substantially the form thereof presented to this meeting; and (B) the Executive Director is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 5. The Chairperson, Vice Chairperson and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution 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 upon adoption.

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>
Randy Wolken	X		
Deka Eysaman	X		
Michael Greene	X		
Christina Hollenback			X
Alan Marzullo	X		
Mark Muthumbi			X
Sally Santangelo	X		

The foregoing 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 September 10, 2026, 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 10th day of September, 2026.

(SEAL)


Secretary