

Project Applicant: DIMAR Manufacturing Corporation
 Project Name: DIMAR Manufacturing Corporation
 Project Address: 4280 Research Parkway, Clarence, NY 14031
 (Present Owner: DIMAR Mfg. Corp.)
 (SBL No.)
 Project Amount: \$800,000.00
 Incentives Requested: Sales Tax Exemption
 Type of Industry/Busine Manufacturing (Currently zoned and present use as) Industrial Business Park
 Type of Transaction: Installment Sale (Sales Tax Exemption Only)
 (Sublease from 4280 Research Pkwy. LLC)
 Public Hearing Date (if required): N/A
 Public Hearing Notice: N/A

**RESOLUTION OF THE TOWN OF CLARENCE, ERIE COUNTY
 INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY
 OF A PROJECT AND AGENT AGREEMENT AND AN INSTALLMENT SALE AGREEMENT WITH DIMAR
 MANUFACTURING CORPORATION. AND OTHER INSTRUMENTS AND MATTERS IN CONNECTION
 THEREWITH**

WHEREAS, Town of Clarence, Erie County, Industrial Development Agency (the "Agency"), is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, (collectively, the "Act"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, civic and commercial research facilities, and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, Dimar Manufacturing Corporation (the "Company"), has entered into negotiations with officials of the Town of Clarence, Erie County, Industrial Development Agency (the "Agency") with respect to the acquisition and installation of machinery, equipment, furniture and fixtures in connection with the Company's proposed new manufacturing location in a leased location at 4280 Research Parkway, in the Town of Clarence (the "Project") to allow the Company to expand and purchase non-manufacturing equipment; and

WHEREAS, the Company submitted an Eligibility Questionnaire to the Agency to initiate the accomplishment of the above; and

WHEREAS, the Eligibility Questionnaire sets forth certain information with respect to the Company, including the following: that the Company desires Agency assistance to acquire, install and operate the Project for manufacturing purposes with resultant increase in employment in the Town of Clarence; the Project will retain existing employment and create additional employment and substantial capital investment and will allow the Company to expand; **that the Company presently employees 31 full time persons and 2 part time employees** at its current leased facility located in Cheektowaga. At the new location in Clarence, in which the Company will be the sole tenant,, which facility is currently owned by 4280 Research Parkway LLC, and will be leased to the Company which employees will be retained as a result of the Project and **an additional 16 full time employees will be added** as a result of the Project within 2 years following completion of the Project; that if Agency participation is disapproved, the Company might not proceed with the Project; that Agency participation in the Project is reasonably necessary to encourage the Company to proceed with the Project in the Town of Clarence; and

WHEREAS, a public hearing on the Project is not required pursuant to Section 859-A of the General Municipal Law because the amount of benefits to be received by the Company is less than \$100,000; and

WHEREAS, the Agency further desires to further encourage the Company with respect to the acquisition, installation and operation of the Project, if by so doing it is able to induce the Company to proceed with the Project in the Town of Clarence; and

WHEREAS, the Agency purposes to obtain the aforementioned benefits and to accomplish the purposes of the Act by inducing the Company to acquire and install the Project as agent for the Agency and subsequent installment sale thereof to the Company for its use for its leased manufacturing facility to be located at 4280 Research Parkway, Clarence, New York; and

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF CLARENCE, ERIE COUNTY, INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby determines that the acquisition, installation and operation of the Project and participation therein by the Agency pursuant to the New York State Industrial Development Agency Act will promote and is authorized by and will be in furtherance of the

policy of the State as set forth in said Act. The Agency further hereby determines, on the basis of the Eligibility Questionnaire of the Company and supplemental information furnished by the Company, as follows: (a) it would not have participated in the Project except to induce the Project; (b) the Project will provide substantial increased employment and substantial capital investment; (c) there will be no substantial adverse disruption of existing employment of facilities of a similar nature to the Project in such area; (d) that the Project is necessary to allow the Company to complete the major expansion approved by the Agency several years ago, that: (a) the Project as represented is reasonably necessary to promote the purposes of the Act; and (b) the Project is an integral part of the Company's plan to expand its business in the Town of Clarence.

Section 2. To accomplish the purposes of the Act, the Agency hereby authorizes the Company to proceed with the Project as herein described with a **maximum authorized amount of \$450,000** to be expended without further action of the Agency. The Agency is authorized, subject to the provisions of this Resolution, to acquire title to the Project and to enter into a Project and Agent Agreement and an Installment Sale Agreement with the Company and to execute and deliver such other documents and instruments as may be necessary in order to consummate the transaction contemplated by this Resolution.

Section 3. The execution and delivery of the Installment Sale Agreement, a Project and Agent Agreement and such other documents and instruments as may be necessary in order to carry out the purposes of this Resolution, each being substantially the form approved by the Agency for prior transactions or approved by the Chairman, Vice-Chairman or Assistant Secretary is hereby authorized. The Chairman, Vice-Chairman or Assistant Secretary of the Agency are hereby authorized to execute, acknowledge and deliver each such Instrument and the Secretary and Assistant Secretary of the Agency are hereby authorized to affix the seal of the Agency on each such Instrument, as applicable, and attest to the same. The execution and delivery of each such document by said officer shall be conclusive evidence of due authorization and approval.

Section 4. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Project and Agent Agreement and in the Installment Sale Agreement and other documents and instruments shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this Resolution, the Project and Agent Agreement, the Installment Sale Agreement or other documents and instruments shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenants, stipulation, obligation or agreement herein contained or contained in the Installment Sale Agreement or other documents and instruments shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his individual capacity.

Section 5. The Agency is hereby authorized to acquire, install and provide the Project, all as particularly authorized by the terms and provisions of the Installment Sale Agreement. Any action heretofore taken by the Company in initiating the acquisition and installation of the Project on behalf of the Agency is hereby ratified, confirmed and approved. The proper officers of the Agency are hereby authorized to accept title to the Project.

Section 6. The Company is authorized to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in a combined amount up to \$450,000 which may result in a New York State and local sales and use **tax exemption benefits ("sales and use tax exemption benefits") not to exceed \$39,375.00**. The Agency may consider any requests by the Lessee for increases in the amount of sales and use tax benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services necessary for the completion of the Project.

Section 7. The Chairman, Vice Chairman, Secretary and Assistant Secretary and any member of the Agency are hereby designated the authorized representatives of the Agency and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, the Project and Agent Agreement, the Installment Sale Agreement and other necessary documents and instruments.

Section 8. Any expenses incurred by the Agency with respect to the Project shall be paid or reimbursed by the Company whether or not the transaction contemplated by this Resolution is completed, unless through the fault of the Agency. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Project.

Section 9. The provisions of this Resolution shall continue to be effective until one year from the date hereof whereupon the Agency may, at its option, terminate the effectiveness of the Resolution (except with respect to the matters contained in Section 7 hereof) unless prior to the expiration of such period (a) the Agency shall by subsequent resolution extend the effective period of this Resolution, or (b) the Company and the Agency enter into an Installment Sale Agreement.

Section 10. The Agency hereby determines, based upon information furnished to it by the Company and such other information as the Agency deemed necessary to make this determination, that the Project is a Type II Action under the State Environmental Quality Review Act and does not require the preparation of an Environmental Impact Statement under such Act as the contemplated action will not have a significant effect on the environment.

Section 11. The provisions of Section 875 of the General Municipal Law shall apply to this Project. In the event it is determined that an agent, project operator or other person or entity obtained state sales and use exemptions benefits for which they were not entitled or which were in excess of the amount authorized, the agent, project operator or other person or entity shall comply with all the provisions of Section 875 and pay back to the Agency the amount of the state sales and use tax exemptions benefits that they obtained but were not entitled to.

Section 12. The provisions of the Town of Clarence, Erie County, Industrial Development Agency Policy for Recapture and/or Termination or Modification of Financial Assistance shall be applicable to this Project.

Section 13. This resolution shall take effect immediately.

ADOPTED: August 17, 2023