

**RESOLUTION AUTHORIZING MORTGAGE  
LOCAL GAS, LLC**

A regular meeting of Herkimer County Industrial Development Agency (the “Agency”) was convened in public session at the Herkimer County Chamber of Commerce Conference Room located at 420 E. German Street, in the Village and Town of Herkimer, Herkimer County, New York, on November 25, 2025 at 8:00 o’clock a.m., local time.

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

**PRESENT:**

|                      |               |
|----------------------|---------------|
| Cory Albrecht        | Vice Chairman |
| Tim Day              | Treasurer     |
| Robert Davenport     | Secretary     |
| Ann Gaworecki        | Director      |
| Frank Mendl          | Director      |
| Dr. Terri Grates Day | Director      |

**ABSENT:**

|                 |          |
|-----------------|----------|
| Vincent J. Bono | Chairman |
|-----------------|----------|

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

|                         |                                       |
|-------------------------|---------------------------------------|
| John J. Piseck, Jr.     | Chief Executive Officer               |
| Victoria Adams          | Operations Manager                    |
| Nicole Farber           | Administrative Assistant              |
| Samantha Canarelli      | Marketing & Communications Specialist |
| Anthony Hallak, Esq.    | Agency Counsel                        |
| Shannon E. Wagner, Esq. | Special Agency Counsel                |

The following resolution was offered by Dr. Day, seconded by Frank Mendl, to wit:

**Resolution No.: 112525-02**

**RESOLUTION AUTHORIZING THE EXECUTION BY HERKIMER COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MORTGAGE  
AND RELATED DOCUMENTS IN CONNECTION WITH CERTAIN  
PROJECTS UNDERTAKEN FOR THE BENEFIT OF LOCAL GAS, LLC.**

WHEREAS, Herkimer County 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 410 of the 1970 Laws of New York, as amended, constituting Section 898 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 civic, manufacturing, warehouse and commercial 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, 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, pursuant to a closing on April 18, 2024, the Agency entered into a leaseback agreement dated April 1, 2024 (the “2024 Leaseback Agreement”) by and between the Agency and Local Gas, LLC (the “Company”), in connection with 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 4.727 acre parcel of land located in the Town of Schuyler, Herkimer County, New York (the “Land”), (2) the construction on, under and over the Land of a manufacturing and office facility (the “Improvements”) and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) in, on, around, over and under the Improvements and the Land (the Land, the Improvements and the Equipment being collectively referred to as the “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, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Leaseback Agreement, the Company and the Agency executed and delivered various documents including, but not limited to, (A) a lease agreement dated April 18, 2024 (the “Company Lease”) by and between the Company, as landlord, and the Agency, as tenant, a memorandum of which was recorded in the office of the Herkimer County Clerk on April 24 2024 as Instrument No. RP2024-1726, (B) a memorandum of leaseback agreement which was recorded in the office of the Herkimer County Clerk on April 24, 2024 as Instrument No. RP2024-1727, and (C) various other documents in connection therewith (collectively, the “Basic Documents”); and

WHEREAS, the Company has informed the Agency, by electronic mail dated June 2025 (the “Financing Request”), that the Company intends to obtain a loan in the principal sum of not to exceed approximately \$3,500,000.00 (the “Loan”) from NBT Bank, N.A. (the “Lender”) which Loan will be used to finance the Project and be secured by a mortgage dated as of December \_\_\_\_, 2025 (the “Mortgage”) from the Agency and the Company to the Lender; and

WHEREAS, in connection with the Financing, the Company would like the Agency to enter into a mortgage and any other security documents and related documents (collectively, the “Financing Documents”); 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 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"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Financing; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Financing in order to make a determination as to whether the Financing is subject to SEQRA, and it appears that the Financing constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Financing, the Agency hereby makes the following determinations:

(A) The Financing constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(29), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Financing.

(B) The Agency will not be granting any mortgage recording tax exemption relating to the Financing Request.

(C) That since compliance by the Agency with the Financing Request will not result in the Agency providing more than \$100,000.00 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Financing Request.

Section 2. Subject to (A) approval of the form of the Financing Documents, by Agency counsel and (B) receipt by the Executive Director of (1) the Agency's administrative fee relating to the Financing, if any, and (2) counsel's fees relating to the Financing, the Agency hereby authorizes the execution by the Agency of the Financing Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman, Vice Chairman or the Chief Executive Officer of the Agency is hereby authorized to execute and deliver the Financing Documents to the Company, and, where appropriate, the (Assistant) Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or the Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or the Chief Executive Officer to constitute conclusive evidence of such approval.

Section 4. 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 Financing 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 Financing Documents binding upon the Agency.

Section 5. 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:

|                      |        |         |
|----------------------|--------|---------|
| Vincent James Bono   | VOTING | ABSENT  |
| Cory Albrecht        | VOTING | YES     |
| Tim Day              | VOTING | YES     |
| Ann Gaworecki        | VOTING | RECUSAL |
| Frank Mendl          | VOTING | YES     |
| Robert Davenport     | VOTING | YES     |
| Dr. Terri Grates Day | VOTING | YES     |

The foregoing resolution was thereupon declared duly adopted.

*[Remainder of page left blank intentionally]*

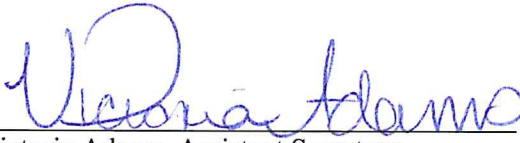
STATE OF NEW YORK                     )  
                                                      ) SS.:  
COUNTY OF HERKIMER                )

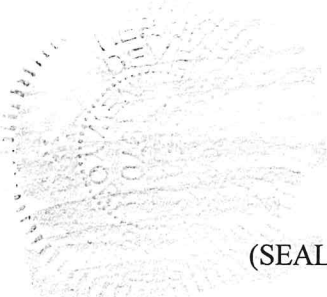
I, the undersigned Assistant Secretary of Herkimer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on November 25, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates to the subject matters 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 and affixed the seal of the Agency this 25<sup>th</sup> day of November, 2025.

  
Victoria Adams, Assistant Secretary

  
(SEAL)