

**RESOLUTION APPROVING ASSIGNMENT OF  
LEASE-LEASEBACK TRANSACTION AND MORTGAGE FINANCING**

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 East German Street, Herkimer, New York on the 30<sup>th</sup> day of June, 2026 at 8:00 a.m., the following members of the Agency were:

**PRESENT:**

Vincent J. Bono	Chairman
Tim Day	Treasurer
Robert Davenport	Secretary
Ann Gaworecki	Director
Frank Mendl	Director
Dr. Terri Grates Day	Director

**ABSENT:**

Cory Albrecht	Vice Chairman
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**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

After the meeting had been duly called to order, the Chairman announced that amongst the purposes of the meeting was to consider and take action on certain matters pertaining to Ryan Aldrich Trucking & Sawing, Inc. (the "Company") and the assignment of the Lease-Leaseback Agreement and Project documents (collectively the "Project") to their Project Facility.

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

**Resolution No.: 063026-05**

AYE	NAY	ABSTAINED
*ALL	*NONE	*Gaworecki

RESOLUTION AUTHORIZING THE AGENCY TO CONSENT TO THE  
ASSIGNMENT OF A LEASE-LEASEBACK TRANSACTION FROM  
THE COMPANY TO BLACK GOLD ESTATES LLC AUTHORIZING  
THE EXECUTION BY THE AGENCY OF CERTAIN PROJECT  
RELATED DOCUMENTS IN CONNECTION WITH REAL PROPERTY

SITUATE IN TOWN OF SCHUYLER, COUNTY OF HERKIMER  
KNOWN AS 142 USYK DRIVE, SCHUYLER, NEW YORK 13440.

WHEREAS, Ryan Aldrich Trucking & Sawing, Inc., on behalf of itself and/or the principals (the “Company”) applied to the Herkimer County Industrial Development Agency (the “Agency”) to enter into a transaction relating to the acquisition, construction and equipping of office space, trucking terminal, maintenance garage, a product storage complex and related activities on a parcel of land located at 142 Usyk Drive, Schuyler, New York 13340, Herkimer County (the “Land”), and the acquisition and installation of equipment in the Improvements, all to be used by the Company in connection with providing a complete and fully operational Facility in support of Ryan Aldrich Trucking & Sawing, Inc. (the Land, Improvements and Equipment) are referred to collectively as the “Facility” and the construction and equipping of the Improvements is referred to as (the “Project”); and

WHEREAS, in furtherance of its obligations, the Company completed construction and equipping of the Project Facility; and

WHEREAS, the Company entered into and/or executed Project documents, including without limitation, Lease Agreement dated as of September 1, 2024, Memorandum of Lease Agreement dated as of September 1, 2024, Leaseback Agreement dated as of September 1, 2024, Memorandum of Leaseback Agreement dated as of September 1, 2024, Payment in Lieu of Tax Agreement dated as of September 1, 2024, Environmental Compliance and Indemnification Agreement dated as of September 1, 2024 and Project Completion and Recapture Agreement dated as of September 1, 2024; and

WHEREAS, the Lease-Leaseback Agreement states that the agreement may not be assigned in whole or in parts without the prior written consent of the Agency; and

WHEREAS, the Agency has received a request dated June 22, 2026 to assign the Company’s interest in the Project to Black Gold Estates LLC; and

WHEREAS, the Company is not entitled to receive any further financial assistance except for those rights remaining pursuant to a Payment in Lieu of Tax Agreement dated as of September 1, 2024.

NOW THEREFORE,

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The acquisition, construction and equipping of the Facility has been satisfactorily completed by the Company; and

- (c) Based upon representations of the Company, the Facility conforms with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facility is located; and
- (d) The Company has met its obligations for job creation during the construction buildout and the Project has demonstrated the economic benefits for which the Agency is authorized to promote under the Act and fulfilled its Project obligations; and
- (e) The Company has entered into a transaction for the sale of the Project Facility to Black Gold Estates LLC and the subleasing back of the Facility to Ryan Aldrich Trucking & Sawing, Inc.; and
- (f) Ryan Aldrich Trucking & Sawing, Inc. intends to maintain all current employees; and
- (g) The assignment of the Project to Black Gold Estates LLC will not violate any of the Project documents and will fulfill the purposes of the Act.

Section 2. That the Company's request pursuant to Section 6.3 of the Lease-Leaseback is approved with the understanding:

- (a) Black Gold Estates LLC assumes any and all obligations under the Project documents, including without limitation, those imposed by the Project Completion and Recapture Agreement and reporting requirements; and
- (b) Black Gold Estates LLC shall execute an Environmental Compliance and Indemnification Agreement; and
- (c) That Aldrich Trucking & Sawing, Inc. shall remain obligated to fulfill their job retention requirements under the Project Completion and Recapture Agreement, including job retention and reporting, and continues to retain its obligations and liabilities thereunder, in addition to, and not in lieu of Black Gold Estates LLC; and
- (d) The Company and Black Gold Estates LLC will provide such other documents as may be reasonably requested by the Agency's counsel, including without limitation, Company/Black Gold Estates LLC resolutions, closing certificates, estoppel affidavits and opinions of counsel.
- (e) That the Agency's consent is subject to receipt by the Chief Executive Officer of (i) the Agency's administrative fee related to the assignment/financing and (ii) counsel fees related to the assignment/financing.

Section 3. The Chairman, Vice Chairman, Chief Executive Officer, Secretary 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 the Leaseback Agreement and Closing Documents and deliver such instrument necessary to assign the Project.

Section 4. 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	YES
Cory Albrecht	VOTING	ABSENT
Tim Day	VOTING	YES
Ann Gaworecki	VOTING	ABSTAINED
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]*

