ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY LOCAL DEVELOPMENT CORPORATION

Resolution No. LDC-16-11-21 November 17, 2016

AUTHORIZING A EQUIPMENT LEASE OF UP TO \$105,000 TO KINGSTON PHARMA, LLC.

WHEREAS, the St. Lawrence County Industrial Development Agency Local Development Corporation (the "SLCIDA-LDC") was formed by the St. Lawrence County Industrial Development Agency to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community of St. Lawrence County, New York by attracting industry to the community and by encouraging the development of, or retention of, an industry in the community, and to lessen the burdens of government and to act in the public interest, thus performing an essential governmental function, and

WHEREAS, the SLCIDA-LDC entered in an Agreement with the St. Lawrence River Valley Redevelopment Agency (the "RVRDA"), and

WHEREAS, pursuant to Section II (1) NYPA Allocation Agreement, "...nothing herein shall cause the (Corporation) to undertake any act or participate in any portion of the Allocation Program unless approved by the (Corporation)." and

WHEREAS, on November 8, 2016, the RVRDA adopted Resolution No. RVR-16-11-13 "Authorizing an EQUIPMENT LEASE OF UP TO \$105,000 to KINGSTON PHARMA, LLC.", and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency Local Development Corporation, having exercised its own due diligence in the matter, authorizes the allocation of St. Lawrence River Valley Redevelopment Agency funds, as outlined in RVRDA Resolution # RVR-16-11-13, and

BE IT FURTHER RESOLVED that the St. Lawrence County Industrial Development Agency Local Development Corporation authorizes the creation, execution and/or delivery of any and all documents and/or budget accounts that may be required to effectuate the transaction contemplated by this resolution.

| Move: | Blevins | | | |
|---------|---------|-----|---------|--------|
| Second: | Hall | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| Blevins | X | | | |
| Hall | X | | | |
| LaBaff | X | | | |
| McMahon | X | | | |
| Staples | | | | X |
| Burke | | | | X |
| Weekes | | | | X |
| | | • | • | • |

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley November 17, 2016

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY Resolution No. RVR-16-11-13 November 8, 2016

AUTHORIZING AN EQUIPMENT LEASE OF UP TO \$105,000 TO KINGSTON PHARMA, LLC

WHEREAS, the St. Lawrence River Valley Redevelopment Agency ("RVRA") seeks to actively participate in economic development projects which result in the creation of jobs, and

WHEREAS, the RVRA has partnered with the St. Lawrence County Industrial Development Agency Local Development Corporation ("SLCIDA-LDC") as prescribed in certain agreements among multiple parties dated June 2, 2010 for the purpose of providing assistance to such projects, and

WHEREAS, Kingston Pharma, LLC (the "Company") has applied for financial assistance in the form of equipment lease described as a Pasteurizer that will cost up to \$150,000 (the "Equipment"), and

WHEREAS, the project will purchase a Pasteurizer and Filler that will allow the company to produce pediatric electrolytes initially, and ultimately similar pharmaceutical products, and

WHEREAS, the project is expected to retain 11 and create 5 new full time equivalent jobs over the next three years, and

WHEREAS, this assistance will fund a lease of up to 70% or not more than \$105,000, and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence River Valley Redevelopment Agency agrees to authorize the SLCIDA-LDC to purchase equipment up to \$105,000 from the RVRA's Economic Development Fund and lease said equipment to Kingston Pharma, LLC, and

BE IT FURTHER RESOLVED that said lease of up to \$105,000 shall be subject to the following terms and conditions:

| 1. | Principal | Up to \$105,000 | | | | |
|----|---------------|---|--|--|--|--|
| 2. | Interest Rate | One-half of Prime Rate plus 1, the actual rate to be determined on the date of | | | | |
| | | closing and adjusted at the end of the fifth year | | | | |
| 3. | Term | Four (4) year amortization schedule | | | | |
| 4. | Security | Pasteurizer equipment | | | | |
| 5. | Other | The Company agrees to create 5 FTE new jobs within the next three years after project completion. Personal Guaranty of Venkat Kakani Corporate Guaranty of Kingston Pharma Evidence of company equity or financing commitments in the project of at least 30% Evidence of corporation borrowing authorization | | | | |

| Move: | Strait | | | |
|---------|---------|-----|---------|--------|
| Second: | Carroll | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| Carrol | X | | | |
| McNeil | X | | | |
| Murphy | X | | | |
| Paquin | | | | X |
| Strait | X | | | |

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

Lori Sibley November 8, 2016