

MORTGAGE RECORDING TAX EXEMPTION AFFIDAVIT

WILLIAM FIORAVANTI, being duly sworn, deposes and says:

1. That he resides in Newburgh, New York, and is the Chief Executive Officer of the Orange County Industrial Development Agency (the "**Agency**").

2. That the Agency is a public benefit corporation duly organized and existing under the laws of the State of New York, having its offices at the Orange County Business Accelerator, 4 Crotty Lane, Suite 100, New Windsor, New York 12553.

3. That the Agency entered into a certain Lease Agreement, dated as of February 2, 2023 with Goshen Developer JV, LLC ("**Goshen**") and Royal Wine Corporation ("**Royal**" and together with Goshen, collectively, the "**Company**"), pursuant to which the Agency received a leasehold interest in the property described in Schedule A attached hereto, and the Agency and the Company thereafter entered into a certain Leaseback Agreement, dated as of February 2, 2023, pursuant to which the Agency subleased its interest in said property back to the Company. By resolution duly adopted on August 17, 2022, the Agency approved the execution and delivery of the Lease Agreement, the Leaseback Agreement and the below- described Mortgage.

4. Goshen, as mortgagor, has entered into certain agreements concerning a loan to be made to Goshen by TD Bank, National Association (the "**Mortgagee**"). As collateral for said debt, the Agency and Goshen have executed a certain Term Loan Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated February 2, 2023 (the "**Mortgage**") in favor of the Mortgagee in the principal sum of **SEVENTY-SIX MILLION, FOUR HUNDRED THOUSAND AND 00/100 DOLLARS (\$76,400,000.00)**. The Mortgage is pledged to secure a note given by Goshen to the Mortgagee.

5. The Agency has covenanted in the Mortgage that it will record or cause the Mortgage to be recorded in all offices where recordation thereof is necessary.

6. That, in the opinion of your deponent, while the Agency would ordinarily pay the mortgage recording tax with respect to the Mortgage, the recording of the Mortgage is exempt from the payment of the mortgage recording tax, except for payment of the additional mortgage recording tax imposed on real property located within a transportation district by Section 253(2) of the Tax Law, for the following reasons: (A) Section 874(2) of the General Municipal Law states that "any bonds or notes issued pursuant to this title, together with the income therefrom, as well as the property of the agency shall be exempt from taxation, except for transfer and estate taxes"; (B) General Municipal Law Section 874(1) states that an industrial development agency "shall be required to pay **no** taxes or assessments upon any of the property acquired by it or under its jurisdiction or control or supervision or upon its activities"; to wit, the property referenced on Schedule A attached hereto and encumbered by the Mortgage to which the Agency is party; and (C) an Opinion of the New York State Comptroller No. 82-188 issued June 2, 1982, determining that an industrial development agency is exempt from payment of the mortgage recording tax.

WHEREFORE, your deponent respectfully requests that:

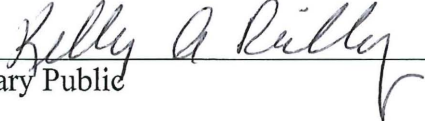
The Mortgage be recorded as exempt from mortgage recording tax, except for the additional mortgage recording tax imposed on real property located within a transportation district pursuant to Sections 253(2)(a) of the Tax Law.

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ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
William Fioravanti, Chief Executive Officer

Subscribed and sworn to before me
this 28th day of December, 2022


Notary Public



Schedule A Description

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ALL that certain plot, piece or parcel of land situate in the Village and Town of Goshen, County of Orange and State of New York, said lands being shown as the remaining lands of Tax Lot 117-1-1.22 on a map entitled "survey and Lot Line Change Map Prepared for Village of Goshen and YEET Settlers Run, LLC, Village of Goshen, Orange County, New York", dated February 21, 2020, last revised April 27, 2020 and filed in the Orange County Clerk's Office on June 30, 2020 as Filed Map No. 128-20, said lands being more particularly bounded and described as follows:

BEGINNING at a point being an angle and the northerly line of New York State Route 17M (Route 6), said point being a westerly corner of lands herein described and lying on the southeasterly line of lands now or formerly Holland Electrical Company, inc., said point also being North 38 degrees 01' 53" East, as per filed map No. 128-20, 71.15 feet from a concrete monument lying on the northerly line of said New York State Route 17M being the southeasterly corner of said Holland Electrical Company, Inc.;

THENCE from said point of beginning, running along a portion of the southeasterly line of lands of said Holland Electrical Company, Inc., and continuing along the southeasterly line of lands now or formerly Goshen foundry, Ltd., being a northwesterly line of lands herein described,

(1) North 37 degrees 53' 21" East, a distance of 208.92 feet, to an iron rod being the easterly corner of lands of said Goshen Foundry, Ltd.;

THENCE running along a northeasterly line of lands of said Goshen Foundry, Ltd. Being a southwesterly line of the lands herein described,

(2) North 65 degrees 32' 22" West a distance of 485.20 feet, to an iron rod being the northerly corner of lands of said Goshen Foundry, Ltd.; the westerly corner of lands herein described and lying on the southeasterly line of lands now or formerly Norabel, Inc.;

THENCE running along a portion of the southeasterly line of lands of said Norabel, Inc. being the northwesterly line of the lands herein described,

(3) North 37 degrees 36' 59" East, a distance of 1,076.08 feet, to a point marked by an iron rod being the northeasterly corner of lands of said Norabel, Inc. and the northwesterly corner of lands herein described, said point also lying on the the southerly line of lands now or formerly County of Orange (Old Erie Lackawanna Railroad Company) and being the northwesterly corner of lands now or formerly Village of Goshen;

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THENCE running along southwesterly, southerly and southeasterly lines of said Village of Gosheri, being northeasterly, northerly and northwesterly lines of lands herein described on the following five (5) courses and distances:

- (4) South 52 degrees 13' 06" East, a distance of 477.25 feet;
- (5) South 52 degrees 55' 15" East, a distance of 699.67 feet to an iron rod;
- (6) North 40 degrees 50' 47" East, a distance of 178.67 feet to an iron rod;
- (7) North 88 degrees 22' 46" East, a distance of 566.54 feet to an iron rod; and
- (8) North 45 degrees 23' 35" East, a distance of 1,291.38 feet to an iron rod being a northeasterly corner of said Village of Goshen, a northwesterly corner of lands herein described and lying on the southerly line of lands now or formerly County of Orange (Old Erie Lackawanna Railroad Company);

THENCE running along a portion of the southerly line of lands of said County of Orange (Old Erie Lackawanna Railroad Company) being a northerly line of lands herein described on the following three (3) courses and distances:

- (9) South 76 degrees 57' 27" East, a distance of 201.11 feet to a point of curvature with a radial bearing of South 18 degrees 06' 34" West;
- (10) on a curve to the right having a radius of 1,876.86 feet, an arc length of 676.11 feet, as defined by the chord South 61 degrees 34' 14" East, 672.46 feet to a point with a radial bearing of South 38 degrees 44' 58" West; and
- (11) South 42 degrees 06' 11" East, a distance of 236.54 feet to a concrete monument being a southerly corner of lands of said County of Orange, the northeasterly corner of lands herein described and lying on the westerly line of New York State Route 17;

THENCE running along northwesterly and westerly lines of said New York State Route 17, being southeasterly and easterly lines of lands herein described on the following five (5) courses and distances:

- (12) South 85 degrees 07' 40" West, a distance of 19.81 feet to a concrete monument;
- (13) South 30 degrees 22' 49" West, a distance of 275.67 feet to a concrete

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monument;

(14) South 14 degrees 55' 40" East, a distance of 162.19 feet to a concrete monument;

(15) South 72 degrees 40' 26" East, a distance of 5.47 feet; and

(16) South 44 degrees 33' 40" East, a distance of 123.85 feet, to a point being an easterly corner of lands herein described and the northeasterly corner of lands now or formerly Village of Goshen;

THENCE running along northwesterly and northerly lines of lands of said Village of Goshen being southeasterly and southerly line of lands herein described the following two (2) courses and distances:

(17) South 57 degrees 52' 21" West, a distance of 241.68 feet; and

(18) South 88 degrees 30' 11" West, a distance of 44.95 feet, to a point being a northwesterly corner of lands of said Village of Goshen;

THENCE running along the westerly line of lands of said Village of Goshen being an easterly line of lands herein described:

(19) South 01 degrees 29' 49" East, a distance of 130.98 feet, to a point being the southeasterly corner of lands herein described;

THENCE running along a northwesterly line of lands of said Village of Goshen being a southeasterly line of lands herein described on the following five (5) courses and distances:

(20) South 77 degrees 15' 02" West, a distance of 85.65 feet;

(21) South 72 degrees 30' 02" West, a distance of 101.01 feet;

(22) South 67 degrees 27' 32" West, a distance of 101.25 feet;

(23) South 62 degrees 43' 32" West, a distance of 101.85 feet; and

(24) South 58 degrees 27' 32" West, a distance of 76.80 feet, to a point being a southwesterly corner of lands of said Village of Goshen, a southeasterly corner of lands herein described and lying on the northerly line of New York State Route

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17M (Route 6);

THENCE running along a portion on the northerly line of said New York Route 17M being the southerly line of lands herein described on the following six (6) courses and distances:

(25) South 89 degrees 31' 32" West, a distance of 581.16 feet;

(26) North 85 degrees 07' 13" West, a distance of 225.03 feet;

(27) South 83 degrees 24' 07" West, a distance of 419.08 feet;

(28) South 86 degrees 23' 27" West, a distance of 1,550.05 feet;

(29) South 86 degrees 56' 34" West, a distance of 296.70 feet; and

(30) North 52 degrees 05' 31" West, a distance of 78.03 feet, to the point or place of BEGINNING.

For Information only:

Commonly known as 2500 St Rte 17M Goshen, NY 10924 and shown on the Official Tax Maps of the Village of Goshen as Lot No. 1.222 in Block 1 Section 117