

**Resolution to Extend Period of
Time to Consent to Sublessee
Dart Properties and Research
Associates of Syracuse, Inc.
Facility**

Date: March 28, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 and at 3211 Oriole Drive, Sarasota, Florida 34243 on March 28, 2023, the following members of the Agency were:

Members Present – Rome, NY: David Grow, Steve Zogby, Mike Fitzgerald.

Members Present – Sarasota, FL: Ferris Betrus, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

EDGE Staff Present – Rome, NY: Steven J. DiMeo, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – Sarasota, FL: Shawna Papale

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Jef Saunders, Saunder-Kahler LLP; Wade Abraham, Alder Creek Beverage.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Shelby Pay, WUTR; John Herbrand and Charlie Monte Verde, Mohawk Adirondack & Northern Railroad; Alison Stanulevich, Horsht, LLC; Bob Pagano, Kris-Tech Wire; Patrick Allen and Greg Mountain, Collins Solar LLC; Gregg Evans, The Bonadio Group

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to extending the time to secure a suitable tenant and obtain Agency consent (Dart Properties/Research Associates of Syracuse, Inc. Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

David Grow
Ferris Betrus
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

Voting Nay

David Grow abstained from voting and all discussion

RESOLUTION AUTHORIZING THE AGENCY TO EXTEND THE PERIOD OF TIME TO SECURE A SUITABLE TENANT AND OBTAIN AGENCY CONSENT AND EXECUTE RELATED DOCUMENTS WITH RESPECT TO THE RESEARCH ASSOCIATES OF SYRACUSE, INC. FACILITY LOCATED IN THE CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Michael Baldwin and Diane Baldwin d/b/a Dart Properties (the "Company") and Research Associates of Syracuse, Inc. (the "Sublessee") previously requested the Agency's assistance in connection with a project (the "Project") to support the growth of and create and retain employment at the Sublessee's existing facility, a 7,400± square foot, single-story building (the "Improvements") situated on a 2.124± acre parcel of land located at 111 Dart Circle, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") by assisting with the acquisition and installation of office furniture and equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing cutting-edge Electronic Warfare support to the Pentagon and the US intelligence community (the Land, the Improvements and the Equipment is referred to collectively as the "Facility"); and

WHEREAS, the Agency provides financial assistance to the Company and the Sublessee in support of the Project consisting of exemptions from real property tax and exemptions from sales tax (the "Financial Assistance"), which Financial Assistance the subject of a Job Creation and Recapture Agreement dated as of July 1, 2015 (the "Recapture Agreement") by and among the Agency, the Company and the Sublessee; and

WHEREAS, the Agency has an obligation to review on an annual basis whether recipients of its financial assistance are meeting their stated project goals and if they are not, whether it is appropriate to terminate, reduce, or recapture financial assistance; and

WHEREAS, during its annual project review the Agency determined the Company and the Sublessee are not meeting the conditions of Financial Assistance because the Facility is vacant and the Company and the Sublessee are not meeting the Employment Obligation (as defined in the Recapture Agreement); and

WHEREAS, on June 17, 2022 the Agency determined if the Company was not able to identify a suitable replacement tenant before December 31, 2022 the Agency would terminate the Agency Documents; and

WHEREAS, the Company signed a lease in August 2022 with the Rome City School District (the "School District Sublease"), however such School District Sublease

requires approval from the New York State Education Department before it can be finalized and such approval has not yet been confirmed; and

WHEREAS, if the School District Sublease is approved it will not be necessary for the Agency to maintain the Agency Documents inasmuch as the School District is exempt by its own right; and

WHEREAS, the Agency wishes to extend additional time to the Company to allow for the completion of the approvals process, which process is not in the Company's control.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

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 and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) Extending the time for the Company to identify a suitable tenant will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) Extending the time for the Company to identify a suitable tenant is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) It is desirable and in the public interest for the Agency to extend the time for the Company to identify a suitable tenant.

Section 2. In consequence of the foregoing, the Agency hereby determines to:

(a) if the School District Sublease is approved, terminate the Agency Documents effective on the July 2023 taxable status date; and

(b) if the School District Sublease is not approved, extend the period of time for the Company to identify a suitable tenant to June 30, 2023; and

(c) if the Company identifies another suitable tenant and such tenant is eligible for financial assistance from the Agency and the Agency grants its consent, amend and

restate the Agency Documents to reflect the new project, the new project goals, and the new tenant; and

(d) if the Company does not identify another suitable tenant before June 30, 2023, terminate the Agency Documents effective on the July 2023 taxable status date.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the action described in this resolution, and all acts heretofore taken by the Agency with respect to such extension of time are hereby approved, ratified and confirmed.

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 to accomplish the actions contemplated herein, and to execute and deliver all such additional certificates, instruments and documents, 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 Agency Documents binding upon the Agency.

Section 5. This resolution shall take effect immediately.

