

**Inducement Resolution
GLDC Building 796/798
PILOT Extension**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING PRELIMINARY OFFICIAL ACTION IN CONNECTION WITH AN AMENDED SALE-LEASEBACK TRANSACTION, AUTHORIZING THE AGENCY TO EXECUTE AN INDUCEMENT AGREEMENT, AUTHORIZING THE AGENCY TO CONDUCT A PUBLIC HEARING, AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Griffiss Local Development Corporation, on behalf of itself and/or the principals of Griffiss Local Development Corporation, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") previously requested the Oneida County Industrial Development Agency (the "Agency") provide financial assistance in connection with renovations to a 46,792± gross square foot building known as Building 796/798 (which includes the construction of a 24,563± gross square foot addition thereto) (collectively, the "Improvements") situated on a 4.526± acre parcel of land located at 725 Daedalian Drive, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all to be used for the coordination of redevelopment efforts for the realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the construction, renovation and equipping of the Facility is the "Project"); and

WHEREAS, the Agency owns the Facility and leases it to the Company pursuant to a Lease Agreement dated as of April 1, 2010 (the "Lease Agreement"); and

WHEREAS, the Company further subleases (a) to BAE Systems Technology Solutions and Services, Inc. ("BAE Technology") the first floor of Building 798 comprised of 12,114± square feet (the "BAE Technology Facility") pursuant to a Sublease Agreement dated June 15, 2010, as amended (collectively, the "BAE Technology Sublease"); and (b) to BAE Systems Information & Electronics Systems Integration, Inc. ("BAE Information") the second floor of Building 798 comprised of 12,518± square feet (the "BAE Information Facility" and together with the BAE Technology Facility, "Building 798") pursuant to a Sublease Agreement dated February 11, 2009 as amended (collectively, the BAE Information Sublease"); and

WHEREAS, the Company further subleases a 4,623± square foot portion of the Facility to CUBRC, Inc. for its operation; and

WHEREAS, the remaining 17,537± square feet in the Facility is either vacant or occupied by the Company; and

WHEREAS, each of the BAE Technology Sublease and the BAE Information Sublease includes three three-year options for renewal, and the Company continues to actively market the vacant portions of the Facility to end users; and

WHEREAS, the Company and the Agency entered into a Payment-In-Lieu-of-Tax Agreement dated as of April 1, 2010 (the "PILOT Agreement") providing for payments in lieu of taxes relating to the Facility; and

WHEREAS, the PILOT Agreement provides that any portion of the Facility that is occupied by a for-profit tenant currently pays 75% of Exempt Taxes and any portion of the Facility that is occupied by a not-for-profit tenant or occupied by the Company is fully exempt; and

WHEREAS, the Company submitted a letter to the Agency describing certain challenges with leasing the Facility and is requesting the Agency extend the term of the PILOT Agreement for an additional ten years in continued support of the Project and as an inducement for BAE Information and BAE Technology to exercise its options to renew their respective subleases, to continue to maintain their presences and to retain employment in the Griffiss Business and Technology Park (collectively, the "Project"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of extending the abatement of real property taxes from fifteen years to twenty-five years, during which time the Company will make PILOT Payments on any portion of the Facility that is occupied by a for-profit tenant equal to 75% of Exempt Taxes and any portion of the Facility that is occupied by a not-for-profit tenant or occupied by the Company continues to be fully exempt, which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the value of the proposed financial assistance is estimated at \$257,759 (approximately); and

WHEREAS, The Agency is contemplating deviating from its Policy for the following reasons:

1. **The nature of the proposed project.** The Agency recognizes the importance of and wishes to encourage the BAE Sublessees maintaining a presence in Oneida County and specifically in the Griffiss Business and Technology Park. Furthermore, the BAE Sublessees engage in an industry cluster that the Agency wishes to encourage in the region. The Agency also wishes to continue to support the success of the Griffiss Business and Technology Park.
2. **The extent to which financial assistance for the properties will create or retain permanent, private sector jobs.**

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQRA”), the Agency constitutes a “State Agency”; and

WHEREAS, the Agency has determined for purposes of SEQRA that the environmental conditions at the Facility are not impacted by the current action, and therefore the environmental reviews conducted by the Agency at the time of the Project are sufficient and are hereby ratified; and

WHEREAS, prior to the closing of an amended sale-leaseback transaction, and the granting of any financial assistance, a public hearing (the “Hearing”) will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a sale-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) that, subject to the satisfaction of the aforesaid conditions:

- Section 1. (a) The Project and the Agency's continued financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.
- (b) It is desirable and in the public interest for the Agency to enter into an amended sale-leaseback transaction, for the purpose of providing additional financial assistance to the Project, as reflected in the Company's letter to the Agency and as amended from time to time prior to the closing of the amended sale-leaseback transaction, all subject to the satisfaction of the conditions of financial assistance described herein.
- (c) In consideration of the ongoing development efforts for the Griffiss Business and Technology Park, the Agency agrees to waive the requirement for the Company to pay annual rent under the Lease Agreement and the Agency's closing fees for the transaction.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the amended sale-leaseback transaction, and the continued development of the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement and the conditions described above, the Agency shall continue to assist the Company in the Project and will continue to provide Financial Assistance with respect thereto.

Section 4. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the amended sale-leaseback transaction.

Section 5. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the amended sale-leaseback transaction.

Section 6. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. This resolution shall take effect immediately.

DRAFT

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend and public notice of the date, time and location for the meeting was duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____ 2025.

Shawna Papale, Secretary

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EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on May __, 2025 at 9:00 a.m., local time, at 584 Phoenix Drive, City of Rome, Oneida County, New York in connection with the following matters:

Griffiss Local Development Corporation, on behalf of itself and/or the principals of Griffiss Local Development Corporation, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") previously requested the Oneida County Industrial Development Agency (the "Agency") provide financial assistance in connection with renovations to a 46,792± gross square foot building known as Building 796/798 (which includes the construction of a 24,563± gross square foot addition thereto) (collectively, the "Improvements") situated on a 4.526± acre parcel of land located at 725 Daedalian Drive, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all to be used for the coordination of redevelopment efforts for the realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the construction, renovation and equipping of the Facility is the "Project").

The Agency owns the Facility and leases it to the Company pursuant to a Lease Agreement dated as of April 1, 2010 (the "Lease Agreement"). The Company further subleases portions of the Facility to BAE Systems Technology Solutions and Services, Inc. ("BAE Technology"), BAE Systems Information & Electronics Systems Integration, Inc. ("BAE Information"), and other subtenants, all in furtherance of developing the Griffiss Business and Technology Park. The Company and the Agency entered into a Payment-In-Lieu-of-Tax Agreement dated as of April 1, 2010 (the "PILOT Agreement") providing for payments in lieu of taxes relating to the Facility. The Company is now requesting the Agency extend the term of the PILOT Agreement in continued support of the Project and all as an inducement for BAE Information and BAE Technology to continue to maintain their presences and to retain employment in the Griffiss Business and Technology Park.

The Agency contemplates that it will provide additional financial assistance to the Company relating to the Facility in the form of extending the abatement of real property taxes from fifteen years to twenty-five years, during which time the Company will make PILOT Payments on any portion of the Facility that is occupied by a for-profit tenant equal to 75% of Exempt Taxes and any portion of the Facility that is occupied by a not-for-profit tenant or occupied by the Company continues to be fully exempt, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a final authorizing resolution.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York and on the Agency's website.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: May __, 2025

By: /s/ Shawna M. Papale, Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
GRIFFISS LOCAL DEVELOPMENT CORPORATION
(Building 796/798 Facility)

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

Griffiss Local Development Corporation, on behalf of itself and/or the principals of Griffiss Local Development Corporation, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") previously requested the Oneida County Industrial Development Agency (the "Agency") provide financial assistance in connection with renovations to a 46,792± gross square foot building known as Building 796/798 (which includes the construction of a 24,563± gross square foot addition thereto) (collectively, the "Improvements") situated on a 4.526± acre parcel of land located at 725 Daedalian Drive, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all to be used for the coordination of redevelopment efforts for the realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the construction, renovation and equipping of the Facility is the "Project").

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4. Mr. Kaucher then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at ____ a.m.

Mark Kaucher

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on May __, 2025 at 9:00 a.m. local time, at 584 Phoenix Drive, Rome, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) the hearing was open for the public to attend and public notice of the date, time and location for said hearing was duly given, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____, 2025.

Secretary