

**Resolution – Option Agreement, Partial
Release of Lease and Conveyance
Griffiss Local Development Corporation to
Bonacio Construction, Inc.**

Date: May 23, 2025

At a meeting of the Oneida County Industrial Development Agency (the “Agency”) held at 584 Phoenix Drive, Rome, New York 13441 on May 23, 2025, the following members of the Agency were:

Members Present:

EDGE Staff Present:

Other Attendees:

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 the authorization of an Option Agreement and the release and conveyance of certain lands from Griffiss Local Development Corporation Facilities at Griffiss Business and Technology Park (Building 212).

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE AN OPTION AGREEMENT, PARTIAL RELEASE OF LEASE, DEED, AND RELATED DOCUMENTS WITH RESPECT TO CONVEYING TO BONACIO CONSTRUCTION, INC. THE BUILDING 212 PROPERTY LOCATED IN THE GRIFFISS BUSINESS AND TECHNOLOGY PARK, 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, the United States of America acting by the through the Secretary of the Air Force conveyed various parcels of land to Oneida County Industrial Development Agency (the "Agency") all in furtherance of the redevelopment of the former Griffiss Air Force Base; and

WHEREAS, the Agency the fee owner and lessor, and Griffiss Local Development Corporation ("GLDC") is the lessee and beneficial owner, of that certain 4.72± acre property located on the southerly side of Hangar Road in the Griffiss Business & Technology Park, Rome, Oneida County, New York (the "Land"), the 13,980 ± sq. ft. building ("Building 212"), and the other improvements (the "Other Improvements") situate thereon (the Land, Building 212 and the Other Improvements are hereinafter collectively referred to as the "Building 212 Property"); and

WHEREAS, the Agency leases the Building 212 Property to GLDC pursuant to a Lease Agreement dated as of June 1, 2023 (the "Master GLDC Lease") under which the Agency assists GLDC with the development of the Griffiss Business and Technology Park, City of Rome, Oneida County, New York; and

WHEREAS, GLDC now wishes to grant to Bonacio Construction, Inc. (the "Company") the exclusive option to purchase the Building 212 Property (the "Option") upon and subject to the terms and conditions set forth in an Option Agreement (the "Option Agreement"); and

WHEREAS, GLDC is now requesting the Agency execute the Option Agreement in its capacity as fee owner, and authorize the release of the Building 212 Property from the Master GLDC Lease for conveyance to the Company, should the Company exercise the Option; and

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 consents to GLDC granting the Option to the Company and authorizes the release of the Building 212 Property from the Master GLDC Lease and conveyance to the Company, should the Company exercise the Option, on the condition that any easements the Agency previously granted through the Building 212 Property will carry forward with the release and conveyance.

Section 2. In consequence of the foregoing, the Agency hereby determines to execute the Option Agreement and, if the Option is exercised by the Company: (i) release the Building 212 Property from the Master GLDC Lease, (ii) execute, deliver and perform a Partial Release of Lease Agreement, (iii) convey the Building 212 Property to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the Company, and (iv) execute, deliver and perform the Bargain and Sale Deed.

Section 3. The Agency is hereby authorized to execute the Option Agreement and, upon the Company exercising the Option, release and convey the Building 212 Property and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Option Agreement, the Partial Release of Lease Agreement and the Bargain and Sale Deed (each in substantially the forms customary to the Agency and subject to counsel review) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Option Agreement, the Partial Release of Lease Agreement and the Bargain and Sale Deed, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 6. 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 by the provisions of the Closing Documents, 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 Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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