

Date: April 1, 2005

At a meeting of the Oneida County Industrial Development Agency, Oneida County, New York (the "Agency"), held at 153 Brooks Road, Rome, New York on the 1 day of April 2005, the following members of the Agency were:

Present: Ryan, Calli, Grow, Fitzgerald, Valentine

Absent: Fahy

Also Present: Karam, Papale, Stephens, Saunders, Serwatka, Castilla, DiMeo

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 acquisition of title to a certain industrial development facility more particularly described below (Family Dollar Facility) and the purchase of the facility from Family Dollar Services, Inc. and the leasing of the facility back to Family Dollar Services, Inc.

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

Ryan, Calli, Grow, Fitzgerald, Valentine

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, DEMOLITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR FAMILY DOLLAR SERVICES, INC. AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

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, there was submitted to the Agency a proposal to undertake the purchasing and leasing of a facility to Family Dollar Services, Inc., (the "Company"), consisting of the acquisition, demolition, construction, renovation and equipping of its approximately 907,000 square-foot distribution facility in the City of Rome, County of Oneida, at 640 Perimeter RoD, shown as a portion of tax map no. 244-000-3-3 (the "Premises"), to accommodate and serve as the Company's including the following as they relate to the acquisition, renovation and equipping of such buildings, whether or not any materials or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, demolition, construction, renovation and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, demolition, construction, renovation and equipping and (iii) all equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such buildings (the "Facility"), to be leased to the Company pursuant to a certain Lease Agreement by and between the Company and the Agency, (the "Lease Agreement"); and

WHEREAS, the Agency by resolution duly adopted on March 2<sup>nd</sup>, 2005 (the "Resolution") decided to proceed under the provisions of the Act to acquire and lease the Facility and enter into the Lease Agreement; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of fee title to the Facility; and

WHEREAS, the Agency has itself determined that the proposed project is a Type II action and will not have a significant impact on the environment.

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) The acquisition, demolition, construction, renovation and equipping of the Facility and the leasing of the Facility to the Company 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) The acquisition, demolition, construction, renovation and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to lease the Facility;  
and

(h) The Lease Agreement is an effective instrument whereby the Agency leases the Facility to the Company; and

(i) The Payment in Lieu of Tax Agreement (the “PILOT Agreement”), between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and

conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(j) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement"), by and among the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(k) The Deed to the Agency is an effective instrument whereby Family Dollar Services, Inc. conveys to the Agency fee simple title to the premises (the "Deed"); and

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Facility to the Company pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) execute, deliver and perform the PILOT Agreement, (iv) execute and deliver the Environmental Compliance and Indemnification Agreement; (vii) accept conveyance of fee simple title to the Land pursuant to the Deed; and (viii) execute and deliver the Deed.

Section 3. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A to the Lease Agreement 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 Lease Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Deed (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) 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 Lease Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement and the 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 member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

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.

STATE OF NEW YORK)

ss.

COUNTY OF ONEIDA)

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

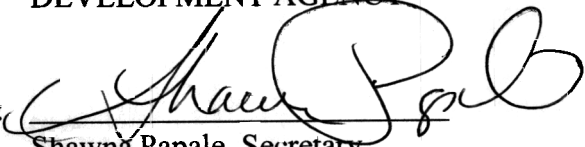
That I have compared the annexed extract of the minutes of the meeting of the Oneida County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the April 1, 2005 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Deed contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, have hereunto set my hand as of this 1 day of April 2005.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Shawna Papale, Secretary

Minutes of the Meeting of the  
Oneida County Industrial Development Agency  
Held on April 1, 2005, at 153 Brooks Road, Rome, New York 13441

Members Present: R. Calli, Michael Valentine, David Grow, Mike Fitzgerald, Andy Ryan

Member Excused: Richard Fahy

Others Present: Shawna Papale, Mike Stephens, Joseph Karam, Joseph Saunders, Steve DiMeo, Tom Serwatka, Robert Duchow

The meeting was called to order at 9:07 AM by Mr. Calli.

The minutes from the March 2<sup>nd</sup>, 2005 meeting were approved on a motion by Mr. Grow with a second by Mr. Ryan.

Mr. Saunders reported that the Agency would not be involved in the loaning of funds to 394 Hangar Road LLC. The motion to table was made by Mr. Fitzgerald and seconded by Mr. Grow.

Further discussion was had on the request of funding to support Rome Community Brownfield Restoration Corporation. This request was tabled by the Agency members in a request for more information. The proforma presented to the Agency members as prepared for RCBRC showed negative cash follow and the members were concerned of the ability to provide repayment of funds.

Mr. Fitzgerald made the motion with a second from Mr. Ryan to provide the consent of the IDA to authorize GLDC to sublease 9,910 square feet of space in building 796 to BAE subject to the satisfaction of legal counsel of the final documents. Ms. Papale reported that BAE had experienced continued growth and this project will result in the company having the capacity to employ a total of approximately 140 persons in Rome, NY.

The Agency members agreed to authorize an Inducement Resolution for Hamilton College Project to access approximately \$10.0 million in tax exempt bonding. Ms. Papale was to consult with the College to ensure that the applicant's legal counsel was not the Agency's Bond counsel. This was made on a motion by Mr. Ryan seconded by Mr. Valentine.

Mr. Stephens reported that the Genesee Valley Transportation and the Delaware Otsego Rail Roads have agreed to the Agency's proposed wording that the railroads would have no tax payments to the municipalities while the railroads also could not charge for crossings and fees except for legitimate out of pocket expenses. Mr. Stephens reported that a public hearing for each of the railroads was necessary. He reported that only one public hearing per railroad to cover all municipalities was necessary. The members present voted to allow counsel to call for the public hearing on a motion by Mr. Grow and seconded by Mr. Ryan. Mr. Stephens confirmed that all effected municipalities and taxing entities would receive notice of the action and public hearing.

Ms. Papale presented a resolution to consent to allow GLDC to sell 3+/- acres of land at the Griffiss Business and Technology Park to Oneida Financial Corporation. On a motion by Mr. Fitzgerald, seconded by Mr. Calli the motion passed with Mr. Grow and Mr. Valentine abstaining.

Mr. Saunders reported that Niagara Mohawk is seeking an easement from the IDA for 5900 Success Drive which is being lease to 5900 Success Drive LLC and then subleased to Nortek. The easement is for a lateral extension. On a motion by Mr. Grow, seconded by Mr. Ryan this request was granted pending satisfaction of documents to counsel and Nortek indemnifying the IDA.

The IDA tabled a sale lease back for a PILOT for Professional Transmission and Converter Corp. at River Road, Marcy New York pending further understanding the dynamics of the project. The IDA questioned being brought to the table after the sale of the property occurred. Ms. Papale discussed staff's initial concern that the project to include retail – after inspection of the facility and review of the Empire Zone documents staff was comfortable that the was well over 60% manufacturing it not more. Ms. Papale will speak further with the applicant to understand their need for assistance.

On a motion by Mr. Ryan and seconded by Mr. Fitzgerald, the IDA passed the Final Authorizing Resolution for the sale leaseback for a commercial PILOT for 421 Ridge Street, Rome, NY. Mr. Saunders reported that all outstanding issues associated with the delivery of power and gas to the facility have been resolved with Niagara Mohawk. Mr. Saunders confirmed for Mr. Fitzgerald that this is the facility PAR is moving into.

Bond, Schoeneck & King provided the Agency an opinion that supported the IDA to authorize CMB Oriskany Corp./ Meyda Stained Glass Studio & Lighting Corp. Facility to sublease 10,000 square feet of space in their 55 Oriskany Boulevard, Yorkville, New York to the Observer Dispatch. Ms. Papale provided a copy of that opinion letter as well as the new consent form that was required. This was passed on a motion by Mr. Grow and seconded by Mr. Valentine with Mr. Fitzgerald abstaining. In addition, Mr. Saunders presented an easement for approval for the same project. On a motion by Mr. Grow and seconded by Mr. Valentine, with Mr. Fitzgerald abstaining, the members approved the granting of the easement pending satisfactory review of documents by counsel.

On a motion by Mr. Grow and seconded by Mr. Valentine the agency authorized the Chairman to execute documents removing a parcel of land at the corner of Airport and Judd Roads from the lease between the Bank of New York and the IDA to the IDC to the County of Oneida. Mr. Grow explained that the parcel in question was never developed upon by Bank of New York.

The agency members present authorized an Amendment to the 394 Hangar Road Corporation PILOT to change the payment date of PILOT to Oneida County to December 31<sup>st</sup> annually. Mr. Stephens will inquire to the County of Oneida if they need to consent to this change. This was passed on a motion by Mr. Grow and seconded by Mr. Valentine. He concluded that there is no need for a public hearing.

Mr. Stephens reported that he has been working with the Family Dollar representatives to finalize document to allow for the sale of property to the company and the placement of a PILOT on the property. Mr. Stephens reported that the Family Dollar legal team have been informed that they will be required to provide the required indemnifications. Mr. Duchow reported that the public hearing was held and no comments were received. On a motion by Mr. Grow and seconded by Mr. Valentine the agency approved the Final Authorizing Resolution for the sale of property from the



Griffiss Local Development Corporation for redevelopment of the Griffiss Business and Technology Park to Family Dollar Services with no waiver of indemnifications.

The loan for dollars to GLDC for the Family Dollar project was tabled by Mr. Grow and seconded by Mr. Fitzgerald.

At 10:30 AM the members present voted to enter Executive session to discuss pending contracts.

At 10:59 AM the Agency voted to come out of Executive Session.

Under other business, Mr. Saunders presented a request by Birnie Bus Services Inc. that the IDA grant to NBT Bank, Natural Associated a mortgage and security agreement, pledge and assignment and such other instruments and/or documents covering the IDA's interest in the Birnie Bus Facility at 248 Otis Street, in the Griffiss Business and Technology Park. These actions Mr. Saunders explained may be necessary or desired in order to secure secondary financing being sought by Birnie Bus from NBT Bank.

On a motion by Mr. Valentine and seconded by Mr. Grow, the IDA authorized execution and delivery to NBT Bank of the above mentioned mortgage and security agreement, pledge and assignment and related documents subject to satisfactory approve of the IDA counsel.

Further, Mr. Valentine and Mr. Grow made a motion to consent to allow for the leasing of space in the first floor of building 796 to SU. This was approved by all members present.

Vicks Lithograph requested the IDA consent to allow the placement of a mortgage and spreading agreement on the property in the IDA's name. This was approved on a motion by Mr. Fitzgerald and seconded by Mr. Grow.

**The meeting was adjourned at 11:05 AM.**