

## FIRST AMENDMENT TO LEASEBACK AGREEMENT

This First Amendment to Leaseback Agreement (the "First Amendment to Leaseback Agreement") dated as of August 31, 2016 is entered into by and between the **ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), a New York public benefit corporation having its office at 584 Phoenix Drive, Rome, New York 13441 and **GRIFFISS LOCAL DEVELOPMENT CORPORATION**, a New York local development corporation with offices at 584 Phoenix Drive, Rome, New York 13441 (the "Company"), and amends that certain Leaseback Agreement dated as of July 1, 2014 (the "Leaseback Agreement") entered into by and between the Agency and the Company, a memorandum of which was recorded in the Oneida County Clerk's Office on July 25, 2014 at Instrument Number R2014-000892.

All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Leaseback Agreement.

### *Recitals*

WHEREAS, the Agency previously provided financial assistance to the Company in connection with a project undertaken by the Company consisting of (1) the acquisition of a  $\pm 7.897$  parcel of land situated at the northwest corner of the Hill Road/Floyd Avenue intersection in the Griffiss Business and Technology Park in the City of Rome, County of Oneida, New York (the "Land"); (2) acquisition of the existing buildings and/or improvements situated on the Land, including a  $\pm 117,323$  square foot main building known as Building 240, a  $\pm 13,199$  square foot support building known as Building 247 and a  $\pm 4,000$  square foot support building known as Building 248 (collectively, the "Existing Improvements"); (3) the remediation, demolition and renovation of the Existing Improvements; (4) the construction of additions to the Existing Improvements and/or new buildings on the Land (the "New Improvements") (the Existing Improvements and the New Improvements, collectively, the "Improvements"); and (5) the acquisition and installation of equipment in the Improvements; all to be used for the continued coordination of redevelopment efforts for the realigned Griffiss Air Force Base (the Improvements and the Equipment are hereinafter collectively referred to as the "Facility"); and

WHEREAS, by resolution adopted on June 12, 2014, the Agency authorized financial assistance with respect to the Facility in the form of exemptions from mortgage recording tax, sales tax and abatement of real property tax; and

WHEREAS, the Company, as lessor, and the Agency, as lessee, entered into a lease agreement (the "Lease Agreement") dated as of July 1, 2014, pursuant to which the Company leased to the Agency the Facility; and

WHEREAS, a memorandum of the Lease Agreement was recorded on July 25, 2014 in the Oneida County Clerk's Office as Instrument No. R2014-000891; and

WHEREAS, pursuant to the Leaseback Agreement, the Company agreed to demolish, construct and equip the Facility, as agent of the Agency, and the Agency agreed to lease the

Facility to the Company for a term commencing as of July 1, 2014 and terminating June 30, 2025 (the "Lease Term"); and

WHEREAS, the Company and the Agency entered into additional documents, instruments and/or agreements in connection with the Facility including, without limitation, a Payment-in-Lieu of Tax Agreement dated as of July 1, 2014, and an Environmental Compliance and Indemnification Agreement dated as of July 1, 2014 (the Lease Agreement, the Leaseback Agreement, and all other documents, instruments and/or agreements entered into by and between the Company and the Agency in connection therewith being, collectively, the "Lease Agreement Documents"); and

WHEREAS, the Company has acquired (a) a certain 0.606+/- acre parcel of land, (b) a certain 16.450+/- acre parcel of land, and (c) a certain 0.499+/- acre parcel of land (said 0.606+/- acre, 16.450+/- acre and 0.499+/- acre parcels of land being, collectively, the "Release Parcels") and has requested the Agency add the Release Parcels to the Facility and thereby increase the Facility from its present size of 7.897+/- acres to 25.452+/- acres; and

WHEREAS, NBT Bank, National Association, a national banking association with a principal office at 52 South Broad Street, Norwich, New York 13815 (the "Bank") proposes to make a construction loan to the Company in the original principal sum of \$1,612,500 to be secured by (a) a (Bifurcated) Construction/Indirect Project Cost Fee and Leasehold Mortgage and Security Agreement dated on or about ~~August 2~~<sup>September 2</sup>, 2016 (the "Mortgage") from the Agency and the Company to the Bank (b) a Collateral Assignment of Leases and Rents dated on or about ~~August 2~~<sup>September 2</sup>, 2016 (the "Assignment"), and (c) a Commercial Security Agreement dated on or about ~~August 2~~<sup>September 2</sup>, 2016, and UCC 1 financing statement (collectively the "Security Agreement"), which documents shall be recorded and/or filed in the Oneida County Clerk's Office and shall be a lien on the Land and the Release Parcels; and

WHEREAS, the Company has requested that the Agency (a) amend the Lease Agreement Documents to add and include the Release Parcels, (b) enter into the Mortgage, the Assignment, and the Security Agreement, and (c) extend the mortgage recording tax exemption to the recording of the Mortgage and Assignment; and

WHEREAS, by resolution dated November 13, 2015 the Agency authorized such action and the form and execution of all documents required to effectuate the same; and

WHEREAS, the Agency and the Company are entering into a First Amendment to Lease Agreement dated of even date herewith (the "First Amendment to Lease Agreement") whereby the parties add and include the Release Parcels to the Land leased by the Company to the Agency under the Lease Agreement; and

WHEREAS, the Agency and the Company wish to enter into this First Amendment to Leaseback Agreement to amend the Leaseback Agreement to add and include the Release Parcels to the Facility, and to make certain other provisions with respect to the financing of the Facility.

NOW, THEREFORE, in consideration of the mutual covenants expressed herein, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. **Amendments to Leaseback Agreement.**

(a) The definitions of the "Land" and the "Facility" in the recitals and Schedule A of the Leaseback Agreement are hereby amended to add and include the Release Parcels.

(b) A new recital in the Leaseback Agreement is added as follows:

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"NBT Bank, National Association, a New York banking corporation with a principal office at 52 South Broad Street, Norwich, New York 13815 (the "Bank") proposes to make a construction loan to the Company in the original principal sum of \$1,612,500 to be secured by a (Bifurcated) Construction/Indirect Project Cost Fee and Leasehold Mortgage and Security Agreement dated on or about August 2, 2016 (the "Mortgage") from the Agency and the Company to the Bank, which document shall be recorded in the Oneida County Clerk's Office; and

(c) Section 12.1 is modified to add and include the following notices:

To the Bank: NBT Bank, National Association  
52 S. Broad Street  
Norwich, New York 13815  
Attn.: Senior Vice President of Commercial Lending

With a Copy To: Kowalczyk, Deery & Broadbent, LLP  
185 Genesee Street, 12<sup>th</sup> Floor  
Utica, New York 13501  
Attn.: Andrew S. Kowalczyk III, Esq.

(d) A new Section 12.10 is added as follows:

Section 12.10 Subordination to Mortgage. This Leaseback Agreement and the rights of the Company and the Agency hereunder (other than with respect to the Unassigned Rights) are subject and subordinate to the Lien of the Mortgage, and all extensions, renewals or amendments thereof. The subordination of this Leaseback Agreement to the Mortgage shall be automatic, without execution of any further subordination agreement by the Company or the Agency. Nonetheless, if the Bank requires a further written subordination agreement, the Company and the Agency hereby agree to execute, acknowledge and deliver the same.

(e) The following definitions are added to Schedule A of the Leaseback Agreement:

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“Assignment” shall mean that Collateral Assignment of Leases and Rents dated on or about August ~~1~~<sup>2</sup>, 2016 from the Agency and the Company to the Bank, as the same may be amended and/or supplemented from time to time.”

“Bank” shall mean NBT Bank, National Association, a New York banking corporation with a principal office at 52 South Broad Street, Norwich, New York 13815, and its successors and assigns.

PP

“Mortgage” shall mean that (Bifurcated) Construction/Indirect Project Cost Fee and Leasehold Mortgage and Security Agreement dated on or about August ~~1~~<sup>2</sup> 2016 from the Agency and the Company to the Bank, as the same may be amended, extended and/or supplemented from time to time.”

(f) Exhibit A of the Leaseback Agreement is hereby omitted and replaced with Exhibit A attached to this First Amendment to Leaseback Agreement.

2. **Amendment of Lease Documents.** By amending the definition of the “Facility” in the Lease Agreement and the Leaseback Agreement, the definition of the “Facility” is likewise amended in all Lease Agreement Documents, and no further amendments to the Lease Documents are required to accomplish the same.

3. **Ratification.** Except as expressly amended hereby, the Leaseback Agreement is in all respects ratified and confirmed, and the terms, provisions and conditions thereof shall be deemed to remain in full force and effect.

4. **Counterparts.** This First Amendment to Leaseback Agreement may be executed in duplicate counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

5. **Recording.** The Agency shall record or shall cause the Company to record this First Amendment to Leaseback Agreement or a memorandum thereof in the Office of the Oneida County Clerk.

6. **Effective Date.** This First Amendment to Leaseback Agreement shall be effective as of August ~~1~~<sup>2</sup>, 2016.

[SIGNATURES APPEAR ON NEXT PAGE]

**IN WITNESS WHEREOF**, the parties have executed and delivered this First Amendment to Leaseback Agreement as of the day and year first above written.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY


By:   
David C. Grow  
Chairman

GRIFFISS LOCAL DEVELOPMENT  
CORPORATION

By:   
Steven J. DiMeo  
Authorized Representative

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

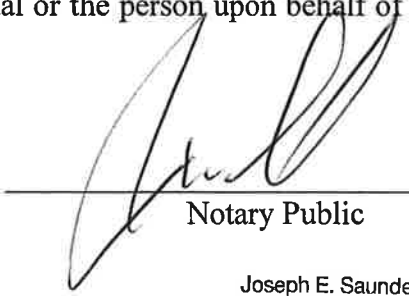
On the 11<sup>th</sup> day of August in the year 2016 before me, the undersigned, a notary public in and for said State, personally appeared **David C. Grow**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

  
\_\_\_\_\_  
Notary Public

LAURA S. RUBERTO  
Notary Public, State of New York  
Appointed in Oneida County  
Reg. No. 01RU5031396  
Commission Expires August 1, 2018

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

On the 2<sup>nd</sup> day of September in the year 2016 before me, the undersigned, a notary public in and for said State, personally appeared **Steven J. DiMeo**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

  
\_\_\_\_\_  
Notary Public

Joseph E. Saunders  
NOTARY PUBLIC, State of New York  
Appointed in Oneida County  
License No. 02SA4745082  
My Commission Expires: 11/30/ 2017

EXHIBIT A

**ALL THOSE TRACTS, PIECES OR PARCELS OF LAND** situate in the City of Rome, County of Oneida and State of New York as shown on a map entitled "Map Showing A Portion of Lands of Oneida County Industrial Development Agency and Griffiss Local Development Corporation (Building 240 Property), City of Rome, County of Oneida, State of New York"; made by Michael P. Waters, P.L.S. No. 050027, and dated November 3, 2015, last revised May 12, 2016, which said tracts, pieces or parcels of land are more particularly bounded and described as follows:

Parcel I

Beginning at the intersection of the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+042.599 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South 64° 05' 19" West along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 66.06 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 03° 14' 38" West along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 8.12 feet to its intersection with proposed northerly street boundary of Floyd Avenue;

thence South 88° 24' 10" West along said proposed northerly street boundary of Floyd Avenue 195.82 feet to a point on said proposed northerly street boundary of Floyd Avenue;

thence North 49° 18' 38" East through the lands of Oneida County Industrial Development Agency (reputed owner) 275.08 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825 first mentioned above;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 144.75 feet to the place of beginning, being 21,721.4 ± square feet or 0.499 acre, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel I described above is designated as "Parcel F3A, Exception No. 3" on the above referenced survey map.

## Parcel II

Beginning at a capped iron rod stamped "AFRL-12" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+570.514 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South  $10^{\circ} 29' 43''$  East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 314.68 feet to its intersection with the division line between the herein described parcel on the north and the lands of Oneida County Industrial Development Agency (reputed owner) on the south;

thence South  $50^{\circ} 40' 22''$  West along said division line and continuing along the proposed northerly street boundary of Floyd Avenue 567.70 feet to its intersection with the division line between the herein described parcel on the northeast and said lands of Oneida County Industrial Development Agency (reputed owner) on the southwest;

thence North  $39^{\circ} 53' 05''$  West along said division line 256.54 feet to its intersection with the division line between the herein described parcel on the north and said lands of Oneida County Industrial Development Agency (reputed owner) on the south;

thence South  $78^{\circ} 35' 37''$  West along said division line 150.04 feet to its intersection with the division line between the herein described parcel on the east and said lands of Oneida County Industrial Development Agency (reputed owner) on the west;

thence North  $05^{\circ} 30' 42''$  West along said division line 224.94 feet to its intersection with the division line between the herein described parcel on the south and said lands of Oneida County Industrial Development Agency (reputed owner) on the north;

thence North  $78^{\circ} 41' 29''$  East along said division line 264.94 feet to its intersection with the division line between the herein described parcel on the east and said lands of Oneida County Industrial Development Agency (reputed owner) on the west;

thence North  $11^{\circ} 07' 30''$  West along said division line 253.28 feet to its intersection with the division line between the herein described parcel on the south and said lands of Oneida County Industrial Development Agency (reputed owner) on the north;

thence North  $78^{\circ} 56' 40''$  East along said division line 403.09 feet to its intersection with the aforementioned proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South  $12^{\circ} 18' 43''$  East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 118.28 feet to its intersection with the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway", State Route 825;



thence North 79° 10' 59" East along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 84.87 feet to the place of beginning, being 7.897 acres, more or less.

BEING the same premises conveyed by the United States of America, acting by and through the Administrator of the General Services Administration to Griffiss Local Development Corporation by Quitclaim Deed dated May 13, 2014 and recorded on July 25, 2014 in the Oneida County Clerk's Office as Instrument No. 2014-010026.

Parcel II described above is designated as "GLDC Lands" on the above referenced survey map.

### **Parcel III**

Beginning at a capped iron rod stamped "AFRL-13" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+266.009 of the survey baseline for the construction of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 78.77 feet to a point on said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 49° 18' 38" West through the lands of Oneida County Industrial Development Agency (reputed owner) 275.08 feet to its intersection with the proposed northerly street boundary of Floyd Avenue;

thence South 88° 24' 10" West along said proposed northerly street boundary of Floyd Avenue 131.18 feet to its intersection with the division line between the herein described parcel on the south and the lands of Griffiss Local Development Corporation (reputed owner) on the north;

thence North 50° 40' 22" East along said division line 406.32 feet to the place of beginning, being 26,392.3 ± square feet or 0.606 acre, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel III described above is designated as "OCIDA Lands – Parcel A" on the above referenced survey map.

### **Parcel IV**

Beginning at the intersection of the proposed northwesterly street boundary of Floyd Ave with the division line between the herein described parcel on the east and the lands of Debbie S. Palaka (reputed owner) on the west;

thence North 06° 33' 31" West along said division line 134.80 feet to its intersection with the division line between the herein described parcel on the east and the lands of Patricia M. Read (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 149.81 feet to its intersection with the division line between the herein described parcel on the south and the lands of Bagnall Properties, LLC (reputed owner) on the north;

thence North 57° 20' 57" East along said division line 30.00 feet to its intersection with the division line between the herein described parcel on the east and said lands of Bagnall Properties, LLC (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 877.53 feet to its intersection with the division line between the herein described parcel on the north and said lands of Bagnall Properties, LLC (reputed owner) on the south;

thence North 84° 18' 17" West along said division line 33.02 feet to its intersection with the division line between the herein described parcel on the east and the lands of Margaret Jones (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 383.19 feet to its intersection with the division line between the herein described parcel on the north and the lands of E.S. Pawlak, Sr. and D. Pawlak (reputed owner) on the south;

thence North 81° 43' 22" West along said division line 106.67 feet to its intersection with easterly street boundary of Broadway;

thence North 03° 56' 37" West along said easterly street boundary of Broadway 24.31 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

1. North 86° 27' 04" East, 498.00 feet to a point;
2. North 87° 27' 09" East, 118.13 feet to its intersection with the proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

1. South 64° 27' 46" East, 741.58 feet to a point;
2. South 35° 57' 35" East, 165.08 feet to its intersection with the division line between the herein described parcel on the north and the lands of Griffiss Local Development Corporation (reputed owner) on the south;

thence South 78° 56' 40" West along said division line 403.09 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 11° 07' 30" East along said division line 253.28 feet to its intersection with the division line between the herein described parcel on the north and the lands of Griffiss Local Development Corporation (reputed owner) on the south;

thence South 78° 41' 29" West along said division line 264.94 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 05° 30' 42" East along said division line 224.94 feet to its intersection with the division line between the herein described parcel on the south and said lands of Griffiss Local Development Corporation (reputed owner) on the north;

thence North 78° 35' 37" East along said division line 150.04 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 39° 53' 05" East along said division line 256.54 feet to its intersection with the aforementioned proposed northerly street boundary of Floyd Avenue;

thence South 50° 40' 22" West along said proposed northerly street boundary of Floyd Avenue 341.40 feet to the place of beginning, being 716,562.0 ± square feet or 16.450 acres, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel IV described above is designated as "OCIDA Lands – Parcel B" on the above referenced survey map.

When Parcel I, Parcel II, Parcel III and Parcel IV above are consolidated into one (1) parcel, the legal description of the perimeter boundary thereof is as follows:

ALL THAT TRACT, PIECE OR PARCEL OF LAND situate in the City of Rome, County of Oneida and State of New York, as shown on a map entitled "Map Showing A Portion of Lands of Oneida County Industrial Development Agency and Griffiss Local Development Corporation, (Building 240 Property), City of Rome, County of Oneida, State of New York"; made by Michael P. Waters, P.L.S. No. 050027, and dated November 3, 2015, last revised May 12, 2016, which said tract, piece, or parcel of land is more particularly bounded and described as follows:

Beginning at a capped iron rod stamped "AFRL-13" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+266.009 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 223.52 feet to its intersection with the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 64° 05' 19" West along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 66.06 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 03° 14' 38" West along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 8.12 feet to its intersection with the proposed northerly street boundary of Floyd Avenue;

thence along said proposed northerly street boundary of Floyd Avenue the following two (2) courses and distances:

1. South 88° 24' 10" West, 327.00 feet to a point;
2. South 50° 40' 22" West, 502.78 feet to its intersection with the division line between the herein described parcel on the east and the lands of Debbie S. Palaka (reputed owner) on the west;

thence North 06° 33' 31" West along said division line 134.80 feet to its intersection with the division line between the herein described parcel on the east and the lands of Patricia M. Read (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 149.81 feet to its intersection with the division line between the herein described parcel on the south and the lands of Bagnall Properties, LLC (reputed owner) on the north;

thence North 57° 20' 57" East along said division line 30.00 feet to its intersection with the division line between the herein described parcel on the east and said lands of Bagnall Properties, LLC (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 877.53 feet to its intersection with the division line between the herein described parcel on the north and said lands of Bagnall Properties, LLC (reputed owner) on the south;

thence North 84° 18' 17" West along said division line 33.02 feet to its intersection with the division line between the herein described parcel on the east and the lands of Margaret Jones (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 383.19 feet to its intersection with the division line between the herein described parcel on the north and the lands of E.S. Pawlak, Sr. and D. Pawlak (reputed owner) on the south;

thence North 81° 43' 22" West along said division line 106.67 feet to its intersection with easterly street boundary of Broadway;

thence North 03° 56' 37" West along said easterly street boundary of Broadway 24.31 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

3. North 86° 27' 04" East, 498.00 feet to a point;
4. North 87° 27' 09" East, 118.13 feet to its intersection with the proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances;

3. South 64° 27' 46" East, 741.58 feet to a point;
4. South 35° 57' 35" East, 165.08 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 12° 18' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 118.28 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence North 79° 10' 59" East along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 84.87 feet to its intersection with the aforementioned proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 10° 29' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 314.68 feet to the place of beginning, being 1,108,686.8 ± square feet or 25.452 acres, more or less.

The above-described parcel is designated as the "Consolidated Parcel" on the above referenced survey map.

**MEMORANDUM OF FIRST AMENDMENT TO LEASEBACK AGREEMENT**

**GRIFFISS LOCAL DEVELOPMENT CORPORATION/BUILDING 240 FACILITY**

Name and Address of Lessor:	ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY 584 Phoenix Drive Rome, New York 13441
Name and Address of Lessee:	GRIFFISS LOCAL DEVELOPMENT CORPORATION 584 Phoenix Drive Rome, New York 13441
Leaseback Agreement:	Leaseback Agreement made as of July 1, 2014, executed by the Lessor on July 23, 2014 and by Lessee on July 24, 2014, a memorandum of which was recorded in the Oneida County Clerk's Office on July 25, 2014 at Instrument Number R2014-000892.
First Amendment to Leaseback Agreement:	First Amendment to Leaseback Agreement made as of August 31, 2016, executed by the Lessor on August 11, 2016 and by Lessee on September 2, 2016.
Demised Premises:	The Land more particularly described on <b><u>Exhibit A</u></b> and the Equipment more particularly described on <b><u>Exhibit B</u></b> annexed to this Memorandum of First Amendment to Leaseback.
Term of Leaseback Agreement:	Eleven years beginning on July 1, 2014 and ending on June 30, 2025.

[signatures on following page]

**RECORD AND RETURN TO:**

**Linda E. Romano, Esq.  
Bond, Schoeneck & King, PLLC  
501 Main Street  
Utica NY 13501**

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum of First Amendment to Leaseback Agreement on the dates first above written.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: David C. Grow  
David C. Grow  
Its Chairman

GRIFFISS LOCAL DEVELOPMENT CORPORATION

By: Steven J. DiMeo  
Steven J. DiMeo  
Its Authorized Representative

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

On the 11<sup>th</sup> day of August 2016 before me, the undersigned a notary public in and for said state, personally appeared **David C. Grow**, Chairman of the Oneida County Industrial Development Agency, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Laura S. Ruberto  
Notary Public

LAURA S. RUBERTO  
Notary Public, State of New York  
Appointed in Oneida County  
Reg. No. 01RU5031396  
Commission Expires August 1, 2018

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

On the 2<sup>nd</sup> day of September 2016 before me, the undersigned a notary public in and for said state, personally appeared **Steven J. DiMeo**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Joseph E. Saunders  
Notary Public

Joseph E. Saunders  
NOTARY PUBLIC, State of New York  
Appointed in Oneida County  
License No. 02SA4745082  
My Commission Expires: 11/30/ 2017

EXHIBIT A

# EXHIBIT A

## LEGAL DESCRIPTION OF LAND

**ALL THOSE TRACTS, PIECES OR PARCELS OF LAND** situate in the City of Rome, County of Oneida and State of New York as shown on a map entitled "Map Showing A Portion of Lands of Oneida County Industrial Development Agency and Griffiss Local Development Corporation (Building 240 Property), City of Rome, County of Oneida, State of New York"; made by Michael P. Waters, P.L.S. No. 050027, and dated November 3, 2015, last revised May 12, 2016, which said tracts, pieces or parcels of land are more particularly bounded and described as follows:

### Parcel I

Beginning at the intersection of the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+042.599 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South 64° 05' 19" West along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 66.06 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 03° 14' 38" West along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 8.12 feet to its intersection with proposed northerly street boundary of Floyd Avenue;

thence South 88° 24' 10" West along said proposed northerly street boundary of Floyd Avenue 195.82 feet to a point on said proposed northerly street boundary of Floyd Avenue;

thence North 49° 18' 38" East through the lands of Oneida County Industrial Development Agency (reputed owner) 275.08 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825 first mentioned above;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 144.75 feet to the place of beginning, being 21,721.4 ± square feet or 0.499 acre, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel I described above is designated as "Parcel F3A, Exception No. 3" on the above referenced survey map.

### Parcel II



Beginning at a capped iron rod stamped "AFRL-12" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+570.514 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South 10° 29' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 314.68 feet to its intersection with the division line between the herein described parcel on the north and the lands of Oneida County Industrial Development Agency (reputed owner) on the south;

thence South 50° 40' 22" West along said division line and continuing along the proposed northerly street boundary of Floyd Avenue 567.70 feet to its intersection with the division line between the herein described parcel on the northeast and said lands of Oneida County Industrial Development Agency (reputed owner) on the southwest;

thence North 39° 53' 05" West along said division line 256.54 feet to its intersection with the division line between the herein described parcel on the north and said lands of Oneida County Industrial Development Agency (reputed owner) on the south;

thence South 78° 35' 37" West along said division line 150.04 feet to its intersection with the division line between the herein described parcel on the east and said lands of Oneida County Industrial Development Agency (reputed owner) on the west;

thence North 05° 30' 42" West along said division line 224.94 feet to its intersection with the division line between the herein described parcel on the south and said lands of Oneida County Industrial Development Agency (reputed owner) on the north;

thence North 78° 41' 29" East along said division line 264.94 feet to its intersection with the division line between the herein described parcel on the east and said lands of Oneida County Industrial Development Agency (reputed owner) on the west;

thence North 11° 07' 30" West along said division line 253.28 feet to its intersection with the division line between the herein described parcel on the south and said lands of Oneida County Industrial Development Agency (reputed owner) on the north;

thence North 78° 56' 40" East along said division line 403.09 feet to its intersection with the aforementioned proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 12° 18' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 118.28 feet to its intersection with the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway", State Route 825;

thence North 79° 10' 59" East along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 84.87 feet to the place of beginning, being 7.897 acres, more or less.

BEING the same premises conveyed by the United States of America, acting by and through the Administrator of the General Services Administration to Griffiss Local Development Corporation by Quitclaim Deed dated May 13, 2014 and recorded on July 25, 2014 in the Oneida County Clerk's Office as Instrument No. 2014-010026.

Parcel II described above is designated as "GLDC Lands" on the above referenced survey map.

**Parcel III**

Beginning at a capped iron rod stamped "AFRL-13" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+266.009 of the survey baseline for the construction of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 78.77 feet to a point on said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 49° 18' 38" West through the lands of Oneida County Industrial Development Agency (reputed owner) 275.08 feet to its intersection with the proposed northerly street boundary of Floyd Avenue;

thence South 88° 24' 10" West along said proposed northerly street boundary of Floyd Avenue 131.18 feet to its intersection with the division line between the herein described parcel on the south and the lands of Griffiss Local Development Corporation (reputed owner) on the north;

thence North 50° 40' 22" East along said division line 406.32 feet to the place of beginning, being 26,392.3 ± square feet or 0.606 acre, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel III described above is designated as "OCIDA Lands – Parcel A" on the above referenced survey map.

**Parcel IV**

Beginning at the intersection of the proposed northwesterly street boundary of Floyd Ave with the division line between the herein described parcel on the east and the lands of Debbie S. Palaka (reputed owner) on the west;

thence North 06° 33' 31" West along said division line 134.80 feet to its intersection with the division line between the herein described parcel on the east and the lands of Patricia M. Read (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 149.81 feet to its intersection with the division line between the herein described parcel on the south and the lands of Bagnall Properties, LLC (reputed owner) on the north;

thence North 57° 20' 57" East along said division line 30.00 feet to its intersection with the division line between the herein described parcel on the east and said lands of Bagnall Properties, LLC (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 877.53 feet to its intersection with the division line between the herein described parcel on the north and said lands of Bagnall Properties, LLC (reputed owner) on the south;

thence North 84° 18' 17" West along said division line 33.02 feet to its intersection with the division line between the herein described parcel on the east and the lands of Margaret Jones (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 383.19 feet to its intersection with the division line between the herein described parcel on the north and the lands of E.S. Pawlak, Sr. and D. Pawlak (reputed owner) on the south;

thence North 81° 43' 22" West along said division line 106.67 feet to its intersection with easterly street boundary of Broadway;

thence North 03° 56' 37" West along said easterly street boundary of Broadway 24.31 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

1. North 86° 27' 04" East, 498.00 feet to a point;
2. North 87° 27' 09" East, 118.13 feet to its intersection with the proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

1. South 64° 27' 46" East, 741.58 feet to a point;
2. South 35° 57' 35" East, 165.08 feet to its intersection with the division line between the herein described parcel on the north and the lands of Griffiss Local Development Corporation (reputed owner) on the south;

thence South 78° 56' 40" West along said division line 403.09 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 11° 07' 30" East along said division line 253.28 feet to its intersection with the division line between the herein described parcel on the north and the lands of Griffiss Local Development Corporation (reputed owner) on the south;

thence South 78° 41' 29" West along said division line 264.94 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 05° 30' 42" East along said division line 224.94 feet to its intersection with the division line between the herein described parcel on the south and said lands of Griffiss Local Development Corporation (reputed owner) on the north;

thence North 78° 35' 37" East along said division line 150.04 feet to its intersection with the division line between the herein described parcel on the west and said lands of Griffiss Local Development Corporation (reputed owner) on the east;

thence South 39° 53' 05" East along said division line 256.54 feet to its intersection with the aforementioned proposed northerly street boundary of Floyd Avenue;

thence South 50° 40' 22" West along said proposed northerly street boundary of Floyd Avenue 341.40 feet to the place of beginning, being 716,562.0 ± square feet or 16.450 acres, more or less.

BEING a part of the same premises described in a deed from Oneida County Industrial Development Agency to Griffiss Local Development Corporation dated August 31, 2016 and recorded in the Oneida County Clerk's Office prior hereto.

Parcel IV described above is designated as "OCIDA Lands – Parcel B" on the above referenced survey map.

When Parcel I, Parcel II, Parcel III and Parcel IV above are consolidated into one (1) parcel, the legal description of the perimeter boundary thereof is as follows:

ALL THAT TRACT, PIECE OR PARCEL OF LAND situate in the City of Rome, County of Oneida and State of New York, as shown on a map entitled "Map Showing A Portion of Lands of Oneida County Industrial Development Agency and Griffiss Local Development Corporation, (Building 240 Property), City of Rome, County of Oneida, State of New York"; made by Michael P. Waters, P.L.S. No. 050027, and dated November 3, 2015, last revised May 12, 2016, which said tract, piece, or parcel of land is more particularly bounded and described as follows:

Beginning at a capped iron rod stamped "AFRL-13" found on the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, located at Station 11+266.009 of the survey baseline for the construction of said Griffiss Veterans Memorial Parkway, State Route 825;

thence South 18° 56' 31" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 223.52 feet to its intersection with the proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 64° 05' 19" West along said proposed northerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 66.06 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 03° 14' 38" West along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 8.12 feet to its intersection with the proposed northerly street boundary of Floyd Avenue;

thence along said proposed northerly street boundary of Floyd Avenue the following two (2) courses and distances:

1. South 88° 24' 10" West, 327.00 feet to a point;
2. South 50° 40' 22" West, 502.78 feet to its intersection with the division line between the herein described parcel on the east and the lands of Debbie S. Palaka (reputed owner) on the west;

thence North 06° 33' 31" West along said division line 134.80 feet to its intersection with the division line between the herein described parcel on the east and the lands of Patricia M. Read (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 149.81 feet to its intersection with the division line between the herein described parcel on the south and the lands of Bagnall Properties, LLC (reputed owner) on the north;

thence North 57° 20' 57" East along said division line 30.00 feet to its intersection with the division line between the herein described parcel on the east and said lands of Bagnall Properties, LLC (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 877.53 feet to its intersection with the division line between the herein described parcel on the north and said lands of Bagnall Properties, LLC (reputed owner) on the south;

thence North 84° 18' 17" West along said division line 33.02 feet to its intersection with the division line between the herein described parcel on the east and the lands of Margaret Jones (reputed owner) on the west;

thence North 30° 23' 24" West along said division line 383.19 feet to its intersection with the division line between the herein described parcel on the north and the lands of E.S. Pawlak, Sr. and D. Pawlak (reputed owner) on the south;

thence North 81° 43' 22" West along said division line 106.67 feet to its intersection with easterly street boundary of Broadway;

thence North 03° 56' 37" West along said easterly street boundary of Broadway 24.31 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances:

3. North 86° 27' 04" East, 498.00 feet to a point;
4. North 87° 27' 09" East, 118.13 feet to its intersection with the proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence along said proposed southwesterly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, the following two (2) courses and distances;

3. South 64° 27' 46" East, 741.58 feet to a point;
4. South 35° 57' 35" East, 165.08 feet to its intersection with the proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 12° 18' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 118.28 feet to its intersection with the proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence North 79° 10' 59" East along said proposed southerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 84.87 feet to its intersection with the aforementioned proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825;

thence South 10° 29' 43" East along said proposed westerly highway boundary of the Griffiss Veterans Memorial Parkway, State Route 825, 314.68 feet to the place of beginning, being 1,108,686.8 ± square feet or 25.452 acres, more or less.

The above-described parcel is designated as the "Consolidated Parcel" on the above referenced survey map.

EXHIBIT B

EQUIPMENT

All fixtures, building materials and items of personal property acquired, remediated, demolished, constructed, renovated and installed and/or to be acquired, remediated, demolished, constructed, renovated and installed in connection with the completion of the Griffiss Local Development Corporation/Building 240 Facility located in the City of Rome, Oneida County, New York.