

Date: February 16, 2017

At a meeting of the Oneida County Industrial Development Agency, Oneida County, New York (the "Agency"), held at 584 Phoenix Drive, Rome, New York on the 16th day of February 2017, the following members of the Agency were:

Members Present: M. Fitzgerald, D. Grow, M.F. Messenger, S. Zogby, F. Betrus (via video conference), E. Quadraro (via video conference)

EDGE Staff Present: S. Papale; J. Waters; M. Kaucher; C. Mercurio; P. Zawko

Others Present: L. Ruberto; C. Levitt; M. Levitt; D. Guzewich; Rome Mayor J. Izzo; B. Maxim, NE Regional Council of Carpenters; T. Iorizzo.

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 continuing to hold title to a certain industrial development facility more particularly described below (Cardinal Griffiss Realty, LLC Facility) and the continued leasing of the facility to Cardinal Griffiss Realty, LLC.

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

F. Betrus voting aye;
M. Fitzgerald voting aye;
D. Grow voting aye;
M.F. Messenger voting aye;
E. Quadraro voting aye;
S. Zogby voting aye.

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE AGENCY TO EXECUTE THE FIRST AMENDMENT TO LEASEBACK AGREEMENT, THE SECOND AMENDED AND RESTATED PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE LOAN DOCUMENTS AND OTHER RELATED DOCUMENTS WITH RESPECT TO THE 2017 EXPANSION OF THE CARDINAL GRIFFISS REALTY, LLC FACILITY LOCATED AT 153 BROOKS ROAD IN THE CITY OF ROME, ONEIDA COUNTY.

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

WHEREAS, Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, 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 of which is 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");

WHEREAS, the Company leases the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and pursuant to a Lease Agreement dated as of August 1, 2010 (the "Lease Agreement"), and the Agency leases the Facility back to the Company pursuant to a Leaseback Agreement dated as of August 1, 2010 (the "Leaseback Agreement"); and

WHEREAS, the Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc., a New York business corporation (the "Sublessee") for its operation upon the terms and conditions set forth in a Sublease Agreement, dated as of July 1, 2010 (the "Sublease Agreement") by and between the Company and the Sublessee; and

WHEREAS, the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants, including Sublessee; and

WHEREAS, the Company has applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force

Base (the Company Facility and the 2017 Equipment is referred to as the “2017 Facility” and the renovation and equipping of the 2017 Facility is referred to as the “2017 Project”); and

WHEREAS, the Agency and the Company will amend the Leaseback Agreement to add and include the 2017 Facility pursuant to a certain First Amendment to Leaseback Agreement by and between the Company and the Agency (the “First Amendment”); and

WHEREAS, the Agency by resolution duly adopted on December 16, 2016 (the “Resolution”) decided to proceed under the provisions of the Act to undertake the 2017 Project and enter into the First Amendment; and

WHEREAS, the Company has requested that the Agency execute certain loan documents (the “Loan Documents”) from the Agency and the Company to Community Bank, N.A., a national banking association with its principal office at 160 Brooks Road, Rome, New York 13441 (the “Bank”) with respect to the Facility in connection with a loan from the Bank in the original principal amount of approximately \$650,000 to finance certain costs of the 2017 Facility; 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 Facility.

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 2017 Facility constitutes a “project”, as such term is defined in the Act; and

(c) The renovation and equipping of the 2017 Facility and the leasing of the 2017 Facility together with 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 renovation and equipping of the 2017 Facility is reasonably necessary to induce the Company (or the Sublessee) to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and its 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 Facility and the operations conducted therein do not have a significant effect on the environment, as determined in the accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and

(g) It is desirable and in the public interest for the Agency to lease the 2017 Facility together with the Facility; and

(h) The Leaseback Agreement, as amended by the First Amendment, is an effective instrument whereby the Agency leases the 2017 Facility to the Company together with the Facility; and

(i) The Second Amended and Restated Payment in Lieu of Taxes Agreement (the "Second Amended and Restated PILOT Agreement"), by and 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.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Facility to the Company pursuant to the Leaseback Agreement, as amended by the First Amendment, (ii) execute, deliver and perform the First Amendment, (iii) execute, deliver and perform the Second Amended and Restated PILOT Agreement, (vi) grant a mortgage on and security interest in and to the Facility to the Bank pursuant to the Loan Documents; (viii) execute, deliver and perform the Loan Documents.

Section 3. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Leaseback 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 First Amendment and the Second Amended and Restated PILOT Agreement (each in substantially the forms customarily used by the Agency with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, any member of the Agency or Agency Counsel shall approve) are hereby approved. The form and substance of the Loan Documents (each in substantially the forms and containing the exculpatory language customarily used by the Agency with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, any member of the Agency or Agency Counsel shall approve) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the First Amendment, the Second Amended and Restated PILOT Agreement and the Loan Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, 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 "Agency 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, or any 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 Leaseback 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 Agency 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 Agency 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 16th day of February 2017, 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 First Amendment, the Second Amended and Restated PILOT Agreement and the Loan Documents 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, I have hereunto set my hand as of this 15th day of June 2017.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 

Shawna M. Papale, Secretary