Inducement Resolution
GLDC Building 240 Facility

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING GRIFFISS LOCAL DEVELOPMENT CORPORATION, THE PRINCIPALS OF GRIFFISS LOCAL DEVELOPMENT CORPORATION AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE ISSUER FOR THE PURPOSE OF ACQUIRING, REMEDIATING, DEMOLISHING, CONSTRUCTING, RENOVATING AND EQUIPPING THE FACILITY, IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION FOR SUCH FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Griffiss Local Development Corporation, a non-profit local development corporation (the "Company"), has requested that the Issuer assist in (1) the acquisition of a ±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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 remediation, demolition, 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, including the following as they relate to the acquisition, remediation, demolition, construction, 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 building: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, remediation, 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, remediation, demolition, construction, renovation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building (the "Facility"); and

WHEREAS, the Issuer will accept a leasehold interest in the Land, Improvements and Equipment constituting the Facility and lease said Land, Improvements and Equipment back to the Company, 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"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility.

WHEREAS, the Act authorizes and empowers the Issuer 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 Issuer contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording taxes, exemptions from sales taxes and a 100% exemption from real property taxes for a period of ten (10) years, which benefits represent a deviation from the Issuer's Uniform Tax Exemption Policy, to be further described in a final authorizing resolution; and

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") will be held on so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Issuer, 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 or lease-leaseback transaction, and the granting of any Financial Assistance, 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**; and

WHEREAS, the Issuer has given due consideration to the application of the Company and to representations by the Company that the proposed lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

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 Issuer constitutes a "State Agency"; and

WHEREAS, to aid the Issuer in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Issuer an Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Issuer; and

WHEREAS, the Questionnaire has been reviewed by the Issuer.

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

Section 1. Based upon the Questionnaire completed by the Company and reviewed by the Issuer and other representations and information furnished by the Company regarding the Facility, the Issuer determined that the action relating to the acquisition, remediation, demolition, renovation, equipping and operation of the Facility is an unlisted action, as that term is defined

in the State Environmental Quality Review Act ("SEQRA") (Article Eight of the Environmental Conservation Law). The Issuer also determined that the action will not have a "significant effect" on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of the SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under that Act or as may be deemed advisable by the Chairman or Executive Director of the Issuer or counsel to the Issuer.

Section 2. (a) The acquisition, remediation, demolition, construction, renovation and equipping of the Facility and the financing thereof by the Issuer, through the lease of the Facility to the Company by the Issuer pursuant to a lease-leaseback transaction, 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 Issuer to enter into a lease-leaseback transaction, for the purpose of financing the costs of the acquisition, remediation, demolition, construction, renovation, equipping and financing of the Facility, together with necessary incidental expenses in connection therewith as reflected in the Company's application to the Issuer and as amended from time to time prior to the closing of the lease-leaseback transaction.

Section 3. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Issuer and the Company setting forth the undertakings of the Issuer and the Company with respect to the closing of the lease-leaseback transaction, and the development of the Facility (the "Agreement") are hereby approved. The Chairman of the Issuer is hereby authorized, on behalf of the Issuer, 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 4. Subject to the conditions set forth in Section 4.02 of the Agreement, the Issuer shall (i) acquire, remediate, demolish, remediate, demolish, construct, renovate and equip the Facility, (ii) lease (with an obligation to purchase) or sell the Facility to the Company pursuant to an agreement by and between the Issuer and the Company whereby the Company will be obligated, among other things, to make payments to or for the account of the Issuer.

Section 5. The Company is herewith and hereby appointed the agent of Issuer to acquire, remediate, demolish, construct, renovate and equip the Facility.

The Company is hereby empowered to delegate its status as agent of the Issuer to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, remediate, demolish, construct, renovate and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Issuer for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Issuer, and the Chairman or Executive Director of the Issuer or any other duly authorized official of the Issuer are authorized to execute and deliver such letter to the company. The Issuer hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Issuer solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Issuer shall be deemed to be on behalf of the Issuer and for the benefit of the Facility. The Company shall indemnify the Issuer with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Issuer.

Section 6. The law firm of Bond, Schoeneck & King, PLLC is appointed Bond Counsel in connection with the issuance of the Bonds, or, in the alternative, Transaction Counsel in connection with the lease-leaseback transaction.

Section 7. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds, if any.

Section 8. The Chairman of the Issuer 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 9. 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 foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Issuer"), with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of such resolution and of the proceedings of the Issuer in connection with such matter.

Such resolution was passed at a meeting of the Issuer duly convened in public session on April 11, 2014 at 8:00 o'clock a.m., local time, at Rome, New York that the following members were:

Members Present: E. Quadraro, D. Grow, M. Fitzgerald (by telephone), F. Betrus, N. Brown, S. Zogby, M. Messenger

EDGE Staff Present: S. Papale, M. Carney

Others Present: C. Levitt, L. Ruberto, Joseph Fusco.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Voting Aye	Voting Nay
Ferris Betrus	
Natalie Brown	
Michael Fitzgerald	
David Grow	
Eugene Quadraro	
Michael Valentine	
Steven Zogby	

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Issuer 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 103a and 104, (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 this 25th day of July 2014.

Secretary

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 the ____ day of _____ 2012 at _____ a.m., local time, at 584 Phoenix Drive, Rome, New York 13441, in connection with the following matters:

Griffiss Local Development Corporation, a local development corporation (the "Company"), has applied to the Agency for financial assistance relating to (1) the acquisition of a ±7.897 parcel of land situated at the corner of Hill Road and Brooks Road 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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 Land, the Improvements and the Equipment referred to collectively as the "Facility").

The Company will acquire the Facility and lease the Facility to the Agency pursuant to a Lease Agreement. The Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes on the Facility for ten (10) years, during which time the Company shall pay no taxes. The Agency's proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy.

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.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: _____, 2014

By: Shawna M. Papale, Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2014 Real Estate Lease
Griffiss Local Development Corporation/Building 240 Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.

2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.

3. The Chairman then described the proposed project and related financial assistance as follows:

Griffiss Local Development Corporation, a local development corporation (the "Company"), has applied to the Agency for financial assistance relating to (1) the acquisition of a ±7.897 parcel of land situated at the corner of Hill Road and Brooks Road 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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 Land, the Improvements and the Equipment referred to collectively as the "Facility").

The Company will acquire the Facility and lease the Facility to the Agency pursuant to a Lease Agreement. The Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes on the Facility for ten (10) years, during which time the Company shall pay no taxes. The Agency's proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy.

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.

4. The Chairman 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. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at _____ a.m.

_____

Shawna Papale, Secretary

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 June 12, 2014 at 9:00 a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 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) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (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 _____, 2014.

_____
Secretary

EXHIBIT C

(To be copied on Issuer letterhead and delivered to the Company when appropriate.)

_____, 2014

Mr. Steven J. DiMeo, Authorized Representative
Griffiss Local Development Corporation
584 Phoenix Drive
Rome, New York 13441

RE: Oneida County Industrial Development Agency Real Estate Transfer
(Griffiss Local Development Corporation/Building 240 Facility

Dear Mr. DiMeo:

Pursuant to a resolution duly adopted on April 11, 2014, the Oneida County Industrial Development Agency (the "Agency") appointed Griffiss Local Development Corporation, a non-profit, 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") the true and lawful agent of the Agency to enter into a transaction in which the Agency will assist in (1) the acquisition of a ±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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 remediation, demolition, 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 Land, the Improvements and the Equipment referred to collectively as the "Facility").

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the Facility, and the following activities as they relate to any demolition, remediation, demolition, construction, renovation, equipping, erection and completion of any buildings, whether or not any materials, equipment 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, remediation, demolition, construction, renovation and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the demolition, remediation, demolition, construction,

acquisition, renovation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, the Company, its agents, subagents, contractors and subcontractors, should give the supplier or vendor a copy of this letter to show that the Company, its agents, subagents, contractors and subcontractors are each acting as agent for the Agency. The supplier or vendor should identify the Facility as the "**Griffiss Local Development Corporation/Building 240 Facility**" on each bill or invoice and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Allegany County Industrial Development Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of acquisition, demolition, remediation, demolition, construction, renovation and equipping the Facility. Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.

The aforesaid appointment of the Company as agent of the Issuer to acquire, demolish, renovate, remediate, demolish, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) April 11, 2015, provided, however, such appointment may be extended at the discretion of the Issuer, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Issuer shall not unreasonably withhold its consent to the extension of such appointment.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to this Project. The penalty for failure to file such statement is the removal of your authority to act as an agent.

If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

You or your contractor should also present to the supplier or other vendor of materials for the Facility a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

Very truly yours,

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

_____

By: David C. Grow
Its: Chairman

ACCEPTED & AGREED:

GRIFFISS LOCAL DEVELOPMENT CORPORATION

By:_____
Name: Steven J. DiMeo
Title: Authorized Representative

TO: All Contractors, Subcontractors,
Suppliers and Vendors, etc. of
Griffiss Local Development Corporation

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging 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") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the Oneida County Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of remediating, demolishing, constructing, renovating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

GRIFFISS LOCAL DEVELOPMENT CORPORATION

By:_____
Name: Steven J. DiMeo
Title: Authorized Representative

cc: Oneida County Industrial Development Agency

CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **GRIFFISS LOCAL DEVELOPMENT CORPORATION** (the "Company"), as agent for and on behalf of the Oneida County Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with renovation and equipping of the facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire title to or a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to acquire, remediate, demolish, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) April 11, 2015, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be

relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

	OWNER:
_____	GRIFFISS LOCAL DEVELOPMENT CORPORATION
Insert name of Contractor or Subcontractor	as agent for and on behalf of the Oneida County Industrial Development Agency
By_____	By_____
Name:_____	Name:
Title:_____	Title:
DATE: _____	DATE: _____
Address of Contractor or Subcontractor	
_____	
_____	
_____	
_____	

cc: Oneida County Industrial Development Agency

ADDENDUM A

DESCRIPTION OF THE FACILITY

The "Facility" consists of (1) the acquisition of a ±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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 remediation, demolition, 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.

State of New York
County of Oneida } **ss:**

I, Jessica Butera,
being sworn, says she is, and during the time hereinafter mentioned, was Legal Advertising Representative of the DAILY SENTINEL, a newspaper printed and published in the County of Oneida, aforesaid; and that the annexed printed Notice was inserted and published in said Newspaper once/ commencing

on the 30th day of May, 20 14

to wit: May 30th

May 30th, 20 14

Jessica Butera

Sworn to before me this 30th day of May, 20 14

Lori L West Notary Public

LORI L. WEST
Notary Public, State of New York
Qual. in C[illegible] Co. No. 01WE6190761
My Commission Expires July 28, 2014

LEGAL NOTICE
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 the 12th day of June 2014 at 9:00 a.m., local time, at 584 Phoenix Drive, Rome, New York 13441, in connection with the following matters:

Griffiss Local Development Corporation, a local development corporation (the "Company"), has applied to the Agency for financial assistance relating to (1) the acquisition of a ±7.897 parcel of land situated at the corner of Hill Road and Brooks Road 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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 Land, the Improvements and the Equipment referred to collectively as the "Facility").

The Company will acquire the Facility and lease the Facility to the Agency pursuant to a Lease Agreement. The Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes on the Facility for ten (10) years, during which time the Company shall pay no taxes. The Agency's proposed financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy.

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.

ONEIDA COUNTY
INDUSTRIAL
DEVELOPMENT AGENCY
Dated: May 27, 2014
By: Shawna M. Papale,
Executive Director

5/30—1ti

NOTICE OF PUBLIC HEARING

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ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: May 27, 2014 By: Shawna M. Papale, Executive Director

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2014 Real Estate Lease
Griffiss Local Development Corporation/Building 240 Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.

2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.

3. The Chairman then described the proposed project and related financial assistance as follows:

Griffiss Local Development Corporation, a local development corporation (the "Company"), has applied to the Agency for financial assistance relating to (1) the acquisition of a ±7.897 parcel of land situated at the corner of Hill Road and Brooks Road 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 ±117,323 square foot main building known as Building 240, a ±13,199 square foot support building known as Building 247 and a ±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 Land, the Improvements and the Equipment referred to collectively as the "Facility").

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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.

4. The Chairman 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. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 9:40 a.m.

Shawna Papale, Secretary

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 June 12, 2014 at 9:00 a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 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) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (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 July 25, 2014.

Secretary

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director/ Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

OCIDA

584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Jennifer Waters

DATE: June 12, 2014

RE: GLDC Bldg. 240 Public Hearing

Attendees: John Miller, Christopher Militello, Jef Saunders, Joe Surace, Steve DiMeo

From Agency: Jennifer Waters, Shawna Papale

Public hearing opened at 9:00 AM.

Jennifer Waters read the public hearing notice aloud. Shawna Papale went over OCIDA public hearing process.

Jef Saunders explained the project to attendees. He stated that the Building 240 property was not a BRAC property, but GLDC owns the surrounding land. He also stated that the current building is in very bad shape including having mold, asbestos and roof leaks and cannot be economically renovated and would need to be demolished. He also stated that Griffiss Local Development Corporation bid on the building using the GSA public auction website.

John Miller questioned if GLDC paid for the land given to them by the Air Force.

Jef Saunders stated that GLDC has spent millions transforming the Air Force Base into a successful business and technology park. He also stated that the municipalities did not want the liability of the property. He also said that GLDC plans on demolishing the building which will cost around $3 million and the GLDC Board of Directors decided that they wanted to purchase the property to create a development parcel and gain control over an important corner in the park. They did not want what happened at Woodhaven to happen at one of the most prominent corners in the park. GLDC's plan is the assemble the monies needed to demolish the building, but that may take some time.

John Miller questioned where GLDC's money came from to purchase the building.

Steve DiMeo stated that GLDC used proceeds from other real estate transactions to purchase this property out of its cash account.

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director/ Treasurer

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John Miller questioned whether GLDC acted in the public interest to purchase the property and engage in the bidding war with public funds.

Steve DiMeo responded that GLDC did act in the public trust to secure the property.

John Miller questioned the length of the PILOT.

Jef Saunders stated that if another party gained control of the property withiout the wherewithal to properly develop it- it would devalue all the property in the vicinity, including private development like Nunn's Hospital Supply, Oneida Savings Bank and AmeriCU, not to mention the new investment of the hotel that is currently under construction. The Board did not want another Woodhaven in the city of Rome.

John Miller questioned the tax abatement given to the Hampton Inn project and lumps these two projects together.

Steve DiMeo stated that other bidders had called the City and the OCIDA about potential tax relief so if it wasn't GLDC purchasing the building- some other party would probably be in front of the IDA asking for tax abatement.

John Miller stated that it seems like the OCIDA is putting business in front of tax payers and citizens.

Steve DiMeo stated that as an Air Force base Griffiss generated zero in taxes, but now it generates over $5.5 million as well as 3x the water and sewer fees and Griffiss has had a positive impact on the City of Rome and Oneida County.

John Miller questioned how it is in the public interest for GLDC to purchase the property if other people were bidding on it.

Steve DiMeo stated that GLDC was not happen that it went to public auction to begin with. GLDC would have much rather been given the opportunity to negotiate with the government on a purchase price. GLDC purchased the property to further its mission and had many park tenants approach them to make sure they purchased it. The property is blighted and has a huge liability. He also stated that this is not the first time GLDC has demolished property for reuse and cited the example of Skyline, Family Dollar and Enterprise Way.

John Miller stated that it is not in the public interest when tax exemptions for corporations are taken away from tax payers.

Steve DiMeo stated that this wouldn't be taken away from tax payers because the building was never on the tax rolls to begin with.

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director/ Treasurer

Jennifer Waters
Assistant Secretary

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Steve DiMeo stated that if someone else bought it- they would probably put an application in the OCIDA as well.

John Miller stated that this is another example of privatizing profits and socializing the process. He also questioned when money in the form of tax relief is in the public best interest, for example Destiny USA.

Joe Surace stated that Oneida County is getting jobs here and those people are living here. He also stated as an assessor some people get tax abatements and some don't but they ultimately come onto the tax rolls.

Chris Militello stated that the Rome City School District has reviewed the application and understand the project. The School has the consistent position that the redevelopment of Griffiss justifies a 10-year tax abatement and that GLDC invests their time and money to make a productive reuse out of the property and generate taxes and jobs. Currently that property does neither and needs to be redeveloped. The position of the School has and will remain that the tax abatement should be limited to a 10-year period and then go back on the tax rolls after that. He stated that this PILOT is an appropriate amount of tax relief for the purpose of redevelopment and greater economic good. The School District supports the project with those comments.

Joe Surace stated that a 10-year tax abatement with no extension is what the City would like to see and questioned when the PILOT would start.

Jef Saunders stated that it would start in the 2014-15 tax year.

Joe Surace stated that GLDC has done a great job and made the best in a difficult situation.

Public Hearing was closed at 9:40 AM and it was stated that written comments will be received until the next OCIDA meeting on June 20th.

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
OCIDA

584 Phoenix Drive, Rome, New York 13441
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info@mvedge.org; www.mvedge.org

David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

May 27, 2014

Mr. Anthony J. Picente, Jr.
Oneida County Executive
Oneida County Office Building
800 Park Avenue
Utica, New York 13501

Re: *Griffiss Local Development Corporation (Building 240) Facility*

Dear Sir:

On June 12, 2014 at 9 o'clock a.m., local time, at 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Griffiss Local Development Corporation. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Rome Sentinel*, Rome, New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
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David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
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Steven Zogby

May 27, 2014

Joseph R Fusco, Jr., Mayor
City of Rome
198 North Washington Street
Rome, New York 13440

Re: ***Griffiss Local Development Corporation (Building 240) Facility***

Dear Sir:

On June 12, 2014 at 9 o'clock a.m., local time, at 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Griffiss Local Development Corporation. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Rome Sentinel*, Rome, New York for publication.

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ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
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David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

May 27, 2014

Patricia S. Riedel, President
Board of Education
Rome City School District
409 Bell Road
Rome, New York 13440

Re: ***Griffiss Local Development Corporation (Building 240) Facility***

Dear Madam:

On June 12, 2014 at 9 o'clock a.m., local time, at 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Griffiss Local Development Corporation. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Rome Sentinel*, Rome, New York for publication.

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Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Executive Director

c: Patricia Riedel, 1210 Cedarbrook Drive, Rome NY 13440
Jeffrey Simons, Superintendent of Schools

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Executive Director
Secretary/Treasurer

Jennifer Waters
Assistant Secretary

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David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
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Stephen Zogby

May 27, 2014

Mikale Billard, Clerk
Oneida County Board of Legislators
800 Park Avenue
Utica NY 13501

Re: ***Griffiss Local Development Corporation (Building 240) Facility***

Dear Mr. Billard:

On June 12, 2014, 2014 at 9:00 a.m., local time, at 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Griffiss Local Development Corporation. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Rome Sentinel*, Utica, New York for publication.

We are providing this notice to you as Clerk of the Oneida County Board of Legislators as a courtesy, so that you may distribute a copy to any Board members who represent an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Shawna Papale, Secretary

NOTICE OF PUBLIC HEARING

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ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: May 27, 2014 By: Shawna M. Papale, Executive Director