

Transcript Document No. 16(c)

**Supplemental Resolution
EDGE Flex Space Facility at Marcy
Nanocenter**

Date: December 13, 2024

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on December 13, 2024, the following members of the Agency were:

Members Present: Steve Zogby, David Grow, Aricca Lewis, Kristen Martin, Franca Armstrong, Tim Reed, and James Genovese.

EDGE Staff Present: Shawna Papale, Tim Fitzgerald, Chris Lawrence, Maureen Carney, Marc Barraco, and Mark Kaucher.

Others Present: Jenna Peppenelli, Levitt & Gordon.

Others Present Virtual: Laura Ruberto and Linda Romano, Bond, Schoeneck & King.

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 pertaining to amending financial assistance and the conditions thereof relating to the Economic Development Growth Enterprises Corporation (Flex Space Facility at Marcy Nanocenter) Facility.

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

Voting Aye

Voting Nay

Steve Zogby
David Grow
Franca Armstrong
James Genovese
Aricca Lewis
Kristen Martin
Tim Reed

RESOLUTION AMENDING FINANCIAL ASSISTANCE WITH RESPECT TO
THE ECONOMIC DEVELOPMENT GROWTH ENTERPRISES CORPORATION
(FLEX SPACE AT MARCY NANOCENTER) FACILITY LOCATED IN THE
TOWN OF MARCY, 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, Economic Development Growth Enterprises Corporation, on behalf of itself and its principals (collectively, the "Company" and sometimes referred to as "EDGE"), or an entity to be formed on behalf of any of the foregoing has applied to the Agency to enter into a transaction in which the Agency will assist in construction of a 60,281± square foot single story Flex Space building including loading docks and all utilities and infrastructure to support the same (collectively, the "Improvements") on a 17± acre portion of a parcel of land situate at 2049 Wafer Loop Road in the Town of Marcy, Oneida County, New York (the "Land"); and acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), to provide adaptable logistics/warehousing space for supply chain companies for the purpose of supporting the semiconductor and advanced electronics industry and in furtherance of the master plan for the Marcy Nanocenter site (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Company will further sublease 40,705± square feet of the Facility to Danfoss Silicon Power LLC (the "Danfoss Sublessee") for its operation, to support the continued growth of the Danfoss Sublessee at the Quad C facility at SUNY Poly (the "Quad C Facility") pursuant to a Sublease Agreement between the Company and the Danfoss Sublessee (the "Danfoss Sublease Agreement"), the terms of which provide for up to a 20 year sublease term and gives the Danfoss Sublessee the option to terminate early under certain conditions; and

WHEREAS, the Company intends to further sublease the remaining leasable square feet of the Facility to another user or users (which may include the Danfoss Sublessee) relating to growing a regional ecosystem for the semiconductor and advanced electronic industry (the Danfoss Sublessee and any other user or users are referred to collectively as the "Sublessees" and any one is referred to as a "Sublessee"); and

WHEREAS, the Agency by resolution duly adopted on December 8, 2023 as supplemented on February 9, 2024 (collectively, the “Inducement Resolution”) decided to proceed under the provisions of the Act to lease the Facility and directed that public hearings be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency by resolution duly adopted on March 6, 2024 as supplemented on March 26, 2024 (collectively, the “Authorizing Resolution”) authorized financial assistance in the form of exemptions from mortgage recording taxes for the benefit of the Company, which benefit was conditioned upon the Company constructing and operating the Facility as presented to the Agency; and

WHEREAS, the Agency also authorized exemptions from sales and use taxes on materials and/or the Equipment used or incorporated in the Facility, which sales tax exemption was for the benefit of the Danfoss Sublessee and conditioned upon Danfoss meeting an Employment Obligation defined therein; and

WHEREAS, Danfoss has notified the Agency that it does not intend at this time to utilize the sales tax exemption previously authorized by the Agency ; and

WHEREAS, the Agency wishes to amend the Authorizing Resolution to eliminate the sales tax exemption and the Employment Obligation.

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) The sales tax exemption previously authorized by the Agency for the benefit of Danfoss is hereby revoked; and

(b) The Employment Obligation that served as a condition of financial assistance relating only to the sales tax exemption is also hereby eliminated as a condition of financial assistance; and

(c) If in the future Danfoss determines it would like to utilize sales tax exemption relating to the Facility, Danfoss is welcome to submit a written request to the Agency requesting such benefit and committing to a job creation and/or retention as a condition of the benefit; and

(d) The Project Obligation shall be used as a continuing metric to determine whether the Company is meeting its stated goals of the Project; and

(e) The Project remains a “project” under the Act.

Section 2.

(a) In consequence of the foregoing, the Agency hereby determines to: (i) eliminate the sales tax exemption benefit from the Financial Assistance as well as the Employment Obligation that was a condition of financial assistance relating to the Danfoss sales tax exemption, (iii) use the Project Obligation as a continuing metric to determine whether the Company is meeting its stated goals of the Project; and (iv) amend the Agency Transaction Documents to reflect these revised terms.

Section 3. 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 (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on December 13, 2024 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.

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 December 20, 2024.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Secretary