

OCIDA RESOLUTION
(Sovena USA, Inc. Parcel)

WHEREAS, on or about January 12, 1999 the County of Oneida, Griffiss Local Development Corporation ("GLDC"), the City of Rome, the Town of Floyd and the Oneida County Industrial Development Agency ("OCIDA") entered into a memorandum of understanding (the "MOU") with respect to certain aspects of the re-use and re-development of the former Griffiss Air force Base (the "Base"); and

WHEREAS, on or about May 25, 2000 the Secretary of the Air Force (the "Air Force"), OCIDA and GLDC entered into an economic development conveyance agreement (the "EDC Agreement") pertaining to various portions of the Base; and

WHEREAS, pursuant to the terms and provisions of the EDC Agreement, the Air Force conveyed a 83.43± acre parcel of real property ("Parcel F1") to OCIDA by means of a Quitclaim Deed (the "Deed") dated March 21, 2000, and recorded on August 4, 2000, in the Oneida County Clerk's Office in Liber 2929 of Deeds at Page 191; and a 13.927± acre parcel of real property ("Parcel F6B-1") to OCIDA by means of a Quitclaim Deed dated December 12, 2012, and recorded on August 16, 2013, in the Oneida County Clerk's Office as Instrument No. 2013-013962; and

WHEREAS, OCIDA, as lessor, leased Parcel F1 to GLDC, as lessee, pursuant to that certain lease agreement dated as of July 1, 2012 (the "F1 Lease Agreement"), a memorandum of which was recorded on July 30, 2012, in the Oneida County Clerk's Office as Instrument No. R2012-469268; and

WHEREAS, OCIDA, as lessor, leased Parcel F6B-1 to GLDC, as lessee, pursuant to that certain lease agreement dated as of August 1, 2013 (the "F6B-1 Lease Agreement"), a memorandum of which was recorded on August 16, 2013, in the Oneida County Clerk's Office as Instrument No. R2013-001062; and

WHEREAS, Parcels F1 and F6B-1 are part of the Griffiss Business & Technology Park, Rome, New York, which includes that certain 2.85± acre parcel of vacant land (the "Sovena Parcel") and the buildings and other improvements situate between Brooks Road and Hangar Drive Extension in the Griffiss Business & Technology Park, Rome, New York; and

WHEREAS, pursuant to the terms and provisions of the MOU, GLDC has notified OCIDA that it desires to acquire the fee simple title to the Sovena Parcel from OCIDA for the sum of One Dollar (\$1.00); and

WHEREAS, upon its acquisition of the fee simple title to the Sovena Parcel from OCIDA, GLDC intends to sell, transfer and convey the same to Sovena USA, Inc. ("Sovena") upon the terms and conditions set forth in that certain contract (the "Contract") entered into by and between GLDC and Sovena on April 26, 2016; and

WHEREAS, OCIDA desires to facilitate the sale of the Sovena Parcel by GLDC to Sovena by first entering into a release agreement (the "Release Agreement") with GLDC whereby the Sovena Parcel is released from the premises described in the F1 Lease Agreement and the F6B-1 Lease Agreement and then selling, transferring and conveying said Sovena Parcel to GLDC.

NOW, THEREFORE, be it

RESOLVED, that OCIDA enter into the Release Agreement with GLDC whereby the Sovena Parcel is released from the premises described in the Lease Agreements; and be it further

RESOLVED, that OCIDA sell, transfer and convey the fee simple title to the Sovena Parcel to GLDC by quitclaim deed for the sum of One Dollar (\$1.00) upon such terms and conditions as are consistent with the MOU and EDC Agreement and as may be agreed to by counsel for OCIDA and GLDC; and be it further

RESOLVED, that any one of the Chairman, the Vice Chairman, and the other officers of OCIDA, acting singly, is hereby authorized and empowered to execute any deed, agreement, instrument and/or document, and take any action, as may be necessary or desirable in order to carry out and effect the transactions hereinabove authorized.