

RESOLUTION

(Oneida County Industrial Development Corporation)
(Bomber Drive 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, as amended, (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 4.071± acre parcel of real property ("Building 750 Parcel") to OCIDA by means of a Quitclaim Deed (the "Deed") dated February 21, 2003 and recorded on July 29, 2003 in the Oneida County Clerk's Office as Instrument No. 2003-018361; and

WHEREAS, OCIDA, as lessor, leased the Building 750 Parcel to GLDC, as lessee, pursuant to that certain lease agreement dated as of July 1, 2003 (the "Lease Agreement"), a memorandum of which Lease Agreement was recorded in the Oneida County Clerk's Office on July 29, 2003 as Instrument No. R2003-001025; and

WHEREAS, Griffiss Utility Services Corporation ("GUSC") has asked the Griffiss Local Development Corporation ("GLDC") to convey to it a certain parcel of land for ingress, egress and the installation of utilities (the "Bomber Drive Parcel"), in connection with the construction of a 3,500± square foot office facility to house its corporate offices which GUSC is constructing on a 17.799± acre parcel of land (the "GUSC Parcel") situate in the Griffiss Business & Technology Park, Rome, New York; and

WHEREAS, in order to construct its facility on the GUSC Parcel, GUSC requires a deed from GLDC, which deed would cover a portion of Bomber Drive and comprising .562 acres as more particularly shown as Parcel A on a Property Map Showing Lands to be Conveyed to Griffiss Utility Services Corporation (Steam Plant), City of Rome, County of Oneida and State of New York, prepared by Michael P. Waters, L.L.S. No. 50027, last dated 11/20/09 to show the proposed conveyance parcel; and

WHEREAS, GLDC intends to retain an easement for ingress, egress and the installation of utilities across the Bomber Drive Parcel; 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 Bomber Drive Parcel from OCIDA for the sum of One (\$1.00) Dollar as soon as reasonably practical; and

WHEREAS, upon its acquisition of fee simple title to the Bomber Drive Parcel property from OCIDA, GLDC intends to sell, transfer, and convey same to GUSC; and

WHEREAS, OCIDA desires to facilitate the transfer of the Bomber Drive Parcel to GUSC by GLDC by first entering into a release agreement (the "Release Agreement") with GLDC whereby the Bomber Drive Parcel property is released from the premises described in the Lease Agreement and then selling, transferring, and conveying said Bomber Drive Parcel property to GLDC.

NOW, THEREFORE, be it

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

RESOLVED, that OCIDA sell, transfer, and convey fee simple title to the Bomber Drive Parcel to GLDC by Quit Claim Deed for the sum of One (\$1.00) Dollar 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 to carry out and effect the transaction hereinabove authorized.

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 26th day of March 2010 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 this 26th day of March 2010.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Secretary