

**Inducement Resolution  
99 Otis Street/NYSTEC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING 99 OTIS STREET LLC, THE PRINCIPALS OF 99 OTIS STREET LLC, AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, 99 Otis Street LLC, on behalf of itself and/or the principals of 99 Otis Street LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the “Company”) has applied to the Oneida County Industrial Development Agency (the “Agency”) to enter into a transaction in which the Agency will assist in construction of a two-story, 32,110± square foot building (the “Improvements”) situated on a 5.00± acre parcel of land located at the northeast corner of Hangar Road and Otis Street, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the “Land”) and acquisition and installation of equipment in the Improvements (the “Equipment”), all for the purpose of leasing the second floor (comprising 16,779± square feet) to New York State Technology Enterprise Corporation (“NYSTEC”) and creating first-floor office suites for future technology tenants (the Land, the Improvements and the Equipment are referred to collectively as the “Facility” and the construction and equipping of the Improvements is referred to as the “Project”); and

WHEREAS, the Agency owns the Facility, 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 leases the Facility to Griffiss Local Development Corporation (“GLDC”) (together with other property described therein) pursuant to a Lease Agreement (the “GLDC Lease”); and

WHEREAS, the Company will lease the Equipment to the Agency pursuant to an Equipment Lease Agreement between the Company and the Agency (the "Equipment Lease"); and

WHEREAS, the Agency and GLDC will release the Land from the GLDC Lease, and the Agency will lease the Facility to the Company pursuant to a Lease Agreement from the Agency to the Company (the "Lease Agreement"); and

WHEREAS, the Company will sublease the Facility to NYSTEC for its operation pursuant to a sublease agreement (the "Sublease Agreement"); and

WHEREAS, the Company intends to finance a portion of the costs of the Facility by way of ~~a loan~~ loans from M&T Bank, National Association ~~and other lenders~~ (collectively, the "Bank") to the Company, to be secured in part by a mortgage (or mortgages), an assignment of leases and rents and other security instruments the Bank may require (collectively, the "Loan Documents"); and

WHEREAS, the Act authorizes and empowers the Agency 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 Agency is contemplating providing financial assistance to the Project in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty (20) years, conditioned upon the Company maintaining (or causing NYSTEC to maintain) certain employment levels at the Facility, which PILOT Payments are described below (the "Financial Assistance"):

The Company will pay no PILOT Payments on the portion of the Facility that is occupied by NYSTEC, as NYSTEC is tax-exempt. The Company will make the following fixed annual PILOT Payments on the balance of the Facility:

Exemption Year 1	\$7,778
Exemption Year 2	\$11,666
Exemption Year 3	\$15,555
Exemption Year 4	\$15,866
Exemption Year 5	\$16,184
Exemption Year 6	\$19,444
Exemption Year 7	\$19,833
Exemption Year 8	\$20,229

Exemption Year 9	\$20,634
Exemption Year 10	\$21,047
Exemption Year 11	\$23,333
Exemption Year 12	\$23,799
Exemption Year 13	\$24,275
Exemption Year 14	\$24,761
Exemption Year 15	<del>\$23,333</del> <u>25,256</u>
Exemption Year 16	<del>\$27,222</del> <u>27,766</u>
Exemption Year 17	<del>\$27,766</del> <u>28,321</u>
Exemption Year 18	<del>\$28,321</del> <u>28,888</u>
Exemption Year 19	<del>\$28,888</del> <u>29,466</u>
Exemption Year 20	<del>\$29,465</del> <u>30,055</u>
Exemption Year 21 and thereafter	100% of Exempt Taxes

Such PILOT Payments shall be billed by the Taxing Authorities to the Company in the same proportion as taxes would have been billed but for the Agency's involvement, unless the Taxing Authorities have consented in writing to a specific allocation (For the purposes of preparing a PILOT bill, each Taxing Authority shall use the tax rate for the prior Exemption Year),

which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the value of the proposed financial assistance is described below:

- (a) ~~(a)~~ Sales and use tax exemption estimated at \$270,690.00 not to exceed \$297,759.00;
- (b) ~~(b)~~ Mortgage recording tax exemption estimated at ~~\$25,784.00~~ 28,687.00 not to exceed ~~\$28,372.40~~ 31,555.70; and
- (c) ~~(c)~~ Real property tax abatement estimated at ~~\$1,458,426.00~~ \$1,455,681.72; and

WHEREAS, the Company represented that it will (or cause NYSTEC to) (a) retain ~~40-25~~ full time equivalent positions, (b) create ~~35-10 additional~~ full time equivalent positions prior to the conclusion of the third year of the Lease Term, (c) create 10 additional full time equivalent positions prior to the conclusion of the tenth year of the Lease Term and ~~(d)~~ maintain all for the duration of the Lease Term as a result of undertaking the Facility (the "Employment Obligation"), and the Financial Assistance is conditioned upon the Company and/or NYSTEC maintaining the Employment Obligation

for the term of the Lease Agreement and failure to do so may result in the termination or recapture of Financial Assistance; and

WHEREAS, prior to the closing of a sale-leaseback or lease-leaseback transaction and the granting of any financial assistance, the Agency must adopt a SEQR resolution; and

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

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

- Section 1.**
- (a) The acquisition, construction and equipping of the Facility and the Agency's financial assistance therefor, 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 Agency to enter into a sale-leaseback or lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, construction and equipping of the Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the sale-leaseback or lease-leaseback transaction, all subject to the satisfaction of the conditions of financial assistance described herein.

Section 2.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the sale-leaseback or lease-leaseback transaction, and the development of the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, 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 3.

The Company is herewith and hereby appointed the agent of the Agency to construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to construct and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Agency 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 Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency 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 Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency 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 Agency.

Section 4.

Subject to the conditions set forth in Section 4.02 of the Agreement and the conditions described above, the Agency shall assist the Company in its acquisition, construction and equipping of the Facility and will provide Financial Assistance with respect thereto.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the sale-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the sale-leaseback transaction.

Section 7. The Chairman of the Agency 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 8. 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 "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on June 15, 2018 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Ferris Betrus, Michael Fitzgerald, David Grow, Mary Faith Messenger, Eugene Quadraro, Steve Zogby

EDGE Staff Present: SJ Dimeo, S. Papale, M. Carney, T. Fitzgerald, J. Waters, F. Arcuri, M. Kaucher

Others Present: Laura Ruberto, Bond, Schoeneck & King; Rome Mayor Jackie Izzo; Mark Levitt, Levitt & Gordon

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

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

[Such resolution was AMENDED to revise the Employment Obligation at a meeting of the Agency duly convened in public session on July 13, 2018 at eight a.m., local time, at Rome, New York which the following members were:](#)

Members Present: Ferris Betrus, Michael Fitzgerald, David Grow, Mary Faith Messenger, Eugene Quadraro, Steve Zogby

EDGE Staff Present: S. Papale, M. Carney, T. Fitzgerald, J. Waters, A. Gerardo

Others Present: Laura Ruberto, Bond, Schoeneck & King; Rome Mayor Jackie Izzo; Mark Levitt, Levitt & Gordon; Bill Maxon, NE Regional Council of Carpenters, Dave Gymburch, Rome Sentinel

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

F. Betrus

M. Fitzgerald

D. Grow

M. F. Messenger

E. Quadraro

S. Zogby

Such resolution was FURTHER AMENDED to revise the PILOT Payment schedule and the value of PILOT assistance and mortgage recording tax exemption at a meeting of the Agency duly convened in public session on August 17, 2018 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Ferris Betrus, Michael Fitzgerald, David Grow, Mary Faith Messenger, Eugene Quadraro, Steve Zogby

EDGE Staff Present: S. Papale, M. Carney, M. Kaucher, C. Mercurio, F. Arcuri

Others Present: Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Rome Mayor Jackie Izzo; Mark Levitt, Levitt & Gordon; Dave Gymburch, Rome Sentinel

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

F. Betrus

M. Fitzgerald

D. Grow

M. F. Messenger



E. Quadraro  
S. Zogby

and, therefore, the ~~resolution was~~ resolutions were declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meetings, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meetings were open to the general public and public notice of the time and place of said meetings were duly given in accordance with such Sections 103a and 104, (iii) the meetings in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_ 2018.

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Shawna Papale, 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 \_\_\_\_\_ 2018 at 9:00 a.m., local time, at 584 Phoenix Drive, City of Rome, Oneida County, New York in connection with the following matters:

99 Otis Street, LLC, on behalf of itself, its principals, or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in construction of a two-story, 32,110± square foot building (the "Improvements") situated on a 5.00± acre parcel of land located at the southwest corner of Hangar Road and Otis Street, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of leasing the second floor (16,779± square feet) to New York State Technology Enterprise Corporation ("NYSTEC") and creating first-floor office suites for future technology tenants (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Agency owns the Land and leases it to Griffiss Local Development Corporation. The Company will purchase the Land and lease it to the Agency pursuant to a Lease Agreement, and 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. The Agency contemplates that it will provide financial assistance to the Project in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty (20) years, during which time the Company will make no PILOT Payments on the portion of the Facility leased to NYSTEC and fixed PILOT Payments on the balance of the Facility, which financial assistance represents 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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: \_\_\_\_\_, 2018

By: /s/ Shawna M. Papale, Executive Director

## EXHIBIT B

### MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2018 Real Estate Lease  
99 Otis Street LLC Facility

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

99 Otis Street, LLC, on behalf of itself, its principals, or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in construction of a two-story, 32,110± square foot building (the "Improvements") situated on a 5.00± acre parcel of land located at the southwest corner of Hangar Road and Otis Street, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of leasing the second floor (16,779± square feet) to New York State Technology Enterprise Corporation ("NYSTEC") and creating first-floor office suites for future technology tenants (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Agency owns the Land and leases it to Griffiss Local Development Corporation. The Company will purchase the Land and lease it to the Agency pursuant to a Lease Agreement, and 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. The Agency contemplates that it will provide financial assistance to the Project in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty (20) years, during which time the Company will make no PILOT Payments on the portion of the Facility leased to NYSTEC and fixed PILOT Payments on the balance of the

Facility, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy.

4. Mr. Kaucher 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. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at \_\_\_\_ a.m.

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Mark Kaucher

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 \_\_\_\_\_, 2018 at \_\_\_\_\_ a.m. local time, at 584 Phoenix Drive, Rome, New York 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 \_\_\_\_\_, 2018.

\_\_\_\_\_  
Secretary

**EXHIBIT C**

(To be copied onto IDA letterhead and delivered  
to the Company, when appropriate.)

\_\_\_\_\_, 2018

Steven J. DiMeo  
99 Otis Street LLC  
584 Phoenix Drive  
Rome NY 13441

RE: *Oneida County Industrial Development Agency  
2018 Real Estate Lease (99 Otis Street LLC Facility)*

Dear Mr. DiMeo:

Pursuant to a resolution duly adopted on June 15, 2018, Oneida County Industrial Development Agency (the "Agency") appointed 99 Otis Street LLC, and/or an entity formed or to be formed on its behalf (collectively, the "Company") its agent in connection with a transaction in which the Agency will assist in construction of a two-story, 32,110± square foot building (the "Improvements") situated on a 5.00± acre parcel of land located at the northeast corner of Hangar Road and Otis Street, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of leasing the second floor (comprising 16,779± square feet) to New York State Technology Enterprise Corporation ("NYSTEC") and creating first-floor office suites for future technology tenants (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

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 construction, equipping 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 construction and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction 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, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the “**99 Otis Street LLC Facility**” and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the 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 also 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 constructing and equipping the Facility, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent and are making purchases that would otherwise be exempt outside of the Agency's interest in the Facility must claim the sales tax exemption for ~~construction~~ renovation materials by giving their vendors a completed “Contractor Exempt Purchase Certificate” (Form ST-120.1) checking box (a). The value of exemptions used under Form ST-120.1 should not be reported to the Agency as part of the aggregate exemptions claimed by the Company under the agency appointment.

The aforesaid appointment of the Company as agent of the Agency to ~~construct~~ renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) ~~June 15~~ April 20, 2019, 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.

Based upon representations made by the Company, the value of the sales tax to be abated relating to the ~~construction~~ renovation and equipping of the Facility is ~~limited to \$297,759.00 [initial limit is \$100,000.00 and full value to be issued at closing], and any estimated at \$270,690.00 not to exceed \$297,759.00. The value of exemptions authorized under this letter is limited to \$75,000.00; the Agency will issue a supplemental letter at the closing of the lease-leaseback transaction for the full value of the exemption. Any~~ exemptions claimed by the Company that exceed ~~this amount~~ \$75,000.00 will be subject to recapture.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) 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 the 2018 Project. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency. The penalty for failure to file such statement, or to provide a copy to the Agency, 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.

Please sign and return a copy of this letter for our files. The Agency will issue and deliver Form ST-60 to you upon receipt of this signed agency appointment letter.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: \_\_\_\_\_

Name Shawna M. Papale

Title: Executive Director

ACCEPTED & AGREED:

99 OTIS STREET LLC

GRIFFISS LOCAL DEVELOPMENT CORPORATION, member

By: \_\_\_\_\_

Name:

Title:

NEW YORK STATE TECHNOLOGY ENTERPRISE CORPORATION, member

By: \_\_\_\_\_

Name:

Title: