

**Resolution – Partial Release of Lease
Griffiss Local Development
Corporation to Yoder Properties, Ltd.**

Date: May 5, 2023

At a meeting of the Oneida County Industrial Development Agency (the “Agency”) held at 584 Phoenix Drive, Rome, New York 13441 on the 5th day of May 2023, the following members of the Agency were:

Members Present: David Grow, Steve Zogby, Mike Fitzgerald, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

Members Present – WebEx: Ferris Betrus.

EDGE Staff Present: Shawna Papale, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Shaun Kaleta, Oneida County.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Greg Mountain, Collins Solar LLC; and Bailey Irwin, Sunlight General Capital, LLC

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 on certain matters pertaining to the release of certain lands from Griffiss Local Development Corporation Facilities at Griffiss Business and Technology Park.

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

Voting Aye

Voting Nay

David Grow
Mike Fitzgerald
Ferris Betrus
Kirk Hinman
Mary Faith Messenger
Gene Quadraro
Steve Zogby

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE PARTIAL RELEASE OF LEASE, THE DEED, AND RELATED DOCUMENTS WITH RESPECT TO CONVEYING TO YODER PROPERTIES, LTD. A PARCEL OF LAND LOCATED AT 878 ELLSWORTH ROAD, GRIFFISS BUSINESS AND TECHNOLOGY PARK, CITY OF ROME, 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, the United States of America acting by the through the Secretary of the Air Force conveyed various parcels of land to Oneida County Industrial Development Agency (the "Agency") all in furtherance of the redevelopment of the former Griffiss Air Force Base; and

WHEREAS, the Agency leases such properties to Griffiss Local Development Corporation ("GLDC") pursuant to a Lease Agreement dated as of July 1, 2012 (the "Master GLDC Lease") under which the Agency assists GLDC with the development of the Griffiss Business and Technology Park, City of Rome, Oneida County, New York ("Griffiss Park"); and

WHEREAS, GLDC entered into a Purchase and Sale Agreement with Yoder Properties, LTD. (the "Company") under which GLDC intends to sell to the Company a parcel of land measuring 8.638± acres in the aggregate located at 878 Ellsworth Road (the "Released Land") all for the purpose of the Company constructing a truss manufacturing facility; and

WHEREAS, GLDC is now requesting the Agency authorize the release of the Released Land from the Master GLDC Lease for conveyance to GLDC and its further conveyance to the Company; and

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 consents to the release of the Released Land from the leases, on the condition that any easements the Agency previously granted through the property will carry forward with the release.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) release the Released Land from the Master GLDC Lease, (ii) execute, deliver and perform a Partial Release of Lease Agreement, (iii) convey the Released Land to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the Company, and (iv) execute, deliver and perform the Bargain and Sale Deed.

Section 3. The Agency is hereby authorized to release the Released Land and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Partial Release of Lease Agreement and the Bargain and Sale Deed (each in substantially the forms customary to the Agency and subject to counsel review) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Partial Release of Lease Agreement and the Bargain and Sale Deed, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

