

**Resolution Consenting to Sublease  
B240 LLC (Air City Lofts Phase 1 and  
Phase 2) Facilities**

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 May 5, 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 consenting to the sublease of commercial space at the B240 LLC (Air City Lofts Phase 1 and Phase 2) Facilities.

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

Voting Aye

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

Voting Nay

RESOLUTION CONSENTING TO THE SUBLEASE OF COMMERCIAL SPACE WITH RESPECT TO THE B240 LLC (AIR CITY LOFTS PHASE 1 AND PHASE 2) FACILITIES LOCATED IN THE 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 Company previously requested the Agency's assistance in connection with a multi-phased mixed-use community, located at 1371 Floyd Avenue, Griffiss Business and Technology Park, City of Rome, Oneida County, New York and the market-rate apartments and commercial/retail spaces located thereon; and

WHEREAS, the Agency leases the Phase 1 Facility to the Company pursuant to a Leaseback Agreement dated as of December 3, 2019 (the "Phase 1 Leaseback") and the Agency leases the Phase 2 Facility to the Company pursuant to a Leaseback Agreement dated as of December 28, 2020 (the "Phase 2 Leaseback"); and

WHEREAS, under the terms of the Phase 1 Leaseback and the Phase 2 Leaseback the Agency must consent to the sublease of any portion of the Phase 1 Facility and the Phase 2 Facility; and

WHEREAS, the Company has submitted to the Agency a request to consent to sublease a portion of the Phase 1 Facility and a portion of the Phase 2 Facility to a commercial subtenant (the "Sublease Consent"), which request identifies the commercial subtenant to the Agency on a confidential basis.

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) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The Sublease Consent will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Sublease Consent is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) It is desirable and in the public interest for the Agency to approve the Sublease Consent.

Section 2. In consequence of the foregoing, the Agency hereby determines to grant the Sublease Consent in support of the Phase 1 and Phase 2 Projects, subject to the review by

counsel of the form of the sublease agreement and inclusion of the Agency's standard sublease provisions.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the Sublease Consent, and all acts heretofore taken by the Agency with respect to such Sublease Consent are hereby approved, ratified and confirmed.

Section 4.

(a) The Chairman, Vice Chairman, Executive Director, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Extended Sales Tax Documents, all in substantially the forms thereof presented to or approved by this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Executive Director, 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. The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Executive Director, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

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 Sublease Consent, 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 Sublease Consent binding upon the Agency.

Section 7. 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 May 5, 2023 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.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 5, 2023.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Shawna M. Papale, Secretary