

**Authorizing Resolution
Second Extension of GLDC License
to Vincent Holdings**

Date: March 28, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 and at 3211 Oriole Drive, Sarasota, Florida 34243 on March 28, 2023, the following members of the Agency were:

Members Present – Rome, NY: David Grow, Steve Zogby, Mike Fitzgerald.

Members Present – Sarasota, FL: Ferris Betrus, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

EDGE Staff Present – Rome, NY: Steven J. DiMeo, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – Sarasota, FL: Shawna Papale

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Jef Saunders, Saunder-Kahler LLP; Wade Abraham, Alder Creek Beverage.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Shelby Pay, WUTR; John Herbrand and Charlie Monte Verde, Mohawk Adirondack & Northern Railroad; Alison Stanulevich, Horsht, LLC; Bob Pagano, Kris-Tech Wire; Patrick Allen and Greg Mountain, Collins Solar LLC; Gregg Evans, The Bonadio Group

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 consent to the further extension of an existing license agreement from Griffiss Local Development Corporation to Vincent Holdings, LLC.

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

Voting Aye

Voting Nay

David Grow
Michael Fitzgerald
Ferris Betrus
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

RESOLUTION OF THE AGENCY CONSENTING TO THE SECOND EXTENSION OF AN EXISTING LICENSE AGREEMENT FROM GRIFFISS LOCAL DEVELOPMENT CORPORATION TO VINCENT HOLDINGS, LLC AND AUTHORIZING THE AGENCY TO EXECUTE RELATED DOCUMENTS WITH RESPECT TO BUILDING 302 LOCATED IN THE 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, Oneida County Industrial Development Agency (the “Agency”) leases to Griffiss Local Development Corporation (“GLDC”) a 1.742 acre parcel of land located on the southwest corner of the Brooks Road/March Street intersection in the City of Rome, together with the building and other improvements located thereon known as Building 302 (the “Facility”) pursuant to a lease agreement (the “Agency Lease Agreement”); and

WHEREAS, GLDC previously requested the Agency consent to the license of the Facility to Vincent Holdings, LLC (the “Licensee”) to allow the Licensee to perform certain rehabilitation work on the Facility, which consent the Agency granted by resolution adopted March 26, 2021; and

WHEREAS, GLDC previously requested the Agency consent to an extension of the license for a period of six months, which consent the Agency granted by resolution adopted October 21, 2022; and

WHEREAS, GLDC and the Licensee wish to extend the license for an additional one month and the time for the Licensee to exercise the option to purchase for an additional three months, and GLDC has requested the Agency consent to the same; and

WHEREAS, no public hearing is required to confirm such action as no additional financial assistance is requested.

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) Consenting to the further extension of the license 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) Consenting to the further extension of the license is reasonably necessary to induce GLDC and/or the Licensee to maintain and expand their respective business operations in the State of New York; and

(e) It is desirable and in the public interest for the Agency to consent to the further extension of the license.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the further extension of the license; (ii) execute the second license extension to the extent necessary to acknowledge its consent.

Section 3. The form and substance of the license extension is hereby approved, subject to review and approval by Agency counsel and subject to receipt of current insurance certificates.

Section 4.

(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 license extension, in substantially the form thereof presented to this meeting or in the form to be approved by Agency Counsel, 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 (as defined in and pursuant to the Agency Lease Agreement).

Section 5. 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 6. 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 the 28th day of March 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.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend in person, and minutes of the Agency meeting are (or will be) transcribed and posted on the Agency’s website, (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 28th day of March 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary