

**Authorizing Resolution
GLDC License and Sublease to
The Kelberman Center**

Date: August 19, 2022

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York on the 19th day of August, the following members of the Agency were:

Members Present: David Grow, Michael Fitzgerald; Ferris Betrus, Steve Zogby.

Members Present Virtually: Gene Quadraro

EDGE Staff Present: Bill Van Shufflin, Tim Fitzgerald, Laura Cohen; Shawna Papale, Maureen Carney, Mark Kaucher, and Hannah Phillips.

Other Attendees: Rome Mayor Jackie Izzo; Paul Goldman, Esq., Goldman Attorneys, PLLC (WebEx); Linda Romano (WebEx) and Laura Ruberto, Bond, Schoeneck & King; Mark Levitt (WebEx) and Jenna Peppenelli, Levitt & Gordon; Jef Saunders, Saunders-Kahler; Greg Evans, The Indium Corporation of America; Jolene Cleaver, The Daily Sentinel (call-in)

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 a license and/or sublease from Griffiss Local Development Corporation to Kelberman Center, Inc.

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
Steve Zogby

(Gene Quadraro exited the meeting before the vote)

RESOLUTION OF THE AGENCY CONSENTING TO A LICENSE AND/OR SUBLEASE FROM GRIFFISS LOCAL DEVELOPMENT CORPORATION TO KELBERMAN CENTER, INC. AND AUTHORIZING THE AGENCY TO EXECUTE RELATED DOCUMENTS WITH RESPECT TO BUILDING 796/798 FACILITIES 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") that certain 4.526± acre portion of Parcel F4B situated at 725 Daedalian Drive (the "Building 796/798 Land") together with the building(s) located thereon known as Building 796/798 and the other improvements situate thereon (the "Facility") pursuant to a lease agreement dated as of April 1, 2010 (the "Agency Lease Agreement"), a memorandum of which Agency Lease Agreement was recorded on April 12, 2010 in the Oneida County, New York Clerk's Office as Instrument No. R2010-000451; and

WHEREAS, Kelberman Center, Inc. ("Kelberman") wishes to occupy space situate on the first and second floors of the office suite formerly occupied by Griffiss Institute beginning September 1, 2022; and

WHEREAS, GLDC wishes to enter into a license agreement and/or sublease agreement with Kelberman relating to its occupancy of the Space (the "Space"); and

WHEREAS, under the terms of the Agency Lease Agreement, GLDC is required to obtain the consent of the Agency prior to licensing or subleasing any portion of the Facility (including the Space) to a third party; and

WHEREAS, GLDC is requesting the Agency consent to such license and/or sublease to Kelberman; 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 license and/or sublease between GLDC and Kelberman 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 license and/or sublease between GLDC and Kelberman is reasonably necessary to induce GLDC and/or Kelberman 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 license and/or sublease between GLDC and Kelberman.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) consent to the license and/or sublease from GLDC to Kelberman; (ii) execute the license and/or sublease to the extent necessary to acknowledge its consent.

Section 3. The form and substance of the license and/or sublease are hereby approved, conditioned upon inclusion of the Agency’s customary language and subject to review and approval by Agency counsel.

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 and/or sublease, all in substantially the forms thereof presented to this meeting or in the forms 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 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 19th day of August 2022 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.

That the license and/or sublease contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

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 19th day of August 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Timothy Fitzgerald, Assistant Secretary