

**Resolution – Partial Release of Lease  
Griffiss Business and Technology  
Park Conveyance of Roadways and  
Utilities**

Date: August 19, 2022

At a meeting of the Oneida County Industrial Development Agency (the “Agency”) held at 584 Phoenix Drive, Rome, New York 13441 on the 19th day of August 2022, 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 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

David Grow  
Michael Fitzgerald  
Ferris Betrus  
Steve Zogby

Voting Nay

(Gene Quadraro exited the meeting before the vote)

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE PARTIAL RELEASE OF LEASE, THE DEEDS, THE ASSIGNMENT AND ASSUMPTION AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO CONVEYING TO THE CITY OF ROME CERTAIN ROADWAYS AND UTILITIES AND PARCEL F10A AND PARCEL F3B, ALL 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, 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, pursuant to the terms contained in a Service Fee Payment Agreement, the City of Rome (the "City") agreed to accept title to and maintain certain roadways and utilities located at Griffiss Park; and

WHEREAS, under the Service Fee Payment Agreement, it was also agreed that the Agency would convey to the City Parcel F10A and Parcel F3B (the "F Parcels"); and

WHEREAS, GLDC is now requesting the Agency authorize the release of the roadways, the utilities and the F Parcels (collectively, the "Released Land") from the Master GLDC Lease for conveyance to GLDC and its further conveyance to the City; 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 roadways to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the City, (iv) execute, deliver and perform the Bargain and Sale Deed for the roadways, (v) convey the utility infrastructure to the City by way of an Assignment and Assumption Agreement from the Agency and GLDC to the City, (vi) execute, deliver and perform the Assignment and Assumption Agreement, (vii) convey the F Parcels to to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the City, (ix) execute, deliver and perform the Bargain and Sale Deed for the F Parcels.

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, the Bargain and Sale Deeds and the Assignment and Assumption Agreement (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, the Bargain and Sale Deeds and the Assignment and Assumption Agreement, 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.

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 Partial Release of Lease Agreement, the Bargain and Sale Deeds and the Assignment and Assumption Agreement 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) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (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