

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/ Treasurer/
Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman
Michael Fitzgerald
Vice Chairman

Ferris Betrus Jr.
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

To: Oneida County Industrial Development Agency Board of Directors
From: Shawna M. Papale
Date: June 12, 2023
RE: OCIDA Meeting Agenda

Members of the public may attend in person at MV EDGE offices at 584 Phoenix Drive, Rome, NY 13441. The Minutes of the Agency meeting will be transcribed and posted on the OCIDA website.

1. Executive Session
2. Approval minutes- May 5, 2023
3. Financials- May 31, 2023
4. Consider a resolution relating to **the McCraith Beverages, Inc. Facility**, authorizing an increase in the value of sales tax exemption from \$214,720 to \$257,961 (an increase of \$43,241) and approving the form and execution of related documents, subject to counsel review.
5. Consider a resolution relating to the **Michael and Diane Baldwin/Dart Properties Facility**, consenting to a sublease to ANDRO Computational Solutions, LLC and approving the form and execution of related documents subject to counsel review, all conditioned upon the Company entering into an amended sale-leaseback transaction and the Sublessee assuming the Company's obligations under the Lease Agreement only with respect to the subleased premises.
6. Consider a resolution relating to the **GLDC Building 770 Facility** (428 Phoenix Drive), consenting to a sublease of commercial space and approving the form and execution of related documents, subject to counsel review.
7. Consider a resolution relating to the **GLDC Building 776 Facility** (474 Phoenix Drive), consenting to a sublease with Arcfield Acquisition Corporation (successor to Peraton Inc.) and approving the form and execution of related documents, subject to counsel review.
8. Consider a resolution relating to the **GLDC Building 778 Facility** (775 Daedalian Drive), consenting to a sublease modification with HII Mission Technologies Corp. and approving the form and execution of related documents, subject to counsel review.
9. Consider a resolution relating to **The New York, Susquehanna and Western Railway Corporation Facility**, authorizing the acquisition of certain land by New York State Department of Transportation through eminent domain all in furtherance of the Route 840/Judd Road project and approving the form and execution of related documents, subject to counsel review. While the Agency no longer owns an interest in the property, at the time of the taking the Agency owned fee title and is being requested to deliver certain documents to finalize the transaction.

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10. Annual Employment Review
11. Approve Recertification of 2022 Annual Report
12. New Business
13. Old Business
14. Current Projects

Next meeting date – **FRIDAY, July 14 at 8 AM at 584 Phoenix Drive, Rome, NY**

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**Minutes of the Meeting of the
Oneida County Industrial Development Agency
May 5, 2023
584 Phoenix Drive, Rome, NY
And via Webex Video/Teleconference**

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; Libby Clark, Bonacio Construction.

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.

Chair Grow called the meeting to order at 8:02 AM.

Financials

M. Carney presented the 3/31/2023 interim financial statement. Cash has increased by \$86K over the last 12 months. She explained the rates and terms of the Agency's current CDs, and that as of March 31, no interest income from those CDs are reflected in the financial statement. Two commitment fees were received in March. There are currently seven open projects that are awaiting closing. The most recent Wolfspeed and Sovena PILOT payments were recently disbursed to the taxing jurisdictions according to the respective PILOT agreements. Principal-and-interest payments on Wolfspeed project financing began in January 2023, for both NBT and Economic Development debt. Cold Point, Orgill, and Family Dollar PILOT billing will be coming up in July. **Agency received and accepted the interim financials presented, subject to audit.**

At 8:07 AM a motion to enter executive session in order to discuss litigation was made by E. Quadraro, seconded by M.F. Messenger, and carried 7-0.

At 10:12 AM a motion to exit executive session and return to the open meeting was moved by S. Zogby, seconded by F. Betrus, and carried 7-0.

Yoder Properties, Ltd. (Stark Truss) Facility – Inducement

Chair Grow introduced an inducement resolution relating to the Yoder Properties, Ltd. (Stark Truss) Facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$78,450.00), exemptions from mortgage recording tax (valued at \$14,350.00) and reduction of real property taxes for a period of 10 years (valued at \$568,959.00), which is consistent with the Agency's Uniform Tax Exemption Policy, making certain findings regarding the abandonment of an existing facility, and authorizing the Agency to conduct a public hearing. S. Papale explained that this project has been in the works for a long time, and that it took a while to identify the proper site for this new facility. She also explained that while a new facility will enable higher production and improved layout, the business's current facility in Whitestown has been flooded several times in recent history, which has further prompted the need to move to a safer location. **S. Zogby moved, and M.F. Messenger seconded, to approve the Agency's inducement resolution relating to the Yoder Properties, Ltd. (Stark Truss) Facility.** M. Fitzgerald was concerned about how this new construction would be assessed, and the impact that would have on the value of the PILOT. If the building was assessed at a level much higher than estimated, the financial benefit to the business would be

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diminished. M. Kaucher explained the methodology used to come up with the estimated assessment. S. Papale reminded the members that a PILOT payment may be set at a fixed amount, but an assessment cannot be fixed by the Agency. **M. Fitzgerald asked S. Zogby and M.F. Messenger to modify their motion so that the PILOT payments would be fixed as specified in the application materials. Both S. Zogby and M.F. Messenger assented to this modification. The motion carried 7-0.** S. Papale further clarified that the project will result in the retention of 22 FTE jobs and the creation of 8 FTE jobs.

Minutes

The members reviewed the March 28, 2023 meeting minutes. M. Fitzgerald asked to clarify a comment made during the Open Meetings Policy discussion. **F. Betrus moved, and M.F. Messenger seconded, to approve the minutes as corrected. The motion carried 7-0.**

GLDC Master Lease – Partial Release of Property

Chair Grow introduced a resolution relating to the GLDC/Griffiss Business and Technology Park Facility, authorizing the partial release from the GLDC Master Lease of a 8.638± acre parcel of land located at 878 Ellsworth Road for sale to Yoder Properties, Ltd. and approving the form and execution of related documents, subject to counsel review. **M.F. Messenger moved, and K. Hinman seconded, to approve the Agency's resolution relating to the partial release from the GLDC Master Lease of the 8.638± acre parcel of land for sale to Yoder Properties, Ltd. and approving the form and execution of related documents.** M. Fitzgerald asked for the sale price of the parcel. M. Kaucher clarified that the total sale price is \$223,000. **The motion carried 7-0.**

Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc - Inducement

Chair Grow asked the Agency to reaffirm an inducement resolution presented on March 28, 2023 relating to the Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc. 2023 Lease and PILOT Extension, granting preliminary approval for financial assistance (that is a deviation from the Agency's Uniform Tax Exemption Policy) in the form of extending the full exemption from real property taxes for a period of ten years (valued at approximately \$1,000,000.00) and authorizing the Agency to conduct a public hearing. The members voted unanimously in favor of the resolution on March 28, but the record shows the motion was not moved or seconded and the Agency wishes to correct this oversight. **S. Zogby moved, and E. Quadraro seconded, to reaffirm the Agency's inducement resolution relating to Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc..** F. Betrus stated that he was concerned that the applicant wasn't able to share the specific fee amount which they charge to the nonprofit Adirondack Scenic Railroad to assist in the maintenance and upkeep of the tracks used for Scenic Railroad operations. He expressed his desire for leniency in the fee charged because of the value this nonprofit offers to the community. Chair Grow stated that this resolution also includes provisions allowing for municipal access across the tracks. Chair Grow also asked that, in the event that this resolution is passed, Agency staff advise the applicant to charge the nonprofit users of the tracks a fair and reasonable fee for use. He asked that staff obtain company financials and fee agreements relative to track usage. The members were in agreement on this point. M. Fitzgerald reiterated that this financial benefit ought to be contingent upon the execution of a lease agreement with Griffiss Local Development Corporation. L. Ruberto clarified that all conditions of financial assistance are listed in section 3(b) of the inducement resolution, including a lease agreement with GLDC. With no further discussion, **the motion carried 7-0.**

Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc – Final Authorizing

Chair Grow introduced a final authorizing resolution relating to the Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc. 2023 Lease and PILOT Extension, authorizing financial assistance (that is a deviation from the Agency's Uniform Tax Exemption Policy) in the form of extending the full exemption from real property taxes for a period of ten years (valued at approximately \$1,000,000.00) and approving the form and execution of related documents, all in the Agency's standard form and subject to counsel review. The Agency conducted public hearings on April 18, 2023 and April 20, 2023 and mailed certified notices to the taxing jurisdictions with the inducement resolution, the notice of hearing and reasons for deviating. **M. Fitzgerald moved, and F. Betrus seconded, to approve the Agency's final authorizing resolution relating to Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc. The motion carried 7-0.**

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GLDC 2023 Master Lease and PILOT Extension – Final Authorizing

Chair Grow introduced a final authorizing resolution relating to the GLDC 2023 Master Lease and PILOT Extension, authorizing financial assistance (that is a deviation from the Agency’s Uniform Tax Exemption Policy) in the form of extending the full exemption from real property taxes for a period of ten years (valued at approximately \$6,781,298.00) and approving the form and execution of related documents, all in the Agency’s standard form and subject to counsel review. The Agency conducted a public hearing on April 25, 2023 and mailed certified notices to the taxing jurisdictions with the inducement resolution, the notice of hearing and reasons for deviating. S. Papale clarified that this resolution identifies the correct estimated amount of financial benefit, compared to what was included in the original application. **M.F. Messenger moved, and S. Zogby seconded, to approve the Agency’s final authorizing resolution relating to the GLDC 2023 Master Lease and PILOT Extension. The motion carried 7-0.**

Collins Solar, LLC (Barneveld Community Solar) Facility – Final Authorizing

Chair Grow introduced a final authorizing resolution relating to the Collins Solar, LLC (Barneveld Community Solar) Facility, authorizing financial assistance in the form of reduction of real property taxes (valued at approximately \$1,628,296) for a period of 25 years during which time the Company will pay PILOT Payments equal to \$10,000 per MW-AC, which is consistent with the Agency’s Uniform Tax Exemption Policy and approving the form and execution of related documents, all in the Agency’s standard form and subject to counsel review. The Agency conducted a public hearing on April 26, 2023 and mailed certified notices to the taxing jurisdictions with the inducement resolution and the notice of hearing. **M. Fitzgerald moved, and K. Hinman seconded, to approve the Agency’s final authorizing resolution relating to the Collins Solar, LLC (Barneveld Community Solar) Facility.** E. Quadraro referenced the Oneida County Executive’s desire to direct solar developments to non-usable or non-developable land, and whether that ought to impact the Agency’s uniform tax exemption policy going forward. F. Betrus expressed his dissatisfaction with the letter provided by the applicant which specifies the ownership structure of the company. **The motion carried 6-1, with F. Betrus against.**

Statement of Appreciation to Oneida County

M. Fitzgerald stated for the record that the Agency ought to express its appreciation of the attendance of Shaun Kaleta, the newly-appointed Director of Economic Development for Oneida County. There is a hope and expectation of more cooperation that will occur in the future. The members voiced their concurrence to this statement.

New York Natural Gas Ban

M. Fitzgerald suggested that the Agency go on record in opposition to the 2023-24 New York State budget which includes provisions banning gas-powered stoves, furnaces and propane heating in newly-constructed buildings beginning in 2026. This policy is antagonistic to economic development in Oneida County. **M. Fitzgerald moved that the Agency make a public statement that the New York State imposition of the elimination of gas-powered furnaces and stoves is a detriment to economic development in Oneida County. D. Grow seconded the motion, which carried 7-0.**

B240, LLC (Air City Lofts Phase 1 and Phase 2 Facilities) – Consent to Sublease

Chair Grow introduced a resolution relating to the B240, LLC (Air City Lofts Phase 1 and Phase 2 Facilities), consenting to the sublease of commercial space, subject to approval by counsel of the form of sublease agreement. **S. Zogby moved, and D. Grow seconded, to approve the Agency’s resolution consenting to the sublease of commercial space by B240, LLC.** S. Papale stated that she would clarify the number of jobs being retained as part of this project. **The motion carried 7-0.**

126 Business Park Drive, LLC/Rising Phoenix Holdings Corporation (Adjusters International) Facility – Landlord Waiver

Chair Grow introduced a resolution relating to the 126 Business Park Drive, LLC/Rising Phoenix Holdings Corporation (Adjusters International) Facility, authorizing the Agency to execute a Landlord’s Waiver and approving the form and execution of documents, subject to counsel review. **M.F. Messenger moved, and F. Betrus seconded, to approve the Agency’s resolution authorizing the Agency to execute a Landlord’s Waiver and approving the form and execution of documents pertaining to the to the 126 Business Park Drive, LLC/Rising Phoenix Holdings Corporation Facility.** M. Fitzgerald asked if this activity will result in other functions being moved out of the current facility in order to

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accommodate this new call center. S. Papale stated that there is some existing space available within the facility, but was unsure as to the exact amount. M. Fitzgerald requested that Agency staff clarify how new and existing functions will fit in the facility, and what the net new jobs will be as a result. S. Papale stated that she would gather this information.

The motion carried 7-0.

Open Meetings Policy

Chair Grow directed the members' attention to the Agency's revised Open Meetings Policy, which was discussed and approved at its last meeting. M. Fitzgerald offered two corrections to the revised policy. First, Paragraph 3 should state that members be physically present at the designated public meeting location in *Oneida County*, New York (rather than Rome, NY); second, Paragraph 4 should not name any specific individual as the Agency's Executive Director. M. Fitzgerald also revisited the discussion as to the length of the term of appointment of Agency members at the time they are appointed. D. Grow stated that New York State law sets member terms at five years. It was the recollection of S. Papale that in Oneida County, terms were set at three years, or until replaced. M. Fitzgerald stated that since terms of all current members have expired, the current County Executive has discretion to review performance and attendance of each member, and take action accordingly. Chair Grow stated that this policy provides a formal methodology of reviewing member attendance. F. Betrus stated that he thought it was unfair to require 60% attendance regardless of extraordinary circumstances. M.F. Messenger stated that the Agency would have the discretion to take such circumstances into account on a case-by-case basis. **M. Fitzgerald moved, and. Grow seconded to adopt the Agency's revised Open Meetings Policy, as corrected. The motion carried 6-1, with F. Betrus opposed.**

New Business

The members directed their attention to a memo provided by staff providing a summary of the NYSEDC Spring 2023 IDA Academy. M. Kaucher stated he would re-issue the memo after discovering some errors.

Annual Job Review

The members reviewed a memo from staff which identified businesses that reported a jobs shortfall in their 12-31-2022 annual report. S. Papale explained that this is the first step in the annual process to address all projects with job shortfalls. The next step will be to issue each business a letter notifying them of this shortfall, and giving them an opportunity to respond and explain why.

At 11:17 AM, M. Fitzgerald moved to go into executive session to discuss a potential contract issue. The motion was seconded by M.F. Messenger and carried 7-0.

At 11:24 AM, S. Zogby moved to exit executive session and return to the open meeting. The motion was seconded by F. Betrus and carried 7-0.

There being no further business, at 11:25 AM Chair Grow asked for a motion to adjourn the meeting: M. Fitzgerald moved, and F. Betrus seconded the motion to adjourn. Motion carried 7-0.

Respectfully Submitted,

Tim Fitzgerald

Oneida County Industrial Development Agency
Notes to the Financial Statements
May 31, 2023

Balance Sheet:

1. Cash has decreased by \$20K over the last 12 months; this is due to timing of the payment of the June 2023 service agreement; the check was cut in the end of May
2. The balance in restricted cash is made up of the PILOT holdings related to the Hartford PILOT
3. The balance in accounts receivable is for annual rent billed but not yet received by the Agency
4. PILOTs due July 1st were billed 5/31; this includes Wolfsped Q2, Orgill Inc., Cold Point Corporation, and Family Dollar
5. The \$1,000 commitment fees collected from the following for projects that have not closed as of May 2023:
 1. Source Renewables LLC (received April 2020- Project on Hold- commitment fee will be held and used to pay certain legal bills from BS&K related to the project)
 2. EDF Renewables (former partner in the Quiet Meadows projects) (received November 2021)
 3. Central Utica Building (received November 2021)
 4. Solitude Solar, LLC (received February 2022)
 5. Kris-Tech Wire, Inc. (received January 2023)
 6. Mohawk Adirondack & Northern RR. Corp (received March 2023)
 7. Collins Solar (received March 2023)
 8. Yoder Properties (received May 2023)
6. Fund balance increased by 1% over the last 12 months

Budget Comparison Report (Income Statement):

1. 2023 annual lease payments have been billed
2. The following are the closings and application fees received from 1/1/23-5/31/23:

1/30/2023	Solar Power Capital (SSC Kirkland)	Admin & Commitment Fee	41,580.40
2/7/2023	Kris-Tech Wire	Application Fee	500.00
3/15/2023	Fiber Instrument Sales	Admin & Commitment Fee	1,918.00
3/21/2023	Mohawk Adirondack & Northern RR Corp	Application Fee	500.00
3/21/2023	Collins Solar	Application Fee	500.00
4/28/2023	Fiber Instrument Sales	Admin Fee	418.00
5/8/2023	Yoder Properties AKA Stark Truss	Application Fee	500.00
Total as of 5/31/23			<u>45,916.40</u>

3. Additional costs will be incurred due to the NYS website requirements implemented by the State's Authorities Budget Office; the additional costs were presented to the board, reviewed and voted on in the February 10th meeting

Other Significant Items to Note:

1. The 2nd quarter invoice to Wolfspeed was billed 5/31 and was received by the agency June 2; the Agency will be distributing the funds according to the PILOT terms in June as well
2. The IDA received all payments related to the Hartford PILOT for 2022 and payments to the jurisdictions were made in accordance with the PILOT agreement; a payment was received by Indium for the last year of the Hartford PILOT; the Agency will distribute the funds once all are billed by the jurisdictions and received by the Agency
3. In addition to the Wolfspeed PILOT noted above, the agency has also billed the following PILOTS; all due no later than July 1:
 - a. Orgill Inc. (Year 2)
 - b. Cold Point Corporation (Year 3)
 - c. Family Dollar (Year 8)

**Oneida County Industrial Development Agency
Balance Sheet
May 31, 2023 and 2022**

	Current Year	Prior Year
Assets		
Current Assets		
Cash and Cash Equivalents	840,959	862,581 ¹
Restricted Cash - PILOT Holdings	28,672	133,878 ²
PILOT Holdings- Payment Received	(28,672)	(133,878) ²
Accounts Receivable	13,418	12,250 ³
Accounts Receivable-PILOTs Billed	2,790,479	0 ⁴
PILOT Funds Due	(2,790,479)	0 ⁴
Prepaid Expenses	26,488	304
Total Current Assets	880,866	875,135
Fixed Assets		
Furniture/Fixture/Eqpt	6,679	6,679
A/D-Furniture/Fixt/Eqpt	(6,679)	(6,679)
Total Fixed Assets	0	0
Total Assets	880,866	875,135
Liabilities & Net Assets		
Liabilities		
Current Liabilities		
Accounts Payable	979	1,331
Accrued Expenses	5,725	2,917
Deferred Revenue	8,000	9,000 ⁵
Total Current Liabilities	14,704	13,248
Total Liabilities	14,704	13,248
Net Assets		
Fund Balance	466,162	461,888 ⁶
Fund Balance-Board Restricted	400,000	400,000
Total Net Assets	866,162	861,888
Total Liabilities & Net Assets	880,866	875,135

Oneida County Industrial Development Agency
 Budget Comparison Report
 Current Period: 5/1/2023 - 5/31/2023
 Budget Period: 1/1/2023 - 12/31/2023
 With Comparative Periods Ending 5/31/2022 and 5/31/2021

	Current Period Actual	Current Period Budget	Year-to-Date Actual	Year-to-Date Budget	5/31/2022	5/31/2021
Revenue						
Reimbursements	0	0	216	0	0	0
Interest Income & Miscellaneous	212	92	986	458	714	157
Lease Payments	0	4,563	58,750 ¹	22,813	50,250	40,000
PILOT Application / Admin Fees	500	23,333	45,916 ²	116,667	124,452	53,973
PILOT Clawback MSP	0	0	0	0	0	32,500
Total Revenue	712	27,988	105,868	139,938	175,416	126,630
Expenses						
Business Expense	0	83	534	417	364	282
Contracted Service-Accounting	625	625	3,125	3,125	2,917	2,917
Contracted Services - Legal	850	850	4,250	4,250	4,200	4,000
Legal Services & PILOT Clawback MSP	0	0	0	0	0	10,653
Contracted Services- Other	169	417	846	2,083	0	17,542
Marketing- Contracted Services	0	83	4,330 ³	417	385	45
Dues & Subscriptions	0	167	0	833	1,250	1,250
Insurance - General	304	333	1,520	1,667	1,519	1,662
Special ED Projects Contingency	10,417	10,417	52,083	52,083	41,667	41,667
Office Supplies & Expense	0	0	160	0	0	238
Seminars & Conferences	0	250	0	1,250	0	0
Service Fees	14,700	14,700	73,500	73,500	70,000	66,667
Total Expenses	27,065	27,925	140,349	139,625	122,302	146,923
Excess or (Deficiency) of Revenue Over Expenses	(26,353)	62	(34,481)	312	53,114	(20,293)

**Oneida County Industrial Development Agency
Statement of Cash Flows
For the Period Ending May 31, 2023**

Cash Flows From (Used by) Operating Activities

Increase (Decrease) in Net Assets	\$ 4,274
Adjustments for Noncash Transactions	
Depreciation and Amortization	0
(Increase) Decrease in Assets	
Accounts Receivable	(1,168)
Accounts Receivable-PILOTs billed	(2,790,479)
Prepaid Expenses	(26,184)
Increase (Decrease) in Liabilities	
Accounts Payable and Accrued Liabilities	2,456
Deferred Revenue	(1,000)
PILOT Funds Due	2,790,479
Net Cash Flows From Operating Activities	<u>(21,622)</u>

Cash Flows From (Used By) Investing Activities

Capital Expenditures	<u>0</u>
Net Cash From (Used by) Investing Activities	<u>0</u>

Cash Flows From (Used By) Financing Activities

Repayments of Long Term Debt	0
Proceeds from Long Term Debt	<u>0</u>
Net Cash Flows (Used by) Financing Activities	<u>0</u>

Net Increase (Decrease) in Cash and Cash Equivalents (21,622)

Cash and Cash Equivalents, Beginning of Period 862,581

Cash and Cash Equivalents, End of Period \$ 840,959

**TERMS OF FINANCIAL ASSISTANCE
Board Summary**

June 16, 2023

General Project Information

Company: STD LLC/McCraith Beverage, Inc.

Description of Project:

Construction of 23,000 SF warehouse and distribution facility has been completed. Equipping is in process but affected by supply chain issues. Acquisitions of new brands (savory snacks, etc.) require additional trucks and need for 24-hour operational capability

Type of Facility: Commercial

Will Project involve the abandonment of a facility? No

Request for Financial Assistance: Sales tax exemption value increase and term extension

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REQUEST FOR EXTENSION OR INCREASE OF SALES TAX EXEMPTION

Companies that wish to request either an extension of time, an increase in value, or both should complete this form and submit to the IDA at least 14 days prior to (i) the expiration of the current exemption or (ii) date on which increased purchases will be made. Please submit a current certificate of insurance evidencing the IDA is named as additional insured with this request. If necessary, please attach additional sheets to provide the IDA with all relevant information to consider this request.

Company Name: STD LLC/McCraith Beverages, Inc. IDA Project # 3001-22-McCraith

Nature of Request: Extension of time until (date) 12/31/2023 (mm/dd/yyyy)

Increase in value to (amount) \$ 257,961 (from \$214,700)

Current FTEs at Facility: 137.00

Please describe the work that has been performed to date:

Construction of the building is complete. To date, 77% of the equipment ordered is not available due to supply chain issues.

Please describe the work that remains to be performed:

We have been diligently working with all of the vendors to receive an estimated time of delivery which should be prior to the 12/31/2023 requested extension.

Please describe the reasons that an extension of time and/or increase in value is being requested (be specific about what has changed from the time the original application was submitted). If the Project Costs have changed from the original application, please complete the attached sheet that compares the original costs to the revised costs and provide an explanation for the change.

Acquisitions of new brands require additional trucks. Purchases of a generator and technology upgrades will ensure and facilitate 24 hours operations. In addition, delays in production have lead to increases in equipment costs from manufacturers.

Value of purchases and exemptions claimed to date:

	Purchases		Exemptions
\$	1,340,279	\$	117,274

Value of purchases and exemptions projected to complete the project:

	Purchases		Exemptions
\$	1,607,857	\$	140,687

TO BE COMPLETED BY OCIDA

Date original exemption was granted: 06/17/2022 (mm/dd/yyyy)

Date of any prior extensions authorized: None (mm/dd/yyyy)

Has the Company remitted annual rent and reporting requirements? Yes No

Employment Obligation: Retain 128/ Create 10 before 12/15/2025

(If housing project, attach original Project Obligation)

Estimated Project Cost and Financing

List the costs necessary for preparing the facility.

	Original	Revised	Difference <small>(use minus symbol where applicable)</small>
Land Acquisition	\$	\$	\$
Existing Building(s) ACQUISITION	\$	\$	\$
Existing Building(s) RENOVATION	\$ 0	\$ 96,045	\$ 96,045
NEW Building(s) CONSTRUCTION	\$ 2,403,427	\$ 2,309,739	\$ -93,688
Installation Costs	\$	\$	\$
Site preparation/parking lot construction	\$ 101,900	\$ 94,945	\$ -6,955
Machinery & Equipment that is TAXABLE	\$ 1,202,589	\$ 1,626,753	\$ 424,164
Machinery & Equipment that is NON-TAXABLE	\$	\$	\$
Furniture & Fixtures	\$	\$	\$
Architectural & Engineering	\$ 21,000	\$ 0	\$ -21,000
Legal Fees (applicant, IDA, bank, other counsel)	\$ 15,000	\$ 14,625	\$ -375
Financial (all costs related to project financing*)	\$	\$	\$
Permits (describe below)	\$	\$	\$
Other (describe below)	\$	\$	\$
Subtotal	\$ 3,743,916	\$ 4,142,107	\$ 398,191
Agency Fee ¹	\$ 18,720	\$ 20,710	\$ 1,990
Total Project Cost	\$ 3,762,636	\$ 4,162,817	\$ 400,181

*Bank fees, title insurance, appraisals, interest, environmental reviews, etc.

¹See Page 25 of current OCIDA application for fee schedule.

Permit Information

Other Information

REPRESENTATIONS AND CERTIFICATION BY APPLICANT

The undersigned requests that the attached materials be submitted as an amendment to the Applicant's original Application for Financial Assistance for review to the Oneida County Industrial Development Agency (the "Agency") and its Board of Directors.

Approval of the modifications to the Application can be granted solely by this Agency's Board of Directors. The Agency reserves the right to request Applicant complete a full Application for Financial Assistance if, after reviewing the attached materials, the Agency determines one is required to properly evaluate the Applicant's request. The undersigned acknowledges that Applicant shall be responsible for all costs incurred by the Agency and its counsel in connection with the attendant negotiations whether or not the transaction is carried to a successful conclusion.

The Applicant further understands and agrees with the Agency as follows:

1. **Annual Sales Tax Filings.** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
2. **Annual Employment, Tax Exemption & Bond Status Reports.** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site as well as tax exemption benefits received with the action of the Agency. For Applicants not responding to the Agency's request for reports by the stated due date, a \$500 late fee will be charged to the Applicant for each 30-day period the report is late beyond the due date, up until the time the report is submitted. Failure to provide such reports as provided in the transaction documents will be an Event of Default under the Lease (or Leaseback) Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Annual Employment, Tax Exemption & Bond Status Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.
3. **Absence of Conflict of Interest.** The Applicant has consulted the Agency website of the list of the Agency members, officers and employees of the Agency. No member, officer, or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as herein after described (if none, state "none"):
4. **Hold Harmless.** Applicant hereby releases the Agency and its members, officers, servants, agents and employees from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final

agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

5. The Applicant acknowledges that the Agency has disclosed that the actions and activities of the Agency are subject to the Public Authorities Accountability Act signed into law January 13, 2006 as Chapter 766 of the 2005 Laws of the State of New York.
6. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). **Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.**
7. The Applicant acknowledges that it has been provided with a copy of the Agency's recapture policy (the "Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.
8. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

9. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
10. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
11. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.
12. The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material

fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

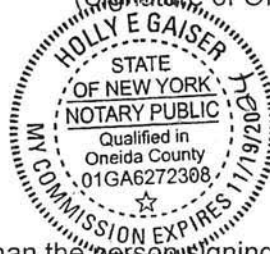
Susan McCraith Szuba, being first duly sworn, deposes and says:

1. That I am the Susan McCraith Szuba (Corporate Office) of McCraith Beverages, Inc. + STD Realty LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.
2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

Susan McCraith Szuba (Signature of Officer) (Member)

Subscribed and affirmed to me under penalties of perjury this 25th day of May, 2023

Holly E. Gaizer
(Notary Public)



If the application has been completed by or in part by other than the person signing this application for the applicant please indicate who and in what capacity:

By: _____

Name: _____

Title: _____

Date: _____

- Any applicant submitting this form should submit it with a non-refundable application fee of \$500.
- If the applicant is requesting an increase in the value of the sales tax exemption, the applicant will also pay an additional fee equal to the increased OCIDA fee (see page 25 of original application) relating to the additional financial assistance. This fee will be payable as a condition of the sales tax exemption being issued.
- If the request is the first request for an extension of time, the \$500 application fee will be the only fee payable.
- If the request is for an extension of time that is not the first request, the OCIDA has the discretion of charging an additional fee.

Please submit to the Oneida County Industrial Development Agency, 584 Phoenix Drive, Rome NY 13441-1405, within 14 days prior to the OCIDA Board of Directors meeting at which you want the Application to be included on the Agenda. Wire transfer and ACH payments are acceptable but all related fees incurred by the Agency are payable by the Applicant. It is advised that an electronic version of the application accompany the original application via hard copy or e-mail. An electronic version of the application must accompany the original application via physical media or e-mail.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
COST/BENEFIT ANALYSIS
Required by §859-a(3) of the
New York General Municipal Law

McCraith Bev-STD Realty

1-Jun-22

Name of Applicant:

McCraith Beverages, Inc/STD Realty, LLC

STE EXT & INCR

Description of Project:

New building construction/equipping

Name of All Sublessees or Other Occupants of Facility:

Principals or Parent of Applicant:

Susan McCraith Szuba, Daniel McCraith, Chad McCraith

Products or Services of Applicant to be produced or carried out at facility:

Beverage distributor

Estimated Date of Completion of Project:

12/31/2023

Type of Financing/ Structure:

_____ Tax-Exempt Financing
_____ Taxable Financing
 Sale/ Leaseback
_____ Other

Type of Benefits being Sought by Applicant:

_____ Taxable Financing
_____ Tax-Exempt Bonds
 Sales Tax Exemption on Eligible Expenses Until Completion
_____ Mortgage Recording Tax Abatement
 Real Property Tax Abatement

Project Costs

Land Acquisition	\$ -
Existing Building(s) ACQUISITION	\$ -
Existing Building(S) RENOVATION	\$ 96,045
NEW Building(s) CONSTRUCTION	\$ 2,309,739
Installation Costs	\$ -
Site Preparation/Parking Lot Construction	\$ 94,945
Machinery & Equipment (other than furniture)	\$ 1,626,753
Furniture & Fixtures	\$ -
Architectural & Engineering	\$ -
Legal Fees (applicant, IDA, bank, other counsel)	\$ 14,625
Financial (all costs related to project financing)	\$ -
Permits	\$ -
Other	\$ -
Agency Fee	\$ 20,710
TOTAL COST OF PROJECT	\$ 4,162,817

Assistance Provided by the Following:

EDGE Loan:	
MVEDD Loan:	
Grants - Please indicate source & Amount:	\$ -
Other Loans - Please indicate source & Amount:	

Company Information

		Average Salary of these Positions
Existing Jobs	128	\$ 72,100
Created Jobs FTE (over three years)	10	\$ 53,000
Retained Jobs	128	\$ 72,100

Earnings Information for Oneida County

Average Salary of Direct Jobs for Applicant	\$ 72,100
Average of County Indirect Jobs	\$ 25,000
Average of Construction Jobs	\$ 32,000

Note: \$1,000,000 in construction expenditures generates 15 person - years of employment
Construction Person Years of Employment: 42

Calculation of Benefits (3 Year Period)

	Total Earnings	Revenues
Direct Jobs		
Created	\$ 2,163,000	\$ 91,928
Existing	\$ 27,686,400	\$ 1,176,672
Indirect Jobs		
Created	\$ 1,875,000	\$ 79,688
Existing	\$ 24,000,000	\$ 1,020,000
Construction - only one year		
Person Years	\$ 1,344,000	\$ 57,120
TOTALS Calculation of Benefits (3 Yr Period)	\$ 57,068,400	\$ 2,425,407

TAXABLE GOODS & SERVICES

		Spending Rate	Expenditures	State & Local Sales Tax Revenues
Direct Jobs	Created	36%	\$ 778,680	\$ 75,921
	Existing	0.36	\$ 9,967,104.00	\$ 971,793
Indirect Jobs	Created	0.36	\$ 675,000	\$ 65,813
	Existing	0.36	\$ 8,640,000.00	\$ 842,400
Construction - only one year	Person Years	0.36	\$ 483,840	\$ 47,174
TOTAL TAXABLE GOODS & SERVICES			\$ 20,544,624	\$ 2,003,101

Local (3 year) real property tax benefit (assuming 60% of jobs existing and created own a residence) with an average assessment of \$80,000 and the remainder of jobs existing created pay real property taxes through rent based on an average assessment per apartment of \$50,000.

Tax Rate for School District where facility is located:	29.055539	Municipality NY Mills T-1.29&V-6.20 Oneida
Tax Rate for Municipality where facility is located: New Hartford/NYM	7.49	
Tax Rate for County:	8.079743	
Total Rate:	44.6252969	
Real Property Taxes Paid: \$ 418,764		

COSTS: IDA BENEFITS

Real Property Taxes Abatement	\$ 182,763
Mortgage Tax Abated (.75%)	\$ -
Estimated Sales Tax Abated During Construction Period (8.75%)	\$ 257,961
Total:	\$ 440,724

NOTE: If there is a tax-exempt financing of all or a portion of the project cost, there is a neutral cost/benefit because of lower interest rates by reason of exclusion of interest from gross income of bondholders for purposes of Federal and State income taxes. Taxable financing carries the same cost/benefit for State Income Tax purposes. Such cost/benefits cannot be quantified.

**Resolution to Increase Value of
Sales Tax Exemption and Extend
Period of Agency Appointment
STD Realty, LLC/
McCraith Beverages Inc.
2022 Facility Expansion**

Date: June 16, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on June 16, 2023, the following members of the Agency were:

Members Present

EDGE Staff Present

Other Attendees:

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 increasing the value and extending the time of previously approved financial assistance to STD Realty, LLC.

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO INCREASE THE VALUE OF A SALES TAX EXEMPTION, EXTEND THE PERIOD OF THE AGENCY APPOINTMENT AND EXECUTE RELATED DOCUMENTS WITH RESPECT TO THE STD REALTY, LLC/MCCRAITH BEVERAGES, INC. 2022 FACILITY EXPANSION LOCATED IN THE VILLAGE OF NEW YORK MILLS AND THE TOWN OF NEW HARTFORD, 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, STD Realty, LLC (the "Company") previously requested the Agency's assistance in connection with construction of a 23,000± square foot warehouse addition, which will connect the main building at the recycling building to the existing truck garage (the "Addition") and acquisition and installation of equipment in the Addition (the "Equipment"), all for the purpose of expanding the operations and increasing productivity of McCraith Beverages, Inc. (the "Sublessee") (the Addition and the Equipment are referred to collectively as the "2022 Facility" and the construction and equipping of the Addition is referred to as the "2022 Project"); and

WHEREAS, on August 19, 2022 the Agency adopted a resolution approving financial assistance in support of the Facility, which included exemptions from sales and uses taxes in an amount not to exceed \$214,720.00; and

WHEREAS, the Company has submitted to the Agency a request to increase the value of the exemption by \$43,241.00 to an amount not to exceed \$257,961.00, and to extend the period of the agency appointment under which the Company may utilize the exemption to December 31, 2023 (the "Amended Financial Assistance") to allow the Company to complete the 2022 Project.

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 2022 Facility constitutes a "project", as such term is defined in the Act; and

(c) The Amended Financial Assistance 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 Amended Financial Assistance is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) The SEQRA findings adopted by the Agency on August 19, 2022 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(f) It is desirable and in the public interest for the Agency to approve the Amended Financial Assistance.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) increase the value of the sales tax exemption to an amount not to exceed \$257,961.00, (ii) extend the agency appointment to December 31, 2023, and (iii) execute and deliver an agency appointment letter, Form ST-60 and related documents (the "Amended Sales Tax Documents") in support of the Project, conditioned upon the Company paying the corresponding Agency fee of \$1,990.00.

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

Section 4. The form and substance of the Amended Sales Tax Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(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 Amended 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 provisions of the Amended Sales Tax 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 Amended Sales Tax Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

DRAFT

Michael J. Baldwin
dba/ Dart Properties
8944 Tibbitts Rd.
New Hartford, NY 13413

Ms. Shawna Papale, Executive Director
Oneida County Industrial Development Agency
584 Phoenix Dr.
Rome, NY 13441

Re: Jobs Major Shortfall


Dear Ms. Papale,

I can publicly share the news that I have entered into a lease agreement with ANDRO Computing Solutions, LLC, and ask that this be approved by the OCIDA. This is a 4 year sub-lease of 111 Dart Circle where they will be retaining 42 FTE jobs starting July 1st, 2023. I'm hopeful that this will satisfy the terms of our Job Retention/Creation and Recapture Agreement.

I regret I was unable to sub-lease for 14 months, as the COVID epidemic profoundly softened the market for commercial office space. Besides this diminished demand, we also incurred an 8 month delay when a signed lease by a third party "failed to produce" and was canceled. These unique events were unforeseen at the signing of our Agreement, and I appreciate your lenience over the past year as we've tried to live up to our obligations.

If desired, I would be happy to meet with your board to answer any questions. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink that reads "Michael J. Baldwin". The signature is written in a cursive style with a long horizontal line extending to the right.

Michael J. Baldwin
Sole Proprietor
Dart Properties

**Resolution Consenting to Sublease
(Michael and Diane Baldwin/Dart
Properties Inc. Facility)**

Date: June 16, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on June 16, 2023, the following members of the Agency were:

Members Present:

EDGE Staff Present:

Other Attendees:

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 a sublease between Michael and Diane Baldwin and Andro Computational Solutions, LLC (Michael and Diane Baldwin/Dart Properties Inc. Facility).

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

Voting Aye

Voting Nay

RESOLUTION CONSENTING TO A SUBLEASE BETWEEN MICHAEL AND DIANE BALDWIN AND ANDRO COMPUTATIONAL SOLUTIONS, LLC AT THE DART PROPERTIES FACILITY 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, Michael Baldwin and Diane Baldwin d/b/a Dart Properties (the "Company") and Research Associates of Syracuse, Inc. ("RAS") previously requested the Agency's assistance in connection with a project (the "Project") to support the growth of and create and retain employment at RAS's existing facility, a 7,400± square foot, single-story building (the "Improvements") situated on a 2.124± acre parcel of land located at 111 Dart Circle, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") by assisting with the acquisition and installation of office furniture and equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing cutting-edge Electronic Warfare support to the Pentagon and the US intelligence community (the Land, the Improvements and the Equipment is referred to collectively as the "Facility"); and

WHEREAS, the Agency provides financial assistance to the Company and RAS in support of the Project consisting of exemptions from real property tax and exemptions from sales tax (the "Financial Assistance"), which Financial Assistance the subject of a Job Creation and Recapture Agreement dated as of July 1, 2015 (the "Recapture Agreement") by and among the Agency, the Company and RAS; and

WHEREAS, the Agency leases the Facility to the Company pursuant to a Lease Agreement dated as of July 1, 2015 (the "Lease Agreement"); and

WHEREAS, the Company further leased the Facility to RAS pursuant to a Sublease Agreement and RAS assumed all of the rights and obligations of the Company under the Lease Agreement pursuant to an Assumption Agreement dated as of July 1, 2015 (the "Assumption Agreement"); and

WHEREAS, RAS terminated its sublease and vacated the Facility; and

WHEREAS, the Company entered into a Sub-Sublease Agreement dated as of June 1, 2023 (the "Sublease Agreement") with ANDRO Computational Solutions, LLC (the "Sublessee"); and

WHEREAS, under the terms of the Lease Agreement the Agency must consent to the sale, assignment or sublease of any portion of the Facility; and

WHEREAS, the Company has submitted to the Agency a request to consent to the Sublease Agreement (the "Sublease Consent").

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 Sublessee 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 Facility, subject to (a) the Agency and the Company amending the Lease Agreement to change the definitions of the "Facility" and "Sublessee" and (b) the Sublessee assuming the obligations of the Company under the Lease Agreement only with respect to the subleased premises.

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 Sublease Consent and amended sale-leaseback documents, 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 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 Sublease Consent and amended sale-leaseback 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 Sublease Consent and amended sale-leaseback 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 June 16, 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 June 16, 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

Saunders Kahler^{L.L.P.}
ATTORNEYS AT LAW

Joseph I. Saunders
Camille Tamoney Kahler *
Merritt S. Locke
Michael D. Callan
William D. Wallace II †
Elizabeth J. Gaffney
* also admitted in Florida
† also admitted in Pennsylvania,
Texas and West Virginia

Samuel D. Hester, *of counsel*
Gregory A. Hamlin, *of counsel*

June 9, 2023

Via Email

Shawna Papale, Executive Director
Oneida County Industrial Development Agency
584 Phoenix Drive
Rome, New York 13441

**Re: Griffiss Local Development Corporation ("GLDC") Sublease
Building 770**

Dear Shawna:

Please be advised that GLDC has the opportunity to sublease to a not-for-profit tenant, for its company offices, certain space in Building 770, 428 Phoenix Drive, for a term of three (3) years with a one (1) year renewal option.

Additional details will be provided in the confidential subtenant proposal to Oneida County Industrial Development Agency. Employment numbers will be provided.

Kindly let me know if you have any questions on the foregoing.

Best regards,

SAUNDERS KAHLER, L.L.P.


Camille T. Kahler, Esq.

CTK/bjr

Enc.

Cc: Laura Ruberto *via email*
Linda Romano *via email*

**Resolution Consenting to Sublease
(Griffiss Local Development
Corporation Building 770 Facility)**

Date: June 16, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on June 16, 2023, the following members of the Agency were:

Members Present:

EDGE Staff Present:

Other Attendees:

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 by Griffiss Local Development Corporation of a portion of the Building 770 Facility.

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

Voting Aye

Voting Nay

RESOLUTION CONSENTING TO THE SUBLEASE OF COMMERCIAL SPACE IN THE BUILDING 770 FACILITY 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, Griffiss Local Development Corporation (the "Company") previously requested the Agency's assistance in connection with renovations to a 36,000± square foot building known as Building 770/774 (the "Improvements") situated on a 3.386± acre parcel of land located at 428 – 430 Phoenix Drive, Technology Heights, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all to be used to house a number of technology companies and common area for research and development and educational venues, all for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"); and

WHEREAS, the Agency leases the Facility to the Company pursuant to a Lease Agreement dated as of July 1, 2011 (the "Lease Agreement"); and

WHEREAS, under the terms of the Lease Agreement the Agency must consent to the sublease of any portion of the Facility; and

WHEREAS, the Company has submitted to the Agency a request to consent to the sublease of 3,940± square feet in Building 770 to a commercial tenant (the "Sublease Consent").

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 Sublessee 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 Facility, subject to the review by counsel of the form of the sublease agreement.

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 Sublease Consent, in substantially the form 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 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 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 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 June 16, 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 June 16, 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

DRAFT

Saunders Kahler L.L.P.

ATTORNEYS AT LAW

Joseph F. Saunders
Camille Lauroney Kahler *
Merritt S. Locke
Michael D. Callan
William D. Wallace II †
Elizabeth L. Gaffney
* also admitted in Florida
† also admitted in Pennsylvania,
Texas and West Virginia

Samuel D. Hester, *of counsel*
Gregory A. Hamlin, *of counsel*

June 9, 2023

Via Email

Oneida County Industrial Development Agency
584 Phoenix Drive
Rome, New York 13441
Attn: Shawna Papale

**Re: 474 Phoenix Drive, Rome, New York
Building 776**

Dear Shawna:

Arcfield Acquisition Corporation, successor to Peraton, Inc. (together with several intervening tenants which were successors to Dolphin Technology Incorporated) has requested that it enter into a new sublease agreement with GLDC for Building 776 to reduce its square footage from 28,091 square feet to 12,435 square feet. It formerly subleased the entire building.

The financial terms of the proposed sublease have been provided on the Confidential Subtenant Proposal.

Sublessor will be providing certain upgrades to the building to divide the space to suit Sublessee's reduced square footage.

Best regards,

SAUNDERS KAHLER, L.L.P.

Camille T. Kahler, Esq.

CTK/bjr

Enc.

Cc: Laura Ruberto *via email*
Linda Romano *via email*

**Resolution Consenting to Sublease
with Arcfield Acquisition Corporation
(successor to Peraton Inc.) (Griffiss
Local Development Corporation
Building 776 Facility)**

Date: June 16, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on June 16, 2023, the following members of the Agency were:

Members Present:

EDGE Staff Present:

Other Attendees:

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 modification of a sublease between Griffiss Local Development Corporation and Arcfield Acquisition Corporation (successor to Peraton Inc.) (Building 776 Facility).

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

Voting Aye

Voting Nay

RESOLUTION CONSENTING TO THE A SUBLEASE BETWEEN GRIFFISS LOCAL DEVELOPMENT CORPORATION AND ARCFIELD ACQUISITION CORPORATION (SUCCESSOR TO PERATON INC.) WITH RESPECT TO THE BUILDING 776 FACILITY 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, Griffiss Local Development Corporation (the "Company") previously requested the Agency's assistance in connection with (a) renovations to a 28,092± square foot, one-story building known as Building 776 ("Building 776") located on a 1.510± acre parcel of land situate at 474 Phoenix Drive, Technology Heights, Griffiss Business and Technology Park, City of Rome, Oneida County, New York, and a 0.969+/- acre parcel of land situate on the southerly side of said Phoenix Drive (across the street from Building 776) improved by a parking lot (the "Parking Lot") (the 1.510+/- acre parcel of land and the 0.969+/- acre parcel of land being, collectively, the "Building 776 Land"); (b) renovations to a 20,534± square foot, two-story building known as Building 778 ("Building 778") located on a 0.989+/- acre parcel of land situate at 775 Daedalian Drive, Technology Heights, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the 0.989+/- acre parcel of land being the "Building 778 Land") (Building 776, Building 778 and the Parking Lot are hereinafter referred to collectively as the "Improvements", and the Building 776 Land and the Building 778 Land are hereinafter referred to collectively as the "Land"); and the acquisition and installation of equipment (the "Equipment") on or in the Improvements, all to be used to house research and development and/or professional offices, and all for the coordination of redevelopment efforts for the realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment are hereinafter referred to collectively as the "Facility"); and

WHEREAS, the Agency leases the Facility to the Company pursuant to a Lease Agreement dated as of July 1, 2012 (the "Lease Agreement"); and

WHEREAS, under the terms of the Lease Agreement the Agency must consent to the sublease of any portion of the Facility; and

WHEREAS, the Company has submitted to the Agency a request to consent to the sublease of 12,435± square feet in Building 776 to Arcfield Acquisition Corporation (successor to Peraton Inc.) (the "Sublease Consent").

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 Sublessee 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 Facility, subject to the review by counsel of the form of the sublease agreement.

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 Sublease Consent, in substantially the form 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 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 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 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 June 16, 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 June 16, 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

DRAFT



Joseph J. Saunders
Camille Tamoney Kahler *
Merrin S. Locke
Michael D. Callan
William D. Wallace II †
Elizabeth J. Gaffney
* also admitted in Florida
† also admitted in Pennsylvania,
Texas and West Virginia

Samuel D. Hester, of counsel
Gregory A. Hamlin, of counsel

June 9, 2023

Via Email

Oneida County Industrial Development Agency
584 Phoenix Drive
Rome, New York 13441
Attn: Shawna Papale

**Re: HII Mission Technologies Corp., Successor in Interest to Alion
Science and Technology Corporation
Sublease Modification and Extension Agreement No. 3**

Dear Shawna:

I am sending this letter to request that the Agency put on its agenda a proposed Sublease Modification and Extension Agreement No. 3 with respect to Building 778 located at 775 Daedalian Drive (the "Facility"). The Facility was leased to Alion Science and Technology Corporation by a Sublease Agreement dated May 23, 2018, commencing January 1, 2019 and expiring December 31, 2023. HII Mission Technologies Corp. ("HII") is successor in interest to Alion Science and Technology Corporation. HII has asked to exercise its First Renewal Option for a term of five (5) years and has requested a further renewal term, so that it now has two (2) additional renewal terms, which is one (1) more renewal term than existed under the original sublease.

In the proposed Sublease Modification and Extension Agreement No. 3, Sublessor is proposing provisions to obtain expanded employment reporting information to provide that Sublessee report all employees assigned to the existing facility, including any employees that are working remotely, and in which counties such employees reside.

In addition, with respect to the Sublease Modification and Extension Agreement No. 3 we have updated the insurance requirements to reflect the new insurance requirements of OCIDA.

GLDC is requesting that OCIDA consent to the Sublease Modification and Extension Agreement No. 3 subject to review and approval of counsel.

Kindly let me know if you have any questions on the foregoing.

Best regards,

SAUNDERS KAHLER, L.L.P.

Camille T. Kahler, Esq.

CTK/bjr

Enc.

Cc: Laura Ruberto *via email*

Linda Romano *via email*

**Resolution Consenting to Sublease
Modification (Griffiss Local
Development Corporation Building
778 Facility)**

Date: June 16, 2023

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on June 16, 2023, the following members of the Agency were:

Members Present:

EDGE Staff Present:

Other Attendees:

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 modification of a sublease between Griffiss Local Development Corporation and HII Mission Technologies Corp. (Building 778 Facility).

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

Voting Aye

Voting Nay

RESOLUTION CONSENTING TO THE MODIFICATION OF A SUBLEASE BETWEEN
GRIFFISS LOCAL DEVELOPMENT CORPORATION AND HII MISSION
TECHNOLOGIES CORP. WITH RESPECT TO THE BUILDING 778 FACILITY
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, Griffiss Local Development Corporation (the "Company") previously requested the Agency's assistance in connection with renovations to a vacant two-story, 19,800± square foot building (the "Improvements"), situated on a 0.989± acre parcel of land located at 775 Daedalian Drive, Griffiss Business and Technology Park, City of Rome, Oneida County, New York, also known as Building 778 (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), to accommodate a new tenant, Alion Science and Technology Corporation, for the purpose of the Sublessee providing technology and operational support to the Department of Defense (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the renovation and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, the Agency leases the Facility to the Company pursuant to a Lease Agreement dated as of April 1, 2020 (the "Lease Agreement"); and

WHEREAS, under the terms of the Lease Agreement the Agency must consent to the sublease of any portion of the Facility; and

WHEREAS, the Company further subleases the Facility to HII Mission Technologies Corp. as successor in interest to Alion Science and Technology Corporation (the "Sublessee") for its operation, upon the terms and conditions contained in a Sublease Agreement dated May 23, 2018, as amended (the "Sublease Agreement"); and

WHEREAS, the Company has submitted to the Agency a request to consent to the modification of the Sublease Agreement (the "Sublease Consent").

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 Sublessee 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 Facility, subject to approval by counsel of the form of the sublease modification.

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 Sublease Consent, in substantially the form 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 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 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 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 June 16, 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 June 16, 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

The New York, Susquehanna and Western Railway Corporation

1 Railroad Avenue
Cooperstown, New York, 13326
(607) 547-2555

Nathan R. Fenno
President
nfenno@nysw.com

May 9, 2023

Shawna Papale, Executive Director
Oneida County Industrial Development Agency
584 Phoenix Drive
Rome, New York 13441-4105

RE: NYS DOT Stanwix-Utica, Part 1 (Route 840/Judd Road extension project)

Dear Ms. Papale:

Staff at the New York State Department of Transportation, Mohawk Valley Region, have recently identified two takings by eminent domain done many years ago as part of the above-referenced project that have never been fully closed out. Legal title to the property (which is described in the attached maps) involved at the time of the taking was held by OCIDA pursuant to the sale-leaseback arrangement with NYS&W. Even though the arrangement between OCIDA and NYS&W has since been terminated and the property reconveyed to NYS&W, NYDOT requires action by OCIDA in order to finalize the taking.

NYS&W has reached an agreement with NYDOT regarding the appropriate compensation for the parcels.

Accordingly, we respectfully request OCIDA's action by

- Adoption of a resolution generally in the form provided by NYDOT (attached);
- Execution of an Assignment of Claim and Release generally in the form provided by NYDOT (attached); and
- Confirmation to NYDOT by OCIDA that the property was exempt from general real estate taxes in 2000 and 2002.

Please let us know if anything further is needed from us in this regard.

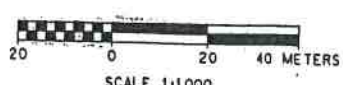
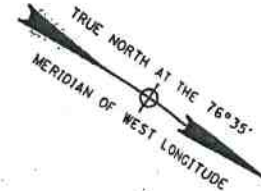
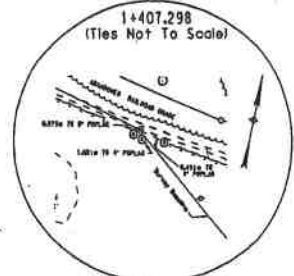
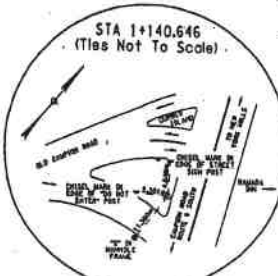
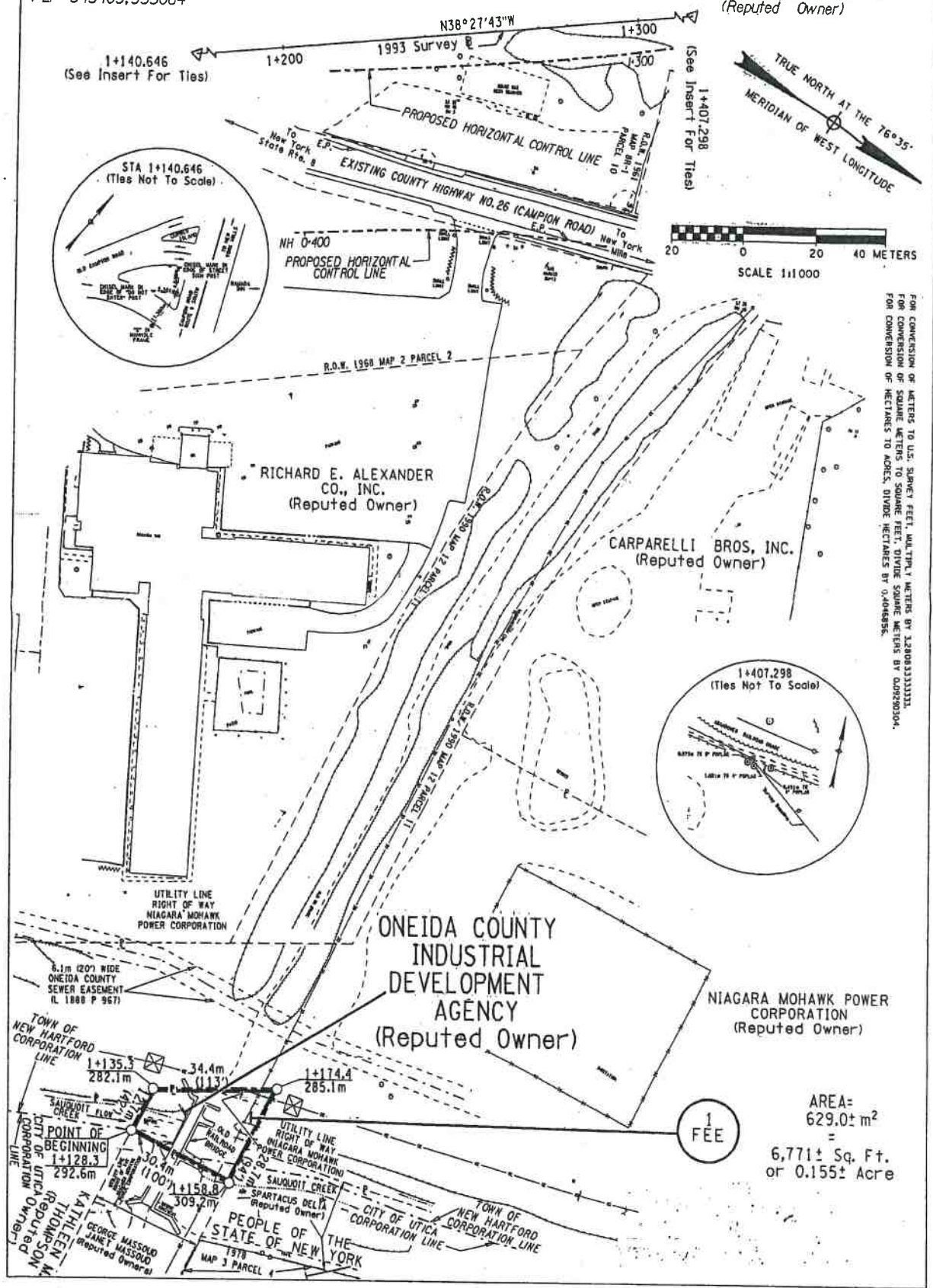
Respectfully,



SURVEY NOTES ON FILE AT NEW YORK STATE DEPARTMENT OF TRANSPORTATION REGIONAL OFFICE NO. 2 LOCATED AT UTICA, NEW YORK

TRN 21
CC D L 2126 P 123
TAX MAP 329.006-03-16 (TOWN OF NEW HARTFORD - 3/30/79)
PLP 343403, 355064

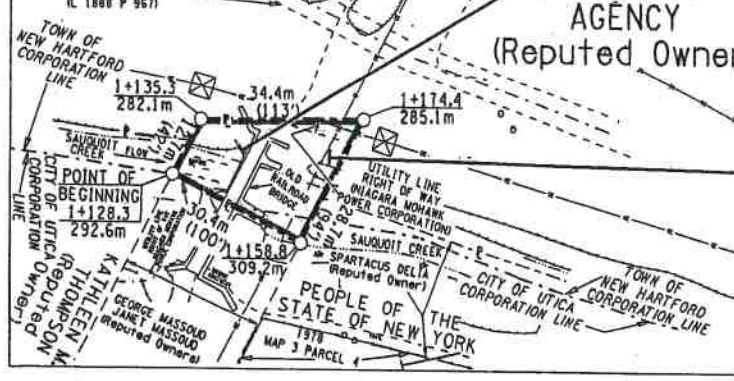
ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
(Reputed Owner)



FOR CONVERSION OF METERS TO U.S. SURVEY FEET, MULTIPLY METERS BY 1.250013714. FOR CONVERSION OF SQUARE METERS TO SQUARE FEET, DIVIDE SQUARE METERS BY 0.000239836.

AREA = 629.0± m²
= 6,771± Sq. Ft.
or 0.155± Acre

1
FEE



All that piece or parcel of property hereinafter designated as Parcel No. 1, situate partially in the Town of New Hartford and in the City of Utica, situate in the County of Oneida, State of New York, as shown on the Official Tax Map dated March 30, 1979.

PARCEL NO. 1

Being 629.0±m² (6,771± Sq. Ft. or 0.155 Acre) more or less. To be acquired in Fee.

Subject to the easement rights of others as their interest may appear as set forth in grant dated August 14, 1967 by The New York Central Railroad Company, grantor, to Niagara Mohawk Power Corporation, grantee, recorded in the Office of the Clerk of Oneida County on the 23rd day of August, 1967 in Liber 1862 of Deeds at page 950; affecting the area shown on the above map and designated as UTILITY LINE RIGHT OF WAY which easement rights are hereby and hereafter restricted and limited as follows:

The owner of such easement rights above referred to and affecting Parcel No. 1 above, may continue to enjoy and exercise the permanent right, privilege and easement to transmit electricity or messages by means of electricity and for such purposes construct, reconstruct, maintain and operate electric lines consisting of such wires, cables, supporting structures and appurtenances as may be deemed necessary by the owner of such easement for the proper operation or improvement thereof.

"UNAUTHORIZED ALTERATION OR ADDITION TO A SURVEY MAP BEARING A LICENSED SURVEYORS SEAL IS A VIOLATION OF SECTION 7209 SUB-DIVISION 2, OF THE NEW YORK STATE EDUCATION LAW."

I HEREBY CERTIFY THAT THE PROPERTY DESCRIBED AND MAPPED ABOVE IS NECESSARY FOR THIS PROJECT AND THE ACQUISITION THEREOF IS RECOMMENDED.

DATE March 2, 2000

Stephen J. Zywiah

STEPHEN J. ZYWIAK, P.E. REGIONAL DESIGN ENGINEER FOR THE REGIONAL DIRECTOR OF TRANSPORTATION REGION NO. 2



I HEREBY CERTIFY THAT THIS MAP WAS PREPARED IN ACCORDANCE WITH ALL CURRENT NYS DOT POLICIES, STANDARDS, AND PROCEDURES.

DATE MARCH 2, 2000

Carl Stump
CARL STUMP, SR. LAND SURVEYOR
P.E.S. LICENSE NO. 49405

NEW YORK STATE DEPARTMENT OF TRANSPORTATION
DESCRIPTION AND MAP FOR THE ACQUISITION OF PROPERTY

STANWIX - UTICA, PART 1

ONEIDA COUNTY

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
(REPUTED OWNER)

MAP NO. 1
PARCEL NO. 1

TOTAL AREA = 629.0±m²
(6,771± SQ. FT. OR 0.155± ACRE)

DESCRIPTION AND MAP OF PROPERTY WHICH THE COMMISSIONER OF TRANSPORTATION DEEMS NECESSARY TO BE ACQUIRED BY APPROPRIATION IN THE NAME OF THE PEOPLE OF THE STATE OF NEW YORK IN FEE, EXCEPT FOR THE PURPOSES OF THE RIGHTS DESCRIBED ABOVE CONNECTED WITH THE HIGHWAY SYSTEM OF THE STATE OF NEW YORK, PURSUANT TO SECTION 30 OF THE HIGHWAY LAW AND THE EMINENT DOMAIN PROCEDURE LAW.

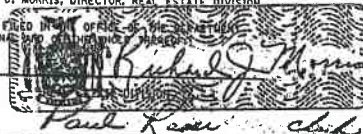
THERE IS EXCEPTED FROM THIS APPROPRIATION ALL THE RIGHT, TITLE AND INTEREST, IF ANY, OF THE UNITED STATES OF AMERICA IN OR TO SAID PROPERTY.

PURSUANT TO THE STATUTES SET FORTH ABOVE AND THE AUTHORITY DELEGATED TO ME BY OFFICIAL ORDER OF THE COMMISSIONER OF TRANSPORTATION, THE ABOVE DESCRIPTION AND MAP ARE HEREBY OFFICIALLY APPROVED; AND SAID DESCRIPTION AND THE ORIGINAL TRACING OF THIS MAP ARE HEREBY OFFICIALLY FILED IN THE OFFICE OF THE DEPARTMENT OF TRANSPORTATION.

DATE April 5, 2000

R. J. MORRIS, DIRECTOR, REAL ESTATE DIVISION

I HAVE COMPARED THE FOREGOING COPY OF DESCRIPTION AND MAP WITH THE ORIGINAL THEREOF, AS FILED IN THE OFFICE OF THE COMMISSIONER OF TRANSPORTATION AND I DO HEREBY CERTIFY THE SAME TO BE A TRUE AND CORRECT COPY OF THE ORIGINAL.



SURVEY NOTES ON FILE AT NEW YORK STATE DEPARTMENT OF TRANSPORTATION REGIONAL OFFICE NO.2 LOCATED AT UTICA, NEW YORK

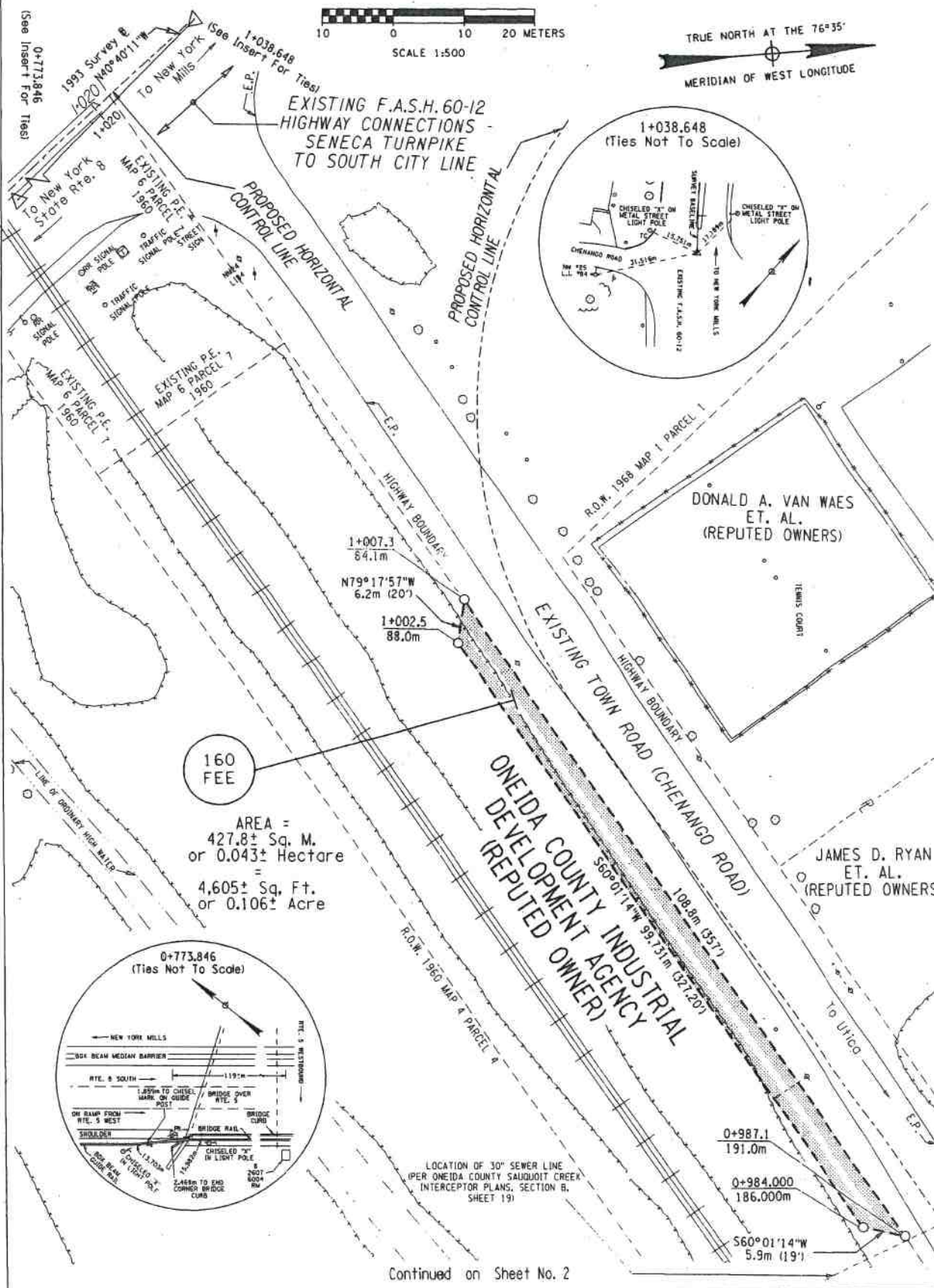
TRN 21 TAX MAP 329.010-02-10 (3/30/79)

CC D L2126 P 123

FOR CONVERSION OF METERS TO U.S. SURVEY FEET, MULTIPLY METERS BY 3.28083333333.
 FOR CONVERSION OF SQUARE METERS TO SQUARE FEET, DIVIDE SQUARE METERS BY 0.09290304.
 FOR CONVERSION OF HECTARES TO ACRES, DIVIDE HECTARES BY 0.4046856.

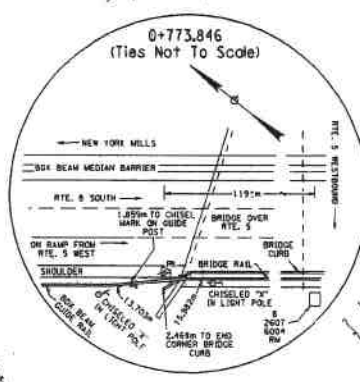
ONEIDA COUNTY INDUSTRIAL
 DEVELOPMENT AGENCY

(Reputed Owner)



160 FEE

AREA =
 427.8± Sq. M.
 or 0.043± Hectare
 =
 4,605± Sq. Ft.
 or 0.106± Acre



LOCATION OF 30" SEWER LINE
 (PER ONEIDA COUNTY SALGOUIT CREEK
 INTERCEPTOR PLANS, SECTION B,
 SHEET 191)

Continued on Sheet No. 2

All that piece or parcel of property hereinafter designated as Parcel No. 160 situate in the Town of New Hartford, County of Oneida, State of New York, as shown on the Official Tax Map dated March 30, 1979.

PARCEL NO. 160

Being 427.8± Square Meters or 0.043 Hectare (4,605± Sq. Ft. or 0.106± Acre) more or less. To be acquired in Fee.

"UNAUTHORIZED ALTERATION OR ADDITION TO A SURVEY MAP BEARING A LICENSED SURVEYORS SEAL IS A VIOLATION OF SECTION 1209 SUB-DIVISION 2. OF THE NEW YORK STATE EDUCATION LAW."

I HEREBY CERTIFY THAT THE PROPERTY DESCRIBED AND MAPPED ABOVE IS NECESSARY FOR THIS PROJECT AND THE ACQUISITION THEREOF IS RECOMMENDED.

DATE JAN 20 1999

Alan N. Beldoni
ALAN N. BELDONI, P.E.
REGIONAL DIRECTOR OF TRANSPORTATION
REGION NO. 2



I HEREBY CERTIFY THAT THIS IS AN ACCURATE DESCRIPTION AND MAP MADE FROM AN ACCURATE SURVEY, PREPARED UNDER MY DIRECTION.

DATE January 20, 1999

Carl Stump
CARL STUMP, SR. LAND SURVEYOR
P.L.S. LICENSE NO. 49405

NEW YORK STATE DEPARTMENT OF TRANSPORTATION
DESCRIPTION AND MAP FOR THE ACQUISITION OF PROPERTY

STANWIX - UTICA, PART 1

Map No. 99
Parcel No. 160

ONEIDA COUNTY

Total Area = 427.8± Sq. M.
or 0.043± Hectare
(4,605± Sq. Ft. or 0.106± Acre)

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
(Reputed Owner)

DESCRIPTION AND MAP OF PROPERTY WHICH THE COMMISSIONER OF TRANSPORTATION DEEMS NECESSARY TO BE ACQUIRED BY APPROPRIATION IN THE NAME OF THE PEOPLE OF THE STATE OF NEW YORK IN FEE FOR PURPOSES CONNECTED WITH THE HIGHWAY SYSTEM OF THE STATE OF NEW YORK, PURSUANT TO SECTION 30 OF THE HIGHWAY LAW AND THE EMINENT DOMAIN PROCEDURE LAW.

THERE IS EXCEPTED FROM THIS APPROPRIATION ALL THE RIGHT, TITLE AND INTEREST, IF ANY, OF THE UNITED STATES OF AMERICA IN OR TO SAID PROPERTY.

PURSUANT TO THE STATUTES SET FORTH ABOVE AND THE AUTHORITY DELEGATED TO ME BY THE COMMISSIONER OF TRANSPORTATION, THE ABOVE DESCRIPTION AND MAP ARE HEREBY OFFICIALLY APPROVED; AND SAID DESCRIPTION AND MAP ARE HEREBY OFFICIALLY FILED IN THE OFFICE OF THE DEPARTMENT OF TRANSPORTATION.



DATE February 26, 1999

R. J. MORRIS, DIRECTOR, REAL ESTATE DIVISION

I HAVE COMPARED THE FOREGOING COPY OF DESCRIPTION AND MAP WITH THE ORIGINAL THEREOF, AS FILED IN THE OFFICE OF THE DEPARTMENT OF TRANSPORTATION AND I DO HEREBY CERTIFY THE SAME TO BE A TRUE AND CORRECT COPY OF THE ORIGINAL AND OF THE WHOLE THEREOF.

Paul Keen

REAL ESTATE DIVISION

NEW YORK STATE DEPARTMENT OF TRANSPORTATION
OFFICE OF REAL ESTATE
ASSIGNMENT OF CLAIM AND RELEASE

Proceeding No. 11679

Project **Stanwix - Utica, Part 1**

Map No. 1, Parcel No. 1

County Oneida

Map No. 99, Parcel No. 160

Town New Hartford

City Utica

WHEREAS, THE PEOPLE OF THE STATE OF NEW YORK, pursuant to statute, have appropriated certain property shown on the above designated map(s), the original tracing or a microfilm or computer digitized copy of the original tracing of each map having been filed in the Office of the Department of Transportation, and a certified copy of each map having been filed in the Office of the County Clerk or Register of each county in which such property, or any portion thereof, is situated; and

WHEREAS, **The New York, Susquehanna and Western Railroad Corporation**, hereinafter referred to as "claimant" has a claim against The People of the State of New York by reason of said appropriation either as owner of said property or of some right, title or interest therein, or otherwise; and

WHEREAS, the compensation now payable by The People of the State of New York on account of said appropriation and for all legal damages caused thereby has been, or will be, fixed and determined by an agreement or award to be paid upon release of all claims which claimant, his (her/their/its) tenants, mortgagees, lienors and other persons have or may have by reason of such appropriation; and

WHEREAS, **Oneida County Industrial Development Agency**, having a mailing address of , hereinafter referred to as "undersigned", had or might claim to have had some right, title or interest in and to the property affected by said appropriation and said undersigned has or claims to have some interest in or lien upon the compensation to be paid on account of such appropriation, by reason of **being the fee owner of the above-captioned premises, or otherwise, or by reason of any other right, title or interest claimed by the undersigned in the appropriated property**, and has agreed to relinquish the same in favor of claimant,

NOW, THEREFORE, IN CONSIDERATION OF THESE PRESENTS, and the sum of ONE DOLLAR (\$1.00), payment of which is waived, and (**see instructions in box below**) the sum of _____ Dollars (\$ _____)

IF NO PAYMENT HEREUNDER IS TO BE MADE TO THE UNDERSIGNED FROM THE AMOUNT DUE CLAIMANT FROM THE STATE, NO INSERTION IS TO BE MADE IN THE BLANK SPACES.

IF PAYMENT IS TO BE MADE HEREUNDER, THE AMOUNT OF SUCH PAYMENT AND INTEREST, IF ANY, SHOULD BE INSERTED IN THE SPACES PROVIDED ABOVE AND THE AUTHORIZATION ON THE NEXT PAGE MUST BE SIGNED BY CLAIMANT AND THE ADDRESS TO WHICH THE CHECK IS TO BE MAILED MUST BE PLACED IN THE SPACE ABOVE (FOLLOWING THE WORDS "HAVING A MAILING ADDRESS OF").

to be paid by The People of the State of New York from the said compensation now payable to claimant, the undersigned does hereby assign, transfer and set over unto claimant, all right, title and interest of the undersigned in and to the compensation to be paid by The People of the State of New York and in and to any claim, award or judgment on account of such appropriation and further does hereby release the said compensation to be paid by The People of the State of New York and any such claim, award or judgment from any and all liens of the undersigned and further does hereby assign and release unto claimant all claims which the undersigned has or may have by reason of any estate or interest in the streams, lakes, streets, roads, highways or rights of way, if any, adjacent to or abutting on the above mentioned property required for the purposes of said project, thereby forever releasing, exonerating and discharging The People of the State of New York from any and all claims or causes of action of the undersigned for or on account or in anywise growing out of the matters hereinabove set forth.

IN WITNESS WHEREOF, this release has been executed by "undersigned" this _____ day of _____, 200__.

Oneida County Industrial Development Agency

(Corp. Seal)

By: _____

Its: _____

State of New York)
County of _____) ss.:

On the _____ day of _____ in the year _____ before me, the undersigned, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public, State of New York

AUTHORIZATION [by claimant(s)]

The Department of Audit and Control of the State of New York is hereby authorized to deduct from the compensation to be paid the claimant the amount specified in the above Release, as the consideration for the execution thereof, and to draw a separate check in that amount payable to the party who executed said release.

Dated: _____, 200__

Claimant

Claimant

RESOLUTION OF THE GOVERNING BODY
OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

WHEREAS, the State pursuant to Sections 30 and 349-C of the Highway Law and the Eminent Domain Procedure Law, acting by and through its Department of Transportation, for purposes connected with the highway system of the State of New York, identified as Stanwix-Utica, Part 1, Town of New Hartford, Oneida County, State of New York.

WHEREAS, there have been transmitted to The Oneida County Industrial Development Agency, County of Oneida, State of New York, right of way maps and descriptions for the above mentioned project showing private land which is necessary to be acquired under Map 1, Parcel 1 and Map 99, Parcel 160, and it's governing Body, having examined said maps and descriptions, approve the project and desire the State to proceed with its plans.

NOW THEREFORE BE IT RESOLVED, that the governing body of The Oneida County Industrial Development Agency, County of Oneida, State of New York hereby consent to the acquisition of land by the Commissioner of Transportation, as shown on the aforementioned right of ways maps and description and authorize the Commissioner to take title to said lands by appropriation in the name of the People of the State of New York pursuant to the provisions of Sections 30 and 349-C of the Highway Law and the Eminent Domain Procedure Law.

BE IT FURTHER RESOLVED that the (title of governing body member) be and hereby is authorized to transmit copies of this Resolution to the Commissioner of Transportation of the State of New York.

RESOLVED that (name and title), Governing Body of The Oneida County Industrial Development Agency, is hereby authorized to act on behalf of the said governing body with full authority to execute any and all legal documents and papers which are required by the State of New York for such purpose.

CERTIFICATION

I, _____, (Title) of the Governing body of The Oneida County Industrial Development Agency, County of Oneida, State of New York do hereby certify that I have compared the foregoing with the original resolution duly adopted by the governing body at a session held on the _____ day of _____, 2008, and that the same is a true copy thereof and the whole thereof.

(Signature)

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



584 Phoenix Drive,
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David C. Grow
Chairman

Michael Fitzgerald
Vice Chairperson

Mary Faith Messenger
Treasurer

Ferris Betrus, Jr.
Kirk Hinman
Eugene Quadraro
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Mark Kaucher

DATE: June 12, 2023

RE: December 31, 2022 Annual Report Job Shortfall Review

There are currently four companies in Shortfall status. Specific information for each project are detailed below.

2022 Annual Report Jobs Review						
* Project Name	* # of FTEs before IDA status	* Original estimate of jobs to be created	* Original estimate of jobs to be retained	* 12/31/22 # of FTEs	Current Jobs Per Letter	Not meeting 80% minimum
ECR International, Inc.	152	3	152	113	75	Retain 152 and Create 3 before end of lease year 3 -- June 1, 2020 lease
JGV-Alfred-Vicks	123	0	114	76	80	Retain 79 at 5166 CommDr and 35 at facility for term of lease -- Feb 27, 2018 lease date. Based upon the 2021 year report shortfall, the IDA previously (May 2022) waived any recovery of benefits based due to the industry and economic circumstances involved and also planned to revisit jobs status again next year (2023).
Renmatix, Inc	0	13	0	8		Employ 13 by the end of the initial 3 years of the lease term. Previously, board authorized any violation in excess of 8 current jobs waived to 6/30/22. June 1, 2015 lease date.
Universal Photonics (JH Rhodes)	55	20	55	54		Retain 55 and create 20. Employment obligation term is the longer of 1) the period during which the Company is receiving a benefit in the form of lower payment in lieu of taxes than the real estate taxes would be; or, 2) 15 yrs. -- July 1, 2012 lease date. IDA previously (June 2019) waived exercise of then current benefit clawback option and extended job attainment goal for two year years.

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
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Memo To: Oneida County Industrial Development Agency (OCIDA) Board of Directors
From: Mark Kaucher
Date: June 1, 2023
RE: 2022 Annual PARIS Report Re-certification

Mortgage Recording Tax Exemption (MRTE) values related to the recent GLDC gas project upgrade were inadvertently excluded from the Agency's 2022 Annual Report submitted to the Office of the State Comptroller in March. We notified the Comptroller's office and they re-opened the report so that we could add the figures. Board review and acceptance of the information is required. The MRTE values for each specific project are as follows:

GLDC-IDA Project	Mortgage Recording Tax Exemption Value
AIS	\$ 332,179.45
770-774	\$ 303,050.58
776	\$ 185,432.40
778	\$ 186,948.57
780	\$ 136,914.90
796-798	\$ 1,436,274.10

Staff requests that that the board adopt a resolution approving the above information for inclusion in the updated 2022 Annual Paris Report

Thank you.

