

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/ Treasurer/
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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: August 15, 2022
RE: OCIDA Meeting Agenda

The Oneida County Industrial Development Agency shall meet – **8:00 AM Friday, August 19, 2022.**

Members of the public may listen to the Agency meeting by calling +1-408-418-9388, Access code: 263 430 62412 or attend in person. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website.

1. Executive Session at 8:00 AM if needed
2. Approve minutes of the July 19, 2022 meeting and ratify all action taken at the July 19, 2022 meeting
3. Financial Review
4. Clarification of minutes of the November 19, 2021 and March 25, 2022 meetings relating to the Delta Luxury Townhomes LLC Facility. Minutes reflected that the sales tax exemption is valid for the lesser of (a) all purchases made from two years from the inducement date or (b) \$490,000. The minutes should reflect that the sales tax exemption is valid for the lesser of (a) all purchases made from two years from the appointment date or (b) \$490,000. The Company was appointed as agent for exempt purchases when it acquired the property at closing on August 3, 2022, and under the Housing Policy must complete the project by August 3, 2024.
5. Consider a supplemental inducement resolution relating to **The Indium Corporation of America** Facility, accepting an amended Application for Financial Assistance, and granting preliminary approval for financial assistance in the form of exemptions from sales tax (increased from \$131,250 to \$148,750); exemptions from mortgage recording tax (decreased from \$99,750 to \$82,200) and reduction of real property tax for a period of twelve years during which time the Company will have a fixed exemption applied to its real estate tax (no change, estimated at \$1,270,000), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing.

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/ Treasurer/
Executive Director

Jennifer Waters
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

6. Consider a SEQR resolution relating to **The Indium Corporation of America Facility**. The Agency is serving as lead agency for the SEQR review and determines that the action is an Unlisted Action.
7. Consider a SEQR resolution relating to the **STD Realty, LLC/McCraith Beverages, Inc. Facility**. The Agency is serving as lead agency for the SEQR review and determines that the action is an Unlisted Action.
8. Consider a final authorizing resolution relating to the **STD Realty, LLC/McCraith Beverages, Inc. Facility**, approving financial assistance in the form of exemptions from sales tax (valued at \$214,720) and reduction of real property tax on the incremental assessment resulting from the project (valued at \$182,763), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy and authorizing the form and execution of related documents, subject to counsel review. The Agency conducted a public hearing on July 29, 2022.
9. Consider a supplemental resolution relating to the **Rome Community Brownfield Restoration Corporation (Former Rome Cable) Facility**, amending a resolution adopted on January 21, 2022 to reflect that the Environmental Easement relating to Complex 4 will cover the entire 49.651± acre parcel rather than a 21.451± acre portion that was identified for remediation, and authorizing the form and execution of related documents, subject to counsel review.
10. Consider a resolution relating to the **Rome Community Brownfield Restoration Corporation (Tower Parcel) Facility**, approving a license to EDGE for the purpose of EDGE entering upon the property with its consultants to perform environmental investigation and remedial planning, and authorizing the form and execution of related documents, subject to counsel review.
11. Consider a request from **Griffiss Local Development Corporation** to release from the Master Lease the various streets and portions of the utility infrastructure and Parcel F10A and Parcel F3B at Griffiss Business and Technology Park to convey to the City of Rome, and approving the form and execution of related documents, subject to counsel review. The City of Rome agreed to accept the roads and utility infrastructure and Parcel F10A and Parcel F3B in the Service Fee Payment Agreement and have been maintaining the same for years. This transfer will divest the Agency and GLDC of all interest in the roads and utility structure.
12. Consider a request from **Griffiss Local Development Corporation and Cardinal Griffiss Realty LLC** to authorize financial assistance relating to its gas conversion project in the form of exemptions from mortgage recording tax (valued in the aggregate at \$19,356.00) and exemptions from sales tax relating to Building 301 only (valued at \$36,332.13) and approve the form and execution of related documents, subject to counsel review. As fee or leasehold owner of the properties to be improved, the Agency will be asked to join in several mortgages to finance the

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/ Treasurer/
Executive Director

Jennifer Waters
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

costs of improvements to Building 770-774 (Building 770 formerly Tektronix, currently unoccupied and Building 774 currently occupied by BAE); Building 776 (currently occupied by Peraton); Building 778 (currently occupied by Huntington Ingalls Industries f/k/a Alion Science and Technology); Building 780 (currently occupied by EDGE); Building 796/798 (formerly occupied by Griffiss Institute/CUBRC); and Building 301 (currently occupied by AIS). GLDC is requesting sales tax exemption relating to Building 301 in the event GLDC's exempt status does not extend to the property as is owned by Cardinal Griffiss Realty, LLC.

13. Consider a resolution relating to the **Griffiss Local Development Corporation (Building 798/798) Facility**, approving a short-term license to be followed by a long term sublease from GLDC to The Kelberman Center in the former Griffiss Institute space, and authorizing the form and execution of related documents, subject to counsel review.

Next meeting date – **Friday, September 16, 2022 at 8 AM at 584 Phoenix Drive, Rome, NY**

DRAFT

**Minutes of the Meeting of the
Oneida County Industrial Development Agency**

July 15, 2022

584 Phoenix Drive, Rome, NY/Webex Video/Teleconference

Members Present: David Grow, Michael Fitzgerald; Ferris Betrus, Kirk Hinman, Mary Faith Messenger, Gene Quadraro, Steve Zogby.

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

Other Attendees: Rome Mayor Jackie Izzo; Paul Goldman, Esq., Goldman Attorneys, PLLC (WebEx); Linda Romano (WebEx) and Laura Ruberto (call-in), Bond, Schoeneck & King; Mark Levitt(WebEx and Jenna Peppenelli (WebEx), Levitt & Gordon; Greg Evans and Mike Lennon, The Indium Corporation of America; Bruce Smith(WebEx), Central Utica Building, LLC; Lou Aiello, MVHS (WebEx); Enessa Carbone and Edward Impert (WebEx), Lithia Motors, Inc.; Patrick Donnelly, (WebEx); Jolene Cleaver, The Sentinel (call-in)

Chair Grow called the meeting to order at 8:07 AM.

Executive Session

On a motion from F. Betrus, seconded by S. Zogby, the Board unanimously approved entering into executive session to evaluate potential contracts and existing litigation involving the Agency.

On a motion from M. Fitzgerald, seconded by E. Quadraro, the Board unanimously approved exiting executive session. No action was taken during the executive session.

Minutes

The June 17, 2022 meeting minutes were reviewed. The date for the potential termination of the Michael Baldwin/Research Associates of Syracuse, LLC PILOT needs to be corrected to January 1, 2023, rather than 2022. **A motion to approve the minutes as corrected was moved by M. Fitzgerald and seconded by F. Betrus. The motion carried 7-0.**

Interim Financials

M. Carney reviewed the June 30th interim financial report. She noted the closing on the Pivot Energy Solar project and receipt of an application fee from McCraith Beverage/STD Realty. M. Fitzgerald suggested that the Yearly Budget and Remaining Budget columns be dropped. Instead, he suggested to include a comparison to the last two years. S. Papale noted that she will be incurring some additional costs related to the posting of NYS-required documents/meetings on the web. **The Agency received and accepted the interim financials, subject to audit.**

The Indium Corporation of America – Park Woods Drive – Inducement Resolution

Chair Grow introduced a request from The Indium Corporation of America granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$131,250); exemptions from mortgage recording tax (valued at \$99,750) and reduction of real property tax for a period of ten years, during which time the Company will have a fixed exemption (valued at \$825,000), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. The Company will assume the existing PILOT from AX NY Office, L.P. and the proposed new PILOT will start after the existing PILOT Payments are scheduled to terminate. Chair Grow introduced indium President Greg Evans and invited him to speak. Mr. Evans made the following points in his presentation:

- They have run out of office and manufacturing space.
- Their current Oneida County employee head count is 733 full-time equivalents, with 20 current openings.
- They aim to purchase The Hartford building which will enable the company to accommodate current growth.
- The \$825,000 PILOT benefit value is about one-third of what they originally calculated as a PILOT benefit value.

DRAFT

- He presented a proposed amended application showing a PILOT schedule with a PILOT benefit value of \$1,275,000 over 10 years, explaining that this would not result in the taxing jurisdictions not seeing a reduction in payments.
- There are two additional users on the Robinson Road water line extension.
- Employees are allowed to work remotely one day per week.

M. Fitzgerald motioned, and F. Betrus seconded, a motion to approve an inducement resolution request from The Indium Corporation of America granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$131,250); exemptions from mortgage recording tax (valued at \$99,750) and reduction of real property tax for a period of twelve years, during which time the Company will enjoy fixed PILOT benefit values as follows: 2023: \$0; 2024: \$40,000; 2025: \$150,000; 2026: \$150,000; 2027: \$150,000; 2028: \$150,000; 2029: \$150,000; 2030: \$135,000; 2031: \$120,000; 2032: \$90,000; 2033: \$75,000; 2034: \$60,000, totaling \$1,270,000; the Company will assume the existing PILOT from AX NY Office, L.P. and payments will continue to be made under the terms of the existing Allocation Agreement until the existing PILOT Payments are scheduled to terminate, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and contingent upon receipt from the company of amended application materials and cost benefit analysis, and authorizing the Agency to conduct a public hearing. The motion carried 7-0.

Central Utica Building, LLC – Sales Tax Exemption Request

Chair Grow introduced a letter from Central Utica Building, LLC (CUB) requesting limited exempt purchases under the previously authorized sales tax exemption (value not to exceed \$894,323.00). Chair Grow invited Bruce Smith, the representative of CUB to speak on the request.

Mr. Smith gave a brief overview about the CUB Project and why it is critical to the hospital project, the City of Utica, and the County. The Central New York Cardiology (CNYC) lease expires in April 2023 and they have to relocate from their current office to the Wynn Hospital campus; CNYC prefers to time the relocation to the new building with the end of their existing lease. CNYC has outgrown their current space, and needs additional square footage to accommodate and attract new specialties.

The proposed CUB building, housing an ambulatory surgery center, must be operational before the Wynn Hospital opens in Fall 2023. The CUB Project is critical for CNYC to maintain its competitive advantage for the delivery of critical cardiology services. To meet the deadline, CUB must begin its construction procurement, staging, and site work activities immediately. CUB is requesting that the OCIDA provide a sales tax exemption for long lead items.

Chair Grow acknowledged receipt of a letter from Fogel and Brown, P.C. pertaining to the CUB request, a copy of which will be included as an attachment to these minutes.

M. Fitzgerald asked about the status of the ground lease with MVHS. Mr. Smith responded that the ground lease had been signed. Chair Grow indicated that the OCIDA, and Mark Levitt, counsel to the OCIDA, should be able to review the ground lease to confirm site control except for the parcel that is the subject of the eminent domain proceeding. Mr. Smith agreed, and requested the document be kept confidential.

M.F. Messenger motioned, and S. Zogby seconded, a motion to approve the request from Central Utica Building, LLC to appoint it as agent for the purposes of making limited exempt purchases under the previously authorized sales tax exemption (value not to exceed \$894,323.00), such amount to be subject to recapture if conditions to financial assistance are not met, and also subject to confirmation of site control by Central Utica Building, LLC in the form of the review and approval of the ground lease by Mr. Levitt. The motion carried 7-0.

Lithia Motors – Carbone Auto Group – Job Commitment

Chair Grow stated that the Board had some concerns about the jobs shortfall in what appears to be a breach of contract. He acknowledged the letter from Lithia explaining the situation. Chair Grow invited Ms. Carbone to speak to

DRAFT

the situation. Ms. Carbone explained that their current limitation is finding quality applicants. They have been working with Oneida-Herkimer-Madison BOCES on an apprenticeship program, resulting in new employment at many Oneida County dealerships. Chair Grow and F. Betrus both expressed concern that even if the jobs that were committed, the Agency had no way to verifying they exist. S. Zogby noted the increased assessed value provided by the building and the fact that they are in the final year of the five-year commercial PILOT program. **S. Zogby motioned, and M. F. Messenger seconded, a motion to terminate the Lithia Motors-Carbone Auto Group PILOT benefits from January 1, 2022 forward and that any benefits incurred since that date were to be recaptured, with supplemental tax bills issued by the taxing jurisdictions. The motion carried 6-0, with M. Fitzgerald abstaining.**

There being no further business, at 10:46 AM Chair Grow asked for a motion to adjourn the meeting: M. Fitzgerald moved, and M.F. Messenger seconded, the motion to adjourn. Motion carried 7-0.

Respectfully Submitted,

Mark Kaucher

Attached: Fogel & Brown, P.C. Letter, July 14, 2022

Oneida County Industrial Development Agency
Notes to the Financial Statements
July 31, 2022

Balance Sheet:

1. Cash increased by \$250K over the last 12 months; this is basically due to the increase in net assets
2. The balance in restricted cash is made up of PILOT holdings; per direction from the board, the PILOT holding is being presented on the financial statements under assets instead of under liabilities; this more clearly shows the actual assets of the organization
3. The \$1,000 commitment fees collected from the following for projects that have not closed as of July 31:
 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. The Buck Group LLC (received November 2021)
 5. Solar Generation Projects LLC (SG Oneida PV) (received December 2021)
 6. Solar Power Capital LLC (received January 2022)
 7. Solitude Solar, LLC (received February 2022)
 8. Fiber Instrument Sales (received March 2022)
 9. McCraith Beverages (received June 2022)
 10. Indium Corporation (received July 2022)
4. Fund balance increased approximately 45% over the last 12 months

Budget Comparison Report (Income Statement):

1. 2022 annual lease payments have been billed
2. The following are the closings and application fees received from 1/1/22-7/31/22:

1/21/2022	Solar Power Capital LLC	App Fee	500.00
2/7/2022	Solitude Solar, LLC	App Fee	500.00
2/25/2022	Camden Renewables, LLC	Admin Fee	40,231.25
2/25/2022	Camden Renewables, LLC	Committment Fee	1,000.00
3/16/2022	Fiber Instrument Sales	App Fee	500.00
4/1/2022	B240 LLC	B240 LLC Admin Fee	81,721.00
6/13/2022	McCraith Beverages / STD Realty	Application Fee	500.00
6/30/2022	Pivot Energy, INC	Admin Fee	20,976.00
6/30/2022	Pivot Energy, INC	Committment Fee	1,000.00
7/15/2022	Indium Corporation Of America	Application Fee	500.00
7/31/2022	Quiet Meadows Solar Farm 2, LLC	Admin Fee	500.00
7/31/2022	Quiet Meadows Solar Farm 2, LLC	Admin Fee Quiet	500.00
Total as of 7/31/22			148,428.25

3. 2020 Admin fees include 2 large projects thus the large difference from the other comparative years

No other significant items to note

Oneida County Industrial Development Agency
Balance Sheet
July 31, 2022 and 2021

	Current Year	Prior Year
Assets		
Current Assets		
Cash and Cash Equivalents	847,490	596,898 ¹
Restricted Cash - PILOT Holdings	88,445	123,778 ²
PILOT Holdings	(88,445)	(123,778) ²
Accounts Receivable	7,750	1,250
Prepaid Expenses	1,867	1,605
Total Current Assets	857,107	599,753
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	857,107	599,753
Liabilities & Net Assets		
Liabilities		
Current Liabilities		
Accounts Payable	7,034	9,597
Accrued Expenses	4,083	4,083
Deferred Revenue	10,000	11,000 ³
Total Current Liabilities	21,118	24,681
Total Liabilities	21,118	24,681
Net Assets		
Fund Balance	435,989	175,072
Fund Balance-Board Restricted	400,000	400,000
Total Net Assets	835,989	575,072 ⁴
Total Liabilities & Net Assets	857,107	599,753

Oneida County Industrial Development Agency
Budget Comparison Report

Current Period: 7/1/2022 - 7/31/2022

Budget Period: 1/1/2022 - 7/31/2022

With Comparative Years Ending 2021 and 2020

	Current Period Actual	Current Period Budget	Year-to-Date Actual	Year-to-Date Budget	2021	2020
Revenue						
Reimbursements	0	0	216	0	0	9,838
Interest Income & Miscellaneous	5	38	776	263	539	5,011
Lease Payments	0	3,396	52,750	23,771 1	53,250	44,750
PILOT Application / Admin Fees	1,500	21,667	148,428	151,667 2	404,120	921,257 3
PILOT Clawback MSP	0	0	0	0	65,000	0
Total Revenue	1,505	25,100	202,170	175,700	522,909	980,855
Expenses						
Business Expense	20	0	184	0	605	975
Contracted Service-Accounting	583	583	4,083	4,083	7,000	7,500
Contracted Services - Legal	850	850	5,900	5,900	9,600	9,675
Legal Services & PILOT Clawback MSP	0	0	0	0	60,695	4,305
Contracted Services- Other	3,269	0	3,269	0	8,089	0
Marketing- Contracted Services	200	17	735	117	349	195
Dues & Subscriptions	0	150	1,250	1,050	1,385	1,250
Insurance - General	376	333	2,199	2,333	3,788	3,762
Special ED Projects Contingency	8,333	8,333	58,333	58,333	100,000	799,995
Office Supplies & Expense	40	267	280	1,867	238	0
Seminars & Conferences	0	250	720	1,750	4,021	2,785
Service Fees	14,000	14,000	98,000	98,000	160,000	160,000
Total Expenses	27,672	24,783	174,954	173,433	355,770	990,442
Excess or (Deficiency) of Revenue Over Expenses	(26,167)	317	27,216	2,267	167,139	(9,587)

**Oneida County Industrial Development Agency
Statement of Cash Flows
For the Period Ending July 31, 2022**

Cash Flows From (Used by) Operating Activities

Increase (Decrease) in Net Assets	\$ 260,917
Adjustments for Noncash Transactions	
Depreciation and Amortization	0
(Increase) Decrease in Assets	
Accounts Receivable	(6,500)
Prepaid Expenses	(262)
Increase (Decrease) in Liabilities	
Accounts Payable and Accrued Liabilities	(3,563)
Net Cash Flows From Operating Activities	<u>250,592</u>

Cash Flows From (Used By) Investing Activities

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

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	0

Net Increase (Decrease) in Cash and Cash Equivalents 250,592

Cash and Cash Equivalents, Beginning of Period 596,898

Cash and Cash Equivalents, End of Period \$ 847,490

**Minutes of the Meeting of the
Oneida County Industrial Development Agency
November 19, 2021**

In person at 584 Phoenix Drive, Rome, NY and Webex Video/Teleconference

Members Present: David Grow; L. Michael Fitzgerald; Steve Zogby; Kirk Hinman; Eugene Quadraro.

Members Present Webex/Teleconference: Ferris Betrus.

EDGE Staff Present: Shawna Papale; Jennifer Waters; Mark Kaucher; Steven J. DiMeo; Bill Van Shufflin; Maureen Carney; Tim Fitzgerald.

Others Present: Rome Mayor Jackie Izzo; Bob Scholefield, Mohawk Valley Health System; Bruce Smith, Cohen Compagni Beckman Appler & Knoll, PLLC; Dave Quirillo, Central Utica Building

Others Present Webex/Teleconference: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt and Jenna Peppenelli, Levitt & Gordon; Genevieve Trigg, Barclay Damon.

Chair Grow called the meeting to order at 8:03 AM.

Executive Session: Chair Grow asked if there were any requests for Executive Session. At 8:03 AM, S. Zogby motioned to enter executive session to discuss pending contracts and possible litigation matters. M. Fitzgerald seconded the motion, which carried 6-0.

At 9:02 AM, a motion to exit executive session and return to the open meeting was moved by E. Quadraro, seconded by F. Betrus, and carried 6-0.

Minutes: The October 21, 2021 meeting minutes were reviewed. M. Fitzgerald pointed out the incorrect date in the heading of the minutes. T. Fitzgerald stated that the language regarding the lease renewal to Rome Community Brownfield Restoration Corporation needed to be revised to state that the lease agreement will use the Agency's current form. **A motion to approve the minutes as corrected was moved by S. Zogby, seconded by E. Quadraro and carried 6-0.**

EDGE 2022 Contract and Supplemental Contract

Chair Grow presented for the Agency's consideration, the proposed 2022 Mohawk Valley EDGE Staff Service Contract and Supplemental Staff Service Contract. With no comments or questions, F. Betrus moved to approve both the 2022 Mohawk Valley EDGE Staff Service Contract and Supplemental Staff Service Contract, as presented. K. Hinman seconded the motion, which then carried 6-0.

M. Fitzgerald reminded the Agency that after the previous meeting, staff was going to evaluate the time and effort associated with change in ownership activities that come before the Agency, in anticipation of more such activity occurring as the Agency takes on more solar projects. **M. Fitzgerald moved to increase the fee for handling such requests from \$500 to \$2,500. The motion was seconded by E. Quadraro and was passed unanimously.**

Parco Properties, Inc./The Fountainhead Group, Inc.

Chair Grow introduced a final authorizing resolution relating to the Parco Properties, Inc./The Fountainhead Group, Inc. facility, approving financial assistance in the form of exemptions from sales tax (estimated at \$97,475 but not to exceed \$107,222) and reduction of real property tax for a period of ten years, during which time the Company will pay PILOT Payments equal to the current taxes (estimated at \$203,000), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the form and execution of related documents in the Agency's customary form and subject to counsel review. The Agency conducted a public hearing on August 26, 2021 and mailed deviation notices to the affected tax jurisdictions on November 10, 2021. Chair Grow pointed out that no comments were received from the affected taxing jurisdictions. **A motion to approve the final authorizing resolution relating to the Parco**

Properties, Inc./The Fountainhead Group, Inc. facility was moved by S. Zogby and seconded by M. Fitzgerald. F. Betrus asked for clarification if a 2% yearly escalator was included in the proposed benefit. Both M. Kaucher and S. Papale stated that there was, but that the current taxes are locked in for 10 years. **S. Zogby amended his motion so that it would be consistent with the annual increases outlined in the original inducement resolution. M. Fitzgerald concurred. With no further discussion, the motion carried, 6-0.**

Cold Point Corporation

Chair Grow introduced a request from Cold Point Corporation to amend an existing sales tax exemption to (i) extend the time for an additional one year through May 18, 2022 and (ii) increase the value of the exemption from \$144,683 to \$188,870, a difference of \$44,187. A public hearing is not required as the value of the additional financial assistance does not exceed \$100,000. **M. Fitzgerald moved to approve the request from Cold Point Corporation to both extend its sales tax exemption period and increase the value of its exemption, as proposed. The motion was seconded by K. Hinman and was passed unanimously.**

GSPP 7024 Fox Rd., LLC (Marcy Community Solar Project)

Chair Grow introduced a request from GSPP 7024 Fox Rd., LLC (Marcy Community Solar Project) to consent to a change of control to (i) the transfer of 100% of the Company's equity voting interest from GSPP CM Panel, LLC to GSPP Holdco, LLC and (ii) the transfer of 100% of the equity voting interest from GSPP Holdco, LLC to GSPP CB 2021 Master Lessor, LLC, which is contemplated to occur upon mechanical completion of the Project, and authorize the form and execution of related documents subject to counsel review. **S. Zogby moved to approve the request from GSPP 7024 Fox Rd., LLC to consent to changes of control, as proposed. The motion was seconded by M. Fitzgerald and passed 6-0.** M. Fitzgerald that this action will be subject to the new fee schedule, which was just approved.

GSPP Hillsboro & Dunbar, LLC (Camden Community Solar Project)

Chair Grow introduced a request from GSPP Hillsboro & Dunbar, LLC (Camden Community Solar Project) to amend previously authorized financial assistance in the form of reduction of real property taxes for a period of 25 years (value estimated at \$1,729,030), consistent with the Agency's Uniform Tax Exemption Policy (Community Solar Policy) and authorizing the Agency to conduct a public hearing. The Agency adopted a final authorizing resolution on October 23, 2020 approving financial assistance for the project consistent with the Community Solar Policy that was adopted in September 2020. The applicant is requesting the financial assistance be revised to be consistent with the amended Community Solar Policy that was adopted in April 2021. GIS Mapping confirms the land is classified as Farmland of Statewide Importance and the \$5,500 per MW rate applies. The applicant has submitted a decommission plan and decommissioning bond that has been approved by the Host Community. **E. Quadraro moved to approve the request from GSPP Hillsboro & Dunbar, LLC to consent to changes to financial assistance, as proposed and authorizing the Agency to conduct a public hearing. The motion was seconded by S. Zogby and passed 6-0**

Central Utica Building, LLC

Chair Grow introduced an inducement resolution relating to the Central Utica Building, LLC facility, providing preliminary approval for financial assistance in the form of exemptions from sales tax (estimated at \$1,820,000 not to exceed \$2,002,000) and exemptions from mortgage recording tax (estimated at \$128,138 not to exceed \$140,951), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. The project is considered a "retail facility" and the Agency will need to make findings at a future meeting to qualify financial assistance. S. Zogby stated that the proposed benefit seems high, given that Mohawk Valley Health System will only occupy 25-30% of the building, according to the information provided. As such, he would be comfortable with reducing and limiting the financial benefit. **M. Fitzgerald made a motion to approve a benefit to Central Utica Building, LLC not to exceed \$500,000 in sales tax exemption and not to exceed \$140,951 in mortgage recording tax exemption. S. Zogby seconded this motion.** Chair Grow then noted that the Agency has been supportive of the MVHS hospital project since its inception, and that this proposed benefit aligns with that support by benefitting this project commensurate with the level of MVHS building occupation. B. Scholefield stated that according to the application, MVHS will be utilizing about 25% of the proposed building. B. Scholefield then stated that ambulatory

surgical centers, such as the one MVHS is proposing to put in this building, are handling more and more surgeries as a trend nationwide, and that this project would help build the capacity of such surgical space in Oneida County. F. Betrus asked if this building will be connected to the hospital. B. Scholefield stated that they would not be connected, and that generally speaking, the traffic between these buildings will generally be low, limited to doctors and staff. **With no further discussion, the motion passed 6-0.**

Delta Luxury Townhomes LLC

Chair Grow introduced an inducement resolution relating to the Delta Luxury Townhomes LLC facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (estimated at \$490,000 not to exceed \$539,000) and exemptions from mortgage recording tax (estimated at \$64,500 not to exceed \$70,950) which financial assistance is consistent with Tier 3 benefits under the Agency's Uniform Tax Exemption Policy (Housing Policy) and authorizing the Agency to conduct a public hearing. **M. Fitzgerald made an amended motion, such that the sales tax benefit will be the lesser of what's incurred within two years of the ~~inducement date~~ of the agency appointment, or \$490,000, and cannot exceed the lesser amount. K. Hinman seconded the motion.** M. Fitzgerald asked Mayor Izzo to explain the ongoing need for new housing in Rome, which this project seeks to satisfy. Mayor Izzo explained that townhomes are a segment of the area's housing stock that is very limited, and this project addresses this need, which is identified in the applicant's market study. **With no further discussion, the motion passed 6-0.**

Delta Luxury Townhomes LLC – SEQR Resolution

Chair Grow introduced a SEQR resolution relating to the Delta Luxury Townhomes LLC facility. The City of Rome Planning Board acted as lead agency for the SEQR review and determined on July 8, 2021 that the project is a Type 1 action. Mayor Izzo stated that the City Planning Board has given the project a negative declaration on the SEQR. She also stated that, in connection to this project, the City plans to replace the bridge crossing over the Wood Creek at Merrick Rd. **A motion to accept the SEQR findings related to the Delta Luxury Townhomes LLC project was moved by F. Betrus, seconded by S. Zogby, and carried 6-0.**

Financial Report

M. Carney reviewed the interim financial statements from October 31, 2021. She stated that the Agency had closed on its projects with EDF Renewables 2 and Square One Coating Systems in October. These closings resulted in over \$54,000 in administrative closing fees paid to the Agency. Overall, there has been an increase in cash of over \$194,000 over the last twelve months. She also noted that the project with Engler Electric closed during the month of November.

S. Zogby asked if the Agency was on track to close several more projects by the year's end, which S. Papale confirmed. She also stated that there usually is an uptick in project closings at the end of each year.

The financial report was accepted as presented.

There being no further business, Chair Grow asked for a resolution to adjourn the meeting. At 9:32 AM a motion to adjourn the meeting was moved by S. Zogby, seconded by M. Fitzgerald, and carried unanimously.

Respectfully Submitted,

Tim Fitzgerald

**DRAFT Minutes of the Meeting of the
Oneida County Industrial Development Agency
March 25, 2022
584 Phoenix Drive, Rome, NY/Webex Video/Teleconference**

Members Present: David Grow, Michael Fitzgerald; Kirk Hinman, Steve Zogby.

Members Present: WebEx: Mary Faith Messenger; Ferris Betrus, Gene Quadraro.

EDGE Staff Present: Shawna Papale, Steven DiMeo, Bill Van Shufflin, Mark Kaucher, Tim Fitzgerald, Laura Cohen, Maureen Carney, Jennifer Waters

Other Attendees: Rome Mayor Jackie Izzo; Tim Thomas & Franca Armstrong, MVCC; Mark Cushman & Alison Stanulevich, Fiber Instrument Sales

Other Attendees: WebEx: Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Greg Evans, Bonadio & Co.; Gordon Woodcock, Pivot Solar, LLC.

Chair Grow called the meeting to order at 8:45 AM.

Minutes

The March 3, 2022 meeting minutes were reviewed. **A motion to approve the minutes, as amended, was moved by F. Betrus and seconded M.F. Messenger. The motion carried 7-0.**

Horsht, LLC – INDUCEMENT RESOLUTION

Chair Grow introduced a request to consider an inducement resolution relating to the Horsht, LLC (Fiber Instrument Sales and The Light Connection) Facility, granting preliminary approval for financial assistance in the form of reduction of real property tax for a period of 10 years on the increased assessment resulting from the project (value estimated at \$228,160), exemptions from mortgage recording taxes (valued at \$21,123) and exemptions from sales tax (valued at \$161,664), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. M. Fitzgerald asked for staff to clarify that this is an incremental PILOT. S. Papale confirmed this. M. Cushman, representing the applicant, gave a brief overview of the proposed project, stating that this expansion is essential to helping Giotto Enterprises collectively remain a world leader in the fiber optics industry. The proposed project will retain 293 existing full-time jobs and create 15 new full-time jobs. F. Betrus asked if the actual fiber optic glass is being manufactured in house, or if that function was being outsourced. M. Cushman responded that the glass is not being manufactured in house, but rather by Corning. The company then converts that glass into the final cable product. M. Fitzgerald asked if the company would be agreeable to combining its job retention and creation numbers across all Giotto Enterprises facilities in Oneida County, which would give the company the freedom and flexibility to achieve its job metrics. A. Stanulevich stated that they would be agreeable to this change, and asked what needed to be done on their end. S. Papale requested that she provide the total number of employees across Giotto Enterprises within Oneida County, and that this would become the baseline number used by the Agency for reporting. A. Stanulevich stated that she would provide this information. **A motion to approve an inducement resolution relating to the Horsht, LLC (Fiber Instrument Sales and The Light Connection) Facility, with the change to the total number of employees to be retained as agreed upon, was moved by M. Fitzgerald, seconded by S. Zogby, and carried 7-0.**

Financials:

Audit

M. Carney presented the 2021 draft audit for consideration. She stated that the Audit Committee met with the auditors at The Bonadio Group. M.F. Messenger stated that the Committee accepted the auditor's unqualified opinion, and that no issues were identified in the audit. As such, the Committee offered the draft audit to the Board for acceptance and filing. **A motion to accept the 2021 audit and communications presented to the audit committee and forwarding it to New York State, was moved by M. F. Messenger, seconded by K. Hinman, and carried 7-0.**

Interim Financials

M. Carney stated that cash has increased by about \$170,000 over the past twelve months. There are still some PILOT holdings in the Agency's restricted cash. Two application/commitment fees has been received in 2022 so far. Annual lease bills have gone out to all existing projects, so the Agency will start to see those payments coming in soon. The Camden Renewables project closed in February. **There being no further questions or comments, the Agency received the interim financials as presented.** Chair Grow then asked for an **amendment to the budget, which would adjust the amount budgeted for professional services, specifically the Agency's corporate attorney. The proposed change would increase the monthly retainer amount from \$800 to \$850, starting February 1st, 2022. S. Zogby made the motion to adjust the budget as proposed. The motion was seconded by K. Hinman, and carried 7-0.**

Ratify and Confirm PAAA Submissions

The Agency reviewed its annual Public Authorities Accountability Act (PAAA) submissions. **A motion to ratify and confirm the current PAAA submissions was moved by M.F. Messenger, seconded by F. Betrus, and carried, 7-0.**

OCIDA Mission Statement Ratification & Approval of Performance Measurements for 2022

The Agency reviewed its mission statement and performance measurements for 2022. **A motion to ratify and confirm the Agency's mission statement and approve its 2022 performance measurements was made by F. Betrus, seconded by M.F. Messenger, and carried, 7-0.**

OCIDA Confidential Board Performance

Chair Grow reminded Agency members that they were required to submit their confidential board performance evaluation reports to J. Waters via email as soon as they can.

SSC Kirkland, LLC (Kirkland Community Solar) Facility – FINAL AUTHORIZING RESOLUTION

Chair Grow introduced a request to consider a final authorizing resolution relating to the SSC Kirkland, LLC (Kirkland Community Solar) Facility, approving financial assistance in the form of reduction of real property tax for a period of 25 years (value estimated at \$1,819,970), which financial assistance is consistent with the Community Solar Policy adopted April 30, 2021, and authorizing the form and execution of related documents, in the Agency's customary form and subject to counsel review, conditioned upon the Company providing information relating to its principals and modifications to the Host Community Agreement with respect to project fees. The Agency conducted a public hearing on March 24, 2022. S. Papale explained that the modifications to the Host Community Agreement have not yet been finalized due to travel and scheduling among parties, but that the Town's attorney understands the requested modifications. F. Betrus asked if this land is located in a floodplain. Nobody was able to confirm whether or not it was. After discussion about public sentiments about this project and solar projects in general, the Agency felt it was appropriate to table this resolution until the regularly scheduled April meeting, so that the Host Community Agreement can be modified and executed. **A motion to table this proposed resolution until the regularly scheduled April meeting was made by F. Betrus, seconded by K. Hinman, and carried 7-0.**

Delta Luxury Townhomes, LLC Facility – FINAL AUTHORIZING RESOLUTION

Chair Grow introduced a request to consider a final authorizing resolution relating to the Delta Luxury Townhomes, LLC Facility, approving financial assistance in the form of exemptions from mortgage recording taxes (valued at \$64,500) and exemptions from sales tax (valued at the lesser of what is incurred within two years of the agency appointment

inducement date, or \$490,000, and cannot exceed the lesser amount), which financial assistance is consistent with the Tier 3 benefits described in the Housing Policy, and authorizing the form and execution of related documents, in the Agency's customary form and subject to counsel review. The Agency conducted a public hearing on February 8, 2022. M. Fitzgerald clarified that there is a firm 24-month deadline on the benefit to the company. S. Papale asked if it was realistic for this project to be completed in that period of time. Mayor Izzo explained that this project is underway, with the City investing about \$2 million in water, sewer, and road infrastructure. She was confident that this project could be completed within that timeline. **A motion to approve the final authorizing resolution relating to the Delta Luxury Townhomes, LLC Facility was moved by F. Betrus, and seconded by M.F. Messenger.** M. Fitzgerald asked counsel if he needed to abstain from this vote, since he is serving as an expert witness on a case involving the applicant. M. Levitt stated that due to the nature of the case, there was no conflict of interest. **The motion carried 6-0, with M. Fitzgerald abstaining.**

Pivot Solar, LLC (Verona Community Solar) Facility – INDUCEMENT RESOLUTION

Chair Grow introduced a request to consider an inducement resolution relating to the Pivot Solar, LLC (Verona Community Solar) Facility, granting preliminary approval for financial assistance in the form of reduction of real property tax for a period of 25 years (value estimated at \$243,129), which financial assistance is consistent with the Community Solar Policy adopted March 3, 2022, and authorizing the Agency to conduct a public hearing, conditioned upon receipt of an executed Host Community Agreement. G. Woodcock, representing the applicant, stated that they had executed the host community agreement as of the day prior. L. Ruberto explained that the PILOT will apply to the solar array only, and not the entire parcel. She further clarified that the full tax on the entire parcel is still due in addition to any PILOT on the solar array in particular. After some discussion about what the full market value of the entire parcel would be, G. Woodcock clarified that Pivot Solar will be leasing the land, not purchasing it, and that the land acquisition cost identified in the application represents the net present value of the term of the lease. M. Fitzgerald asked for clarification about the ownership of Energy Capital Partners. G. Woodcock explained that it is basically a private equity fund, and also directed the Agency's attention to ECP's website, which lists ECP's senior leadership team. It is not a publicly traded fund, and is established as a limited partnership. M. Fitzgerald suggested inducing the project today, with the condition that the applicant satisfactorily answers the questions regarding ownership of this entity. **A motion to approve the inducement resolution relating to the relating to the Pivot Solar, LLC Facility, subject to satisfactorily clarifying ownership structure, was moved by S. Zogby, seconded by M. Fitzgerald, and carried 7-0.**

SEQR resolution – Pivot Solar, LLC (Verona Community Solar)

Chair Grow introduced a request to consider a SEQR resolution relating to the Pivot Solar, LLC (Verona Community Solar) Facility. The Town of Verona acted as lead agency with respect to the SEQR review and determined the project is an "Unlisted Action," and the Agency wishes to adopt the findings and determinations of the lead agency. **A motion to approve the SEQR resolution relating to the relating to the Pivot Solar, LLC Facility, was made by M.F. Messenger, seconded by M. Fitzgerald, and carried 7-0.**

Consider a request from Engler Electric, Inc. for an extension of time for its sales tax exemption.

M. Kaucher explained that a request has been received from Engler Electric, Inc. for an extension of time for its sales tax exemption, so that the company can erect fencing and racking that had been delayed due to COVID-19 related supply chain disruptions. **A motion to approve the extension of sales tax exemption for Engler Electric, Inc., until June 15, 2022, was made by M.F. Messenger, seconded by S. Zogby, and carried 7-0.**

Designation of FOIL officer

After Chair Grow pointed out that the Agency has never appointed a FOIL officer, **a motion to appoint J. Waters as the OCIDA FOIL Officer was made by M. Fitzgerald, seconded by F. Betrus, and carried 7-0.**

2021 Project Report

After directing the Agency members' attention to the 2021 Project Report, S. Papale pointed out that some projects are still falling short of their required job numbers due to COVID. Staff will be working with those nonperforming companies to secure written explanation of their circumstances and their plan to correct their shortfalls. She further explained that some nonperforming companies have already provided explanations. These explanations will be brought to the Agency for review when all have been received.

Resolution on SUNY Polytechnic Institute

J. Waters presented for consideration a resolution regarding the proposed decoupling of SUNY Polytechnic Institute's Utica and Albany campuses. In Governor Hochul's 2022 State of the State address, she briefly mentioned separating SUNY Poly's two campuses, and reuniting the former CNSE component with University at Albany. Chair Grow discussed the importance of voicing the Agency's opposition to decoupling the two campuses because it would be detrimental to regional economic development efforts, and the Agency should be on record in its opposition in case the State were to move forward with any action prior to the Agency's April meeting. After some additional conversation about the detrimental effects of decoupling the two campuses, the following resolution was put forward:

RESOLVED that Oneida County Industrial Development Agency hereby affirms its continued support for maintaining the two-campus SUNY Polytechnic Institute model and strongly opposes any changes that would separate the two campuses and reunite the former CNSE component with UAlbany as this would pit one region of New York against another region and disregards (a) the strategic importance of SUNY Poly and its unique mission to foster economic growth in the Upstate economy at a time when major economic growth opportunities are taking place, be it further

RESOLVED, that copies of this Resolution be forwarded to Governor Kathy Hochul; SUNY's Interim Chancellor, Deborah F. Stanley; Dr. Merryl H. Tisch, Chairperson of the SUNY Board of Trustees; and copies to Senate Majority Leader Andrea Stewart Cousins; Senate Minority Leader Robert G. Ort; State Senators Joseph A. Griffo, Senator Peter Oberacker, and Rachel May; Assembly Speaker Carl E. Heastie; Assembly Minority Leader William Barclay; and Assembly Members Marianne Buttsenschon, Brian D. Miller, Kenneth Blankenbush, and Robert Smullen.

A motion to approve the proposed resolution was made by M. Fitzgerald, seconded by F. Betrus, and carried 7-0.

Old Business

F. Betrus asked whether the Town of Marcy's Planning Board had finalized its solar policy, and if it was available for review. S. Papale stated that the policy had not yet been finalized, and the Planning Board was not willing to share the draft document at this time.

Executive Session

At 10:16 AM a motion to enter executive session to discuss a pending contracts and litigation was made by S. Zogby, seconded by M.F. Messenger, and carried 7-0.

At 10:38 AM a motion to exit executive session and return to the open meeting was moved by F. Betrus, seconded by M.F. Messenger and carried 7-0.

There being no further business, at 10:38 AM Chair Grow asked for a motion to adjourn the meeting: F. Betrus moved, and M.F. Messenger seconded the motion to adjourn. Motion carried 7-0.

Respectfully Submitted,
Tim Fitzgerald

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



REQUEST TO AMEND PREVIOUSLY SUBMITTED APPLICATION FOR FINANCIAL ASSISTANCE

Oneida County Industrial Development Agency

584 Phoenix Drive
Rome, New York 13441-1405

(315) 338-0393 telephone
(315) 338-5694 fax

Shawna M. Papale, Executive Director

Please also deliver an electronic copy of all.

All applications must be submitted at least 10 days prior to meeting.

Project Name Woods Park Drive Purchase-Renovation

Applicant Name The Indium Corporation of America

Date of Original Submission July 11, 2022

Date of AMENDED Submission July 29, 2022

Project Number

N/A

Check all categories best describing the **scope of the project**:

- Acquisition of land
- Acquisition of existing building
- Renovations to existing building
- Construction of addition to existing building
- Demolition of existing building
- Construction of a new building
- Acquisition of machinery and/or equipment
- Installation of machinery and/or equipment
- Other (specify) Improvement of space and property for future tenants

Please indicate the financial assistance requested of the Agency, and provide the estimated value of said assistance. Attach a sheet labeled "Proposed PILOT" that shows the annual utilization of the Real Property Tax Abatement by year. If there is no change in original PILOT request approved by the Agency, the PILOT section can be skipped.

<u>Agency Assistance Requested</u>	Original Value	Revised Value
<input checked="" type="checkbox"/> Payment In Lieu of Real Property Taxes (PILOT) — (Savings due to PILOT)	\$ 1,270,000	\$ 1,270,000
<input checked="" type="checkbox"/> Mortgage Tax Exemption (.75%) Amount of mortgage:	\$ 99,750 \$ 13,300,000	\$ 82,200 \$ 10,960,000
<input checked="" type="checkbox"/> Sales and Use Tax Exemption ** (8.75%) Value of goods/services to be exempted from sales tax:	\$ 131,250 \$ 1,500,000	\$ 148,750 \$ 1,700,000
Total:	\$ 1,501,000	\$ 1,500,950

Is the financial assistance requested by the Applicant consistent with the IDA's Uniform Tax Exemption Policy? Yes No

If no, please provide a written statement describing the financial assistance being requested and detailing the reasons the IDA should consider deviating from its Policy.

PILOT is a deviation from Agency's standard UTEP.

**** Note that the estimate provided above will be provided to the New York State Department of Taxation and Finance. The Applicant acknowledges that the transaction documents will include a covenant by the Applicant that the estimate, above, represents the maximum amount of sales and use tax benefit currently authorized by the Agency with respect to this Application. The Agency may utilize the estimate, above, as well as the proposed total Project Costs as contained within this Application, to determine the Financial Assistance that will be offered. It is the responsibility of the applicant to inform the IDA within 10 days if the project amount changes.**

REVISED BUDGET REQUEST

Part IX: Estimated Project Cost and Financing

11(a) List the costs necessary for preparing the facility.

	Original	Revised	Difference (Use minus symbol where applicable)
LAND Acquisition	\$ 1,500,000	1,500,000	0
Existing Building(s) ACQUISITION	\$ 10,700,000	10,700,000	0
Existing Building(s) RENOVATION	\$ 0	633,365	633,365
NEW Building(s) CONSTRUCTION	\$		
Site preparation/parking lot construction	\$		
Machinery & Equipment that is TAXABLE	\$ 100,000	100,000	0
Machinery & Equipment that is TAX-EXEMPT	\$		
Furniture & Fixtures	\$ 1,335,000	701,635	-633,365
Installation costs	\$ 50,000	50,000	0
Architectural & Engineering	\$		
Legal Fees (applicant, IDA, bank, other counsel)	\$ 15,000	15,000	0
Financial (all costs related to project financing)*	\$		
Permits (describe below)	\$		
Other (describe below)	\$		
Subtotal	\$ 13,700,000	13,700,000	0
Agency Fee ¹	\$ 59,250	59,250	0
Total Project Cost	\$ 13,759,250	13,759,250	0

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

¹ *See Attached Fee Schedule (Page 25) for Agency Fee amount to be placed on this line.*

Permit Information

No change

Other Information

INDIUM-Park Woods Drive PILOT Approved By OCIDA July 15, 2022

Year	Normal Tax Based on Assessment	PILOT Exemption (Benefit)	PIF Payment on Bonds	Balance To Taxing Jurisdictions
Pre-Pilot	2022 \$ 481,534		\$ 235,000	\$ 246,534
	<u>ESTIMATES</u>	<u>FIXED AMOUNTS</u>		<u>ESTIMATES</u>
	2023 \$ 381,231		\$ 235,000	\$ 146,231
	2024 \$ 388,856	\$ 40,000	\$ 100,000	\$ 248,856
	2025 \$ 396,633	\$ 150,000		\$ 246,633
	2026 \$ 404,565	\$ 150,000		\$ 254,565
	2027 \$ 412,657	\$ 150,000		\$ 262,657
	2028 \$ 420,910	\$ 150,000		\$ 270,910
	2029 \$ 429,328	\$ 150,000		\$ 279,328
	2030 \$ 437,915	\$ 135,000		\$ 302,915
	2031 \$ 446,673	\$ 120,000		\$ 326,673
	2032 \$ 455,606	\$ 90,000		\$ 365,606
	2033 \$ 464,718	\$ 75,000		\$ 389,718
	2034 \$ 474,013	\$ 60,000		\$ 414,013

Note - Tax
increase
of 2% per
year.

\$ 1,270,000

Reduction
in tax from
'22 to '23
caused by
reduction in
assessment

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

Indium - Woods Park Dr.

29-Jul-22

Name of Applicant: The Indium Corporation of America

Description of Project: Building and property renovations; M&E and furnishings purchase

Name of All Sublessees or Other Occupants of Facility: 301 Woods Park Drive
Town of New Hartford (Mail Clinton, NY 13323)

Principals or Parent of Applicant: Macartney Family Trust

Products or Services of Applicant to be produced or carried out at facility: Corp. H'quarters

Estimated Date of Completion of Project: NA

Type of Financing/ Structure:

<u> </u>	Tax-Exempt Financing
<u> </u>	Taxable Financing
<u> X </u>	Sale/ Leaseback
<u> </u>	Other

Type of Benefits being Sought by Applicant:

<u> </u>	Taxable Financing
<u> </u>	Tax-Exempt Bonds
<u> X </u>	Sales Tax Exemption on Eligible Expenses Until Completion
<u> X </u>	Mortgage Recording Tax Abatement
<u> X </u>	Real Property Tax Abatement

Project Costs

Land Acquisition	\$ 1,500,000
Existing Building(s) ACQUISITION	\$ 10,700,000
Existing Building(S) RENOVATION	\$ 633,365
NEW Building(s) CONSTRUCTION	\$ -
Installation Costs	\$ 50,000
Site Preparation/Parking Lot Construction	\$ -
Machinery & Equipment (other than furniture)	\$ 100,000
Furniture & Fixtures	\$ 701,635
Architectural & Engineering	\$ -
Legal Fees (applicant, IDA, bank, other counsel)	\$ 15,000
Financial (all costs related to project financing)	\$ -
Permits	\$ -
Other	\$ -
Agency Fee	\$ 59,250
TOTAL COST OF PROJECT	\$ 13,759,250

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	97	\$ 54,000
Created Jobs FTE (over three years)	0	\$ -
Retained Jobs	97	\$ 54,000

Earnings Information for Oneida County

Average Salary of Direct Jobs for Applicant	\$ 54,000
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:

10

 Based upon sum of Construction Related Expenses

Calculation of Benefits (3 Year Period)

	Total Earnings	Revenues
Direct Jobs		
Created	\$ -	\$ -
Existing	\$ 15,714,000	\$ 667,845
Indirect Jobs		
Created	\$ -	\$ -
Existing	\$ 18,187,500	\$ 772,969
Construction - only one year		
Person Years	\$ 328,015	\$ 13,941
TOTALS Calculation of Benefits (3 Yr Period)	\$ 34,229,515	\$ 1,454,754

TAXABLE GOODS & SERVICES

		Spending Rate	Expenditures	State & Local Sales Tax Revenues
Direct Jobs	Created	36%	\$ -	\$ -
	Existing	0.36	\$ 5,657,040.00	\$ 551,561
Indirect Jobs	Created	0.36	\$ -	\$ -
	Existing	0.36	\$ 6,547,500.00	\$ 638,381
Construction - only one year	Person Years	0.36	\$ 118,085	\$ 11,513
<u>TOTAL TAXABLE GOODS & SERVICES</u>			\$ 12,322,625	\$ 1,201,456

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:	33.1154
Tax Rate for Municipality where facility is located:	3.274438
Tax Rate for County:	7.978718
Total Rate:	44.368556
Real Property Taxes Paid: \$	292,655

Municipality
New Hartford
New Hartford
Oneida

COSTS: IDA BENEFITS

Real Property Taxes Abatement	\$ 1,270,000
Mortgage Tax Abated (.75%)	\$ 82,200
Estimated Sales Tax Abated During Construction Period (8.75%)	\$ 148,750
Total:	\$ 1,500,950

Revised by IDA Board Action 7-15-22

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.

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.:

GREGORY P. EVANS, being first duly sworn, deposes and says:

1. That I am the C.E.O. (Corporate Office) of INDIUM CORPORATION (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.


(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 3rd day of August, 2022

Anne M. Hauf
(Notary Public)

ANNE M. HAUF
Notary Public, State of New York
Reg. # 01HA4852888
Appointed in Oneida County
My Commission Expires Feb. 18, 2026

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: _____

**Supplemental Resolution
The Indium Corporation of America
Woods Park Drive Facility**

Date: August 19, 2022

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on August 19, 2022, 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 to amend the Inducement Resolution pertaining to proposed financial assistance to The Indium Corporation of America.

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

Voting Aye

Voting Nay

RESOLUTION SUPPLEMENTING AND AMENDING THE INDUCEMENT
RESOLUTION WITH RESPECT TO THE THE INDIUM CORPORATION OF AMERICA
FACILITY LOCATED IN 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, The Indium Corporation of America, on behalf of itself and/or the principals of The Indium Corporation of America, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a three-story, 124,000± square foot office building (the "Improvements") situated on a 13.5± acre parcel of land located at 301 Woods Park Drive, Town of New Hartford, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing a corporate headquarters to support, expand and better utilize the Company's current manufacturing facilities in Oneida County (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"); and

WHEREAS, by resolution duly adopted on July 15, 2022, (the "Inducement Resolution") the Agency decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, on July 29, 2022 the Company submitted an amendment to its Application for Financial Assistance dated July 11, 2022 (the "Application") amending the value of financial assistance requested and submitting a revised budget; and

WHEREAS, the amended financial assistance (the "Financial Assistance") which is a deviation from the Agency's Uniform Tax Exemption Policy and which will be more particularly set forth in a final authorizing resolution is described as follows:

- Sales and use tax exemption not to exceed \$148,750 (increased from \$131,250.00)
- Mortgage recording tax exemption not to exceed \$82,200 (decreased from \$99,750)
- Exemptions from real property taxes, valued at approximately \$1,270,000 (unchanged)

WHEREAS, the Agency has received the amendment to the Application and a revised cost-benefit analysis reflecting the revised information; and

WHEREAS, the Agency wishes to amend the value of Financial Assistance.

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 acquisition, renovation and equipping of the Facility, the leasing of the Facility to the Company and the Agency’s revised Financial Assistance with respect thereto, 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.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) receive the amendment to the Application, (ii) amend the Inducement Resolution to reflect the amended Financial Assistance, and (iii) authorize the Agency to conduct a public hearing based on the revised Financial Assistance, such Financial Assistance subject to satisfaction of the conditions described in Section 3 of the Inducement Resolution.

Section 3. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 4. This resolution shall take effect immediately.

DRAFT

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 August 19, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

IN WITNESS WHEREOF, I have hereunto set my hand as of August 19, 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

DRAFT

Short Environmental Assessment Form

Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
Name of Action or Project: Purchase of 301 Woods Park Drive in New Hartford, NY			
Project Location (describe, and attach a location map): 301 Woods PPark Drive in New Hartford, NY			
Brief Description of Proposed Action: Purchasing the office building at the address of the project.			
Name of Applicant or Sponsor: Michael J Lennon		Telephone: 315-525-0653	
		E-Mail: mlennon@indium.com	
Address: 301 Woods Park Drive			
City/PO: Located in New Hartford, (mailing address to Clinton, NY)		State: NY	Zip Code: 13413 (13323)
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.		NO	YES
		<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval:		NO	YES
		<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. a. Total acreage of the site of the proposed action? _____ 13.5 acres			
b. Total acreage to be physically disturbed? _____ 0 acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ 0 acres			
4. Check all land uses that occur on, are adjoining or near the proposed action:			
<input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other(Specify):			
<input type="checkbox"/> Parkland			

5. Is the proposed action, a. A permitted use under the zoning regulations? b. Consistent with the adopted comprehensive plan?	NO	YES	N/A
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels? b. Are public transportation services available at or near the site of the proposed action? c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency? b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ National Wetland Inventory Map - Fresh Water Forested/Scrub Wetland _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:

Shoreline Forest Agricultural/grasslands Early mid-successional

Wetland Urban Suburban

15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes,	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
a. Will storm water discharges flow to adjacent properties?	<input type="checkbox"/>	<input type="checkbox"/>
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	<input type="checkbox"/>	<input type="checkbox"/>
If Yes, briefly describe: _____ _____		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>

I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE

Applicant/sponsor/name: Michael J Lennon Date: 7/14/27

Signature: *Michael J Lennon* Title: Corporate Program Manager

Project:

Date:

***Short Environmental Assessment Form
Part 2 - Impact Assessment***

Part 2 is to be completed by the Lead Agency.

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept “Have my responses been reasonable considering the scale and context of the proposed action?”

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?		
2. Will the proposed action result in a change in the use or intensity of use of land?		
3. Will the proposed action impair the character or quality of the existing community?		
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?		
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?		
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?		
7. Will the proposed action impact existing:		
a. public / private water supplies?		
b. public / private wastewater treatment utilities?		
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?		
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?		
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?		
11. Will the proposed action create a hazard to environmental resources or human health?		

Project:

Date:

Short Environmental Assessment Form Part 3 Determination of Significance

For every question in Part 2 that was answered “moderate to large impact may occur”, or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

Name of Lead Agency

Date

Print or Type Name of Responsible Officer in Lead Agency

Title of Responsible Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from Responsible Officer)

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF THE INDIUM CORPORATION OF AMERICA WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, The Indium Corporation of America, on behalf of itself and/or the principals of The Indium Corporation of America, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a three-story, 124,000± square foot office building (the "Improvements") situated on a 13.5± acre parcel of land located at 301 Woods Park Drive, Town of New Hartford, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing a corporate headquarters to support, expand and better utilize the Company's current manufacturing facilities in Oneida County (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to as the "Project"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the construction and equipping of the Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the construction, and equipping of the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, pursuant to the Regulations, the Agency has examined the EAF and the Application for Financial Assistance in order to make a determination as to the potential environmental significance of the Facility.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, and based further upon the Agency's knowledge of the area surrounding the Facility and such further investigation of the Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Facility:

- (A) The Facility is as described in the Application and the EAF;

(B) The Facility constitutes an "Unlisted Action" (as defined in the Regulations);

(C) No potentially significant impacts on the environment are noted in the EAF for the Facility, and none are known to the Agency;

(D) The Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;

(E) The Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);

(F) The Facility will not conflict with the community's current plans or goals as officially approved or adopted;

(G) The Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;

(H) The Facility will not result in a major change in the use of either the quantity or type of energy;

(I) The Facility will not result in the creation of a hazard to human health;

(J) The Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;

(K) The Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;

(L) The Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;

(M) The Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7.

Section 2. The Agency hereby determines that the Facility will not have a significant impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the Facility. As a result, the Agency has prepared a negative declaration with respect to the Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened on August 19, 2022 at 8:00 a.m., local time, at Rome, New York which the following members were:

Members Present:

Members Present Webex/Teleconference:

EDGE Staff Present:

Others Present:

Others Present Webex/Teleconference:

The question of the adoption of the foregoing resolution was duly put to vote, which resulted as follows:

- F. Betrus voting _____;*
- M. Fitzgerald voting _____;*
- D. Grow voting _____;*
- K. Hinman voting _____;*
- M.F. Messenger voting _____;*
- E. Quadraro voting _____;*
- S. Zogby voting _____.*

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand on August 19, 2022.

Shawna Papale, Secretary

Short Environmental Assessment Form

Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
Name of Action or Project: McCraith Beverages - Warehouse Expansion			
Project Location (describe, and attach a location map): 20 Burrstone Rd. New York Mills, NY 13417			
Brief Description of Proposed Action: Construction of a 22,000 sf Warehouse addition. The Addition will connect the main section of the facility from the Recycling building to the existing Truck Garage			
Name of Applicant or Sponsor: STD Realty, LLC		Telephone: 315-78-2337	
		E-Mail: sammccraithbev.com	
Address: 20 Burrstone Rd.			
City/PO: New York Mills		State: NY	Zip Code: 13417
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			NO <input checked="" type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval: New York Mills Building Permit			YES <input checked="" type="checkbox"/>
3. a. Total acreage of the site of the proposed action? .75 acres			
b. Total acreage to be physically disturbed? .75 acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? 26 acres			
4. Check all land uses that occur on, are adjoining or near the proposed action:			
<input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban)			
<input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other(Specify):			
<input type="checkbox"/> Parkland			

5. Is the proposed action, a. A permitted use under the zoning regulations? b. Consistent with the adopted comprehensive plan?	NO	YES	N/A
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels? b. Are public transportation services available at or near the site of the proposed action? c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements? If the proposed action will exceed requirements, describe design features and technologies: _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: <u>No Toilet Facilities required in this Expansion</u>	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency? b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody? If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ _____ _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:		
<input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input checked="" type="checkbox"/> Urban <input type="checkbox"/> Suburban		
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes,	NO	YES
	<input type="checkbox"/>	<input checked="" type="checkbox"/>
a. Will storm water discharges flow to adjacent properties?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If Yes, briefly describe: Existing site is an impervious paved area Roof drains will connect to replacement of an existing storm pipe that exists under the existing paved area		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor/name: <u>McCraith Beverages / STD Realty LLC</u> Date: <u>5-23-2022</u> Signature: <u>Susan McCraith</u> Title: <u>Vice President</u>		

PRINT FORM

Project:

Date:

***Short Environmental Assessment Form
Part 2 - Impact Assessment***

Part 2 is to be completed by the Lead Agency.

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept “Have my responses been reasonable considering the scale and context of the proposed action?”

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?		
2. Will the proposed action result in a change in the use or intensity of use of land?		
3. Will the proposed action impair the character or quality of the existing community?		
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?		
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?		
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?		
7. Will the proposed action impact existing:		
a. public / private water supplies?		
b. public / private wastewater treatment utilities?		
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?		
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?		
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?		
11. Will the proposed action create a hazard to environmental resources or human health?		

Project:

Date:

Short Environmental Assessment Form Part 3 Determination of Significance

For every question in Part 2 that was answered “moderate to large impact may occur”, or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

Name of Lead Agency

Date

Print or Type Name of Responsible Officer in Lead Agency

Title of Responsible Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from Responsible Officer)

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF STD REALTY, LLC/MCCRAITH BEVERAGES INC. WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, STD Realty, LLC, on behalf of itself and/or the principals of STD Realty, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") and McCraith Beverages, Inc., on behalf of itself and/or the principals of McCraith Beverages, Inc., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Sublessee") previously entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") in which the Agency provided financial assistance in connection with construction of (a) a 19,000± square foot connector building to expand current warehouse space; (b) a 14,250± square foot truck storage garage; (c) loading docks at the existing truck garage and (d) new asphalt truck access drives and stone pavement (collectively the "2018 Improvements"), such 2018 Improvements to be added to an existing 108,000± square foot facility (collectively, the "Existing Improvements"), situated on a 9.37± acre parcel of land located at 20 Burrstone Road, Village of New York Mills, Town of New Hartford, Oneida County, New York (the "Land"), and acquisition and installation of equipment in the Improvements (the "Existing Equipment"), all to be used for the purpose of the wholesale distribution of beer, wine, soda, water, spirits and snacks (the Land, the Existing Improvements and the Existing Equipment referred to collectively as the "Existing Facility"); and

WHEREAS, the Company and the Sublessee have applied to the Agency to enter into a transaction in which the Agency will assist in the 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 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, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the construction and equipping of the 2022 Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the construction, and equipping of the 2022 Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, pursuant to the Regulations, the Agency has considered the significance of any potential environmental impacts of the 2022 Facility by (a) using the criteria specified in

Section 617.7 of the Regulations, (b) examining the EAF and the Application for Financial Assistance for the 2022 Facility, together with other available supporting information, to identify the relevant areas of environmental concern, and (c) thoroughly analyzing the identified areas of environmental concern .

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, and based further upon the Agency's knowledge of the area surrounding the Existing Facility and such further investigation of the 2022 Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the 2022 Facility:

- (A) The 2022 Facility is as described in the Application and the EAF;
- (B) The 2022 Facility constitutes an "Unlisted Action" (as defined in the Regulations);
- (C) No potentially significant impacts on the environment are noted in the EAF for the 2022 Facility, and none are known to the Agency;
- (D) The 2022 Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;
- (E) The 2022 Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);
- (F) The 2022 Facility will not conflict with the community's current plans or goals as officially approved or adopted;
- (G) The 2022 Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;
- (H) The 2022 Facility will not result in a major change in the use of either the quantity or type of energy;
- (I) The 2022 Facility will not result in the creation of a hazard to human health;

(J) The 2022 Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;

(K) The 2022 Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;

(L) The 2022 Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;

(M) The 2022 Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The 2022 Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7(c).

Section 2. The Agency hereby determines that the 2022 Facility will not have an adverse environmental and the Agency will not require the preparation of an environmental impact statement with respect to the 2022 Facility. As a result, the Agency has prepared a negative declaration with respect to the 2022 Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the 2022 Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened on August 19, 2022 at 8:00 a.m., local time, at Rome, New York which the following members were:

Members Present:

Members Present Webex/Teleconference:

EDGE Staff Present:

Others Present:

Others Present Webex/Teleconference:

The question of the adoption of the foregoing resolution was duly put to vote, which resulted as follows:

- F. Betrus voting _____;*
- M. Fitzgerald voting _____;*
- D. Grow voting _____;*
- K. Hinman voting _____;*
- M.F. Messenger voting _____;*
- E. Quadraro voting _____;*
- S. Zogby voting _____.*

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand on August 19, 2022.

Shawna Papale, Secretary

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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

David C. Grow
Chairman

Michael Fitzgerald
Vice Chairman

Mary Faith Messenger
Treasurer

Ferris Betrus Jr.
Eugene Quadraro
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Tim Fitzgerald

DATE: July 27, 2022

RE: McCraith Beverages, Inc.
July 26, 2022 Public Hearing Minutes, 20 Burrstone Rd., Village of New York Mills, Town of
New Hartford, NY

Representing the Agency: Tim Fitzgerald and Laura Cohen (via WebEx)

Public hearing opened at 9:01 AM.

Attendees: None

Reading of the public hearing notice was waived.

There were no comments.

Public Hearing was closed at 9:16 AM.

**Final Authorizing Resolution
STD Realty, LLC/McCraith Beverages Inc.
2022 Facility Expansion**

Transcript Document No. []

Date: August 19, 2022

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

Members Present:

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 proposed financial assistance to STD Realty, LLC (McCraith Beverages Inc. 2022 Facility Expansion).

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE FIRST AMENDED AND RESTATED LEASE AGREEMENT, THE FIRST LEASEBACK AMENDMENT, THE FIRST AMENDED AND RESTATED PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE RECAPTURE AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE STD REALTY, LLC (MCCRAITH BEVERAGES INC.) 2022 FACILITY EXPANSION LOCATED IN THE VILLAGE OF NEW YORK MILLS AND 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, on behalf of itself and/or the principals of STD Realty, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") and McCraith Beverages, Inc., on behalf of itself and/or the principals of McCraith Beverages, Inc., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Sublessee") previously entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") in which the Agency provided financial assistance in connection with construction of (a) a 19,000± square foot connector building to expand current warehouse space; (b) a 14,250± square foot truck storage garage; (c) loading docks at the existing truck garage and (d) new asphalt truck access drives and stone pavement (collectively the "2018 Improvements"), such 2018 Improvements to be added to an existing 108,000± square foot facility (collectively, the "Existing Improvements"), situated on a 9.37± acre parcel of land located at 20 Burrstone Road, Village of New York Mills, Town of New Hartford, Oneida County, New York (the "Land"), and acquisition and installation of equipment in the Improvements (the "Existing Equipment"), all to be used for the purpose of the wholesale distribution of beer, wine, soda, water, spirits and snacks (the Land, the Existing Improvements and the Existing Equipment referred to collectively as the "Existing Facility"); and

WHEREAS, the Company leases the Existing Facility to the Agency pursuant to a Lease Agreement dated as of December 6, 2018 (the "Lease Agreement"); and

WHEREAS, the Agency leases the Existing Facility back to the Company pursuant to a Leaseback Agreement dated as of December 6, 2018 (the "Leaseback Agreement"); and

WHEREAS, the Company subleases the Existing Facility to the Sublessee for its operation pursuant to a Real Estate Lease Agreement dated June 1, 2015, as amended by a First Amendment to Real Estate Lease Agreement dated December 6, 2018 (collectively, the "Sublease Agreement"); and

WHEREAS, the Agency and the Company entered into a PILOT Agreement dated as of December 6, 2018 (the “PILOT Agreement”) with respect to the Existing Facility; and

WHEREAS, the Company and the Sublessee have applied to the Agency to enter into a transaction in which the Agency will assist in the 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 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, in order to induce the Sublessee to develop the 2022 Facility, the Agency is willing to acquire from the Company a leasehold interest in the 2022 Facility pursuant to the terms and conditions contained in a First Amended and Restated Lease Agreement (the “First Amended Lease”) and lease said 2022 Facility back to the Company pursuant to the Leaseback Agreement as amended by a First Amendment to Leaseback Agreement (the “First Leaseback Amendment”); and

WHEREAS, the Company will sublease the 2022 Facility to the Sublessee pursuant to the terms of a First Amendment to Sublease Agreement (the “First Sublease Amendment”); and

WHEREAS, the Agency by resolution duly adopted on June 17, 2022 (the “Inducement Resolution”) decided to proceed under the provisions of the Act to lease the 2022 Facility and directed that a public hearing be held and enter into the First Amended Lease and First Leaseback Amendment; and

WHEREAS, the Agency conducted a public hearing on July 29, 2022 and has received all comments submitted with respect to the Financial Assistance and the nature and location of the 2022 Facility; and

WHEREAS, the value of the Financial Assistance is described below:

- Sales and use tax exemption not to exceed \$214,720.00
- Exemptions from real property taxes on the incremental increase resulting from the Project, valued at approximately \$182,763

WHEREAS, the Financial Assistance is consistent with the Agency’s Uniform Tax Exemption Policy (the “Policy”); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the 2022 Project and the Agency’s leasehold interest in the Facility; and

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby 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 construction and equipping of the 2022 Facility, the leasing of the 2022 Facility to the Company and the Agency’s Financial Assistance with respect thereto, 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 construction and equipping of the 2022 Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company’s Counsel, the 2022 Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the 2022 Facility is located; and

(f) The SEQRA findings adopted by the Agency at this meeting 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

(g) It is desirable and in the public interest for the Agency to undertake the 2022 Project; and

(h) The First Amended Lease is an effective instrument whereby the Company grants the Agency a leasehold interest in the 2022 Facility; and

(i) The First Leaseback Amendment is an effective instrument whereby the Agency leases the 2022 Facility back to the Company by amending the terms of the Leaseback Agreement to add and include the 2022 Facility; and

(j) The First Amended and Restated Payment-in-Lieu-of-Tax Agreement (the “First Amended PILOT”) between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency,

the Company and the Sublessee set forth the terms and conditions of their Agreement regarding the Company's (or the Sublessee's) payments in lieu of real property taxes; and

(k) The First Sublease Amendment is an effective instrument whereby the Company leases the 2022 Facility to the Sublessee by amending the terms of the Sublease Agreement to add and include the 2022 Facility; and

(l) The Jobs Creation and Recapture Agreement (the "Recapture Agreement") among the Company, the Sublessee and the Agency will be an effective instrument whereby the Company agrees that the Financial Assistance relating to the 2022 Facility is conditioned upon the Company creating, retaining and maintaining (or causing the Sublessee to create, retain and maintain) certain employment levels as a result of the 2022 Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the 2022 Facility pursuant to the First Amended Lease, (ii) execute, deliver and perform the First Amended Lease, (iii) lease the 2022 Facility back to the Company pursuant to the First Leaseback Amendment, (iv) execute, deliver and perform the First Leaseback Amendment, (v) execute, deliver and perform the First Amended PILOT, (vi) execute, deliver and perform the Recapture Agreement, and (vii) provide the Financial Assistance to the Company and the Sublessee in support of the 2022 Project.

Section 3. The Agency is hereby authorized to acquire a leasehold interest in the real property described in Exhibit A to the First Amended Lease and the personal property described in Exhibit B to the First Amended Lease and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the First Amended Lease, the First Leaseback Amendment, the Recapture Agreement and the First Amended PILOT (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, Treasurer, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the First Amended Lease, the First Leaseback Amendment, the Recapture Agreement and the First Amended PILOT, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Treasurer, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, Vice Chairman, Treasurer and Agency Counsel, necessary or appropriate to effect the transactions

contemplated by this resolution (hereinafter collectively called the “Closing Documents”). The execution thereof by the Chairman, Vice Chairman, Treasurer, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Treasurer, 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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

OCIDA RESOLUTIONS

WHEREAS, in 2008 the Oneida County Industrial Development Agency ("OCIDA"), acquired a 49.651± parcel of real property from the Rome Cable Corporation Bankruptcy Trustee (the "Rome Cable Complex 4 Property"); and

WHEREAS, OCIDA leases the Rome Cable Complex 4 Property to Rome Community Brownfield Restoration Corporation ("RCBRC") pursuant to a lease agreement dated as of July ____, 2008 (the "Lease Agreement"), as said Lease Agreement has been amended and/or restated; and

WHEREAS, RCBRC is undertaking a project to redevelop portions of the Rome Cable 4 Complex Property for industrial and/or commercial uses (the "Redevelopment Project"); and

WHEREAS, in order to proceed with the Redevelopment Project, it is necessary for OCIDA and RCBRC to grant an environmental easement (the "Environmental Easement") to the NYS Department of Environmental Conservation ("NYSDEC"); and

WHEREAS, on January 21, 2022 OCIDA adopted a resolution authorizing the execution and delivery of an Environmental Easement covering a 21.451± acre portion of the Rome Cable Complex 4 Property (the "Controlled Property"); and

WHEREAS, during negotiations with NYSDEC regarding the form of the Environmental Easement the parties agreed that the Environmental Easement should cover the entire Rome Cable Complex 4 Property to properly close out remediation of and confer protections upon OCIDA and its successors in title for the Rome Cable Complex 4 Property; and

WHEREAS, OCIDA wishes to supplement the January 21, 2022 resolution to confirm that the Environmental Easement shall encompass the entirety of the Rome Cable Complex 4 Property, rather than just the Controlled Property.

NOW, THEREFORE, be it

RESOLVED, that OCIDA join with RCBRC to execute and deliver to NYSDEC the Environmental Easement, which Environmental Easement shall be in substantially the same form approved on January 21, 2022 (with the final form thereof being subject to the approval of OCIDA's legal counsel and the metes and bounds legal description of the Rome Cable Complex 4 Property being inserted therein as **Schedule A**); and be it further

RESOLVED, that any one of the Chairman, the Vice Chairman, and the other officers of OCIDA, acting singly, is hereby authorized and empowered to execute the Environmental Easement, the accompanying Form TP-584, and such other instruments and/or documents, and take such other action, as may be necessary or desirable (and which has been approved by OCIDA's legal counsel) in order to carry out and effect the transaction hereinabove authorized.



*Rob Angelicola, President
Frank Carzo, Vice President*

MEMO

TO: Shawna Papale, OCIDA Executive Director
FROM: Christian Mercurio, MVEDGE Planning & Development
CC: Linda Romano; Laura Ruberto; Mark Kaucher; Laura Cohen; Rob Angelicola; Frank Carzo
DATE: August 9, 2022
RE: License Agreement to Enter Rome Cable Tower

Shawna,

As beneficial owner of the Rome Cable Tower (Parcel ID 242.000-1-7.7), located at 522 Henry Street, RCBRC is requesting that the OCIDA consent to a license agreement to allow MVEDGE staff and their Qualified Environmental Professional (QEP) firm to access the Rome Cable Tower site for the purposes of environmental investigation and remedial planning.

Background: In 2021, MVEDGE was awarded funding from the USEPA to perform environmental assessments throughout Oneida County. EDGE is working with property owners and municipalities to identify and assess strategic properties, with the intent to position them for redevelopment. By updating the environmental record and identifying potential impediments to development, the EPA assessment project will help RCBRC advance revitalization of this property.

As you may recall, this parcel was part of a larger Environmental Restoration Program (ERP) project which was completed under the supervision of the NYS DEC. Pursuant to the Cold Point PIF project development agreement, the parcel was subdivided, whereas;

- 4.384 acres will be sold to Cold Point
 - acres will be deeded to the City of Rome as Ridge Street Extension
- 0.385 acres containing the Rome Cable Tower will be retained by RCBRC

The entire operable unit is covered under an environmental easement; indemnifying the current and subsequent owners against any liability for prior contamination – provided that we/they abide by the Site Management Plan. The purpose of the EPA investigation is to prepare a current Phase 1 ESA and, essentially, an environmental conditions summary in order to more transparently and effectively market the property.

RCBRC and MVEDGE intend to perform the assessment during August-September 2022. Attached, please find a standard license agreement prepared by Saunders-Kahler for your consideration.

Thank you,

CJM

**Authorizing Resolution
RCBRC License to EDGE
(Tower Parcel)**

Date: August 19, 2022

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

Members Present:

EDGE Staff Present:

Others Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to consent to a license from Rome Community Brownfield Restoration Corporation to Mohawk Valley EDGE.

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

RESOLUTION OF THE AGENCY AUTHORIZING A LICENSE TO MOHAWK VALLEY EDGE AND AUTHORIZING THE AGENCY TO EXECUTE THE LICENSE AND RELATED DOCUMENTS WITH RESPECT TO THE "TOWER PARCEL" LOCATED AT THE FORMER ROME CABLE FACILITY, 522 HENRY STREET, CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Oneida County Industrial Development Agency (the "Agency") leases to Rome Community Brownfield Restoration Corporation ("RCBRC") property located at 522 Henry Street (the "Land") together with the building(s) located thereon, including the Cold Point Corporation Facility (the "Cold Point Facility"), certain roadways known as the Ridge Street Extension (the "Roadways"), and the so-called "Tower Parcel" (the "Tower Parcel" and together with the Cold Point Facility and the Roadways, the "Facility") pursuant to a lease agreement dated as of March 16, 2020 (the "Prime Lease"); and

WHEREAS, RCBRC wishes to grant a license to Mohawk Valley EDGE ("EDGE") to give permission to EDGE and its consultants to enter upon the Tower Parcel for the purpose of environmental investigation and remedial planning, all in furtherance of revitalization of the Tower Parcel; and

WHEREAS, under the terms of the Prime Lease, RCBRC is required to obtain the consent of the Agency prior to licensing any portion of the Facility to a third party; and

WHEREAS, RCBRC is requesting the Agency consent to such license to EDGE and join in the license in the Agency's capacity as fee owner of the Facility; and

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

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

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

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

(c) Authorizing the license to EDGE 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) Authorizing the license to EDGE is reasonably necessary to induce RCBRC to maintain and expand its respective business operation in the State of New York; and

(e) It is desirable and in the public interest for the Agency to authorize and execute the license to EDGE.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) authorize the license to EDGE; and (ii) execute, deliver and perform the license in its capacity as fee owner of the Land.

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

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the license, in substantially the forms thereof presented to this meeting or in the forms to be approved by Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Closing Documents”). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

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

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts

and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

DRAFT

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 19th day of August 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend in person, and minutes of the Agency meeting are (or will be) transcribed and posted on the Agency's website, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 19th day of August 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

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

Date: August 19, 2022

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

Members Present:

EDGE Staff Present:

Others Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the release of certain lands from Griffiss Local Development Corporation Facilities at Griffiss Business and Technology Park.

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

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE PARTIAL RELEASE OF LEASE, THE DEEDS, THE ASSIGNMENT AND ASSUMPTION AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO CONVEYING TO THE CITY OF ROME CERTAIN ROADWAYS AND UTILITIES AND PARCEL F10A AND PARCEL F3B, ALL LOCATED IN THE GRIFFISS BUSINESS AND TECHNOLOGY PARK, CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the United States of America acting by the through the Secretary of the Air Force conveyed various parcels of land to Oneida County Industrial Development Agency (the "Agency") all in furtherance of the redevelopment of the former Griffiss Air Force Base; and

WHEREAS, the Agency leases such properties to Griffiss Local Development Corporation ("GLDC") pursuant to a Lease Agreement dated as of July 1, 2012 (the "Master GLDC Lease") under which the Agency assists GLDC with the development of the Griffiss Business and Technology Park, City of Rome, Oneida County, New York ("Griffiss Park"); and

WHEREAS, pursuant to the terms contained in a Service Fee Payment Agreement, the City of Rome (the "City") agreed to accept title to and maintain certain roadways and utilities located at Griffiss Park; and

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

WHEREAS, GLDC is now requesting the Agency authorize the release of the roadways, the utilities and the F Parcels (collectively, the "Released Land") from the Master GLDC Lease for conveyance to GLDC and its further conveyance to the City; and

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the release of the Released Land from the leases, on the condition that any easements the Agency previously granted through the property will carry forward with the release.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) release the Released Land from the Master GLDC Lease, (ii) execute, deliver and perform a Partial Release of Lease Agreement, (iii) convey the roadways to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the City, (iv) execute, deliver and perform the Bargain and Sale Deed for the roadways, (v) convey the utility infrastructure to the City by way of an Assignment and Assumption Agreement from the Agency and GLDC to the City, (vi) execute, deliver and perform the Assignment and Assumption Agreement, (vii) convey the F Parcels to to GLDC (together with all related easements) pursuant to a Bargain and Sale Deed for its further conveyance to the City, (ix) execute, deliver and perform the Bargain and Sale Deed for the F Parcels.

Section 3. The Agency is hereby authorized to release the Released Land and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Partial Release of Lease Agreement, the Bargain and Sale Deeds and the Assignment and Assumption Agreement (each in substantially the forms customary to the Agency and subject to counsel review) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Partial Release of Lease Agreement, the Bargain and Sale Deeds and the Assignment and Assumption Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 19th day of August 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Partial Release of Lease Agreement, the Bargain and Sale Deeds and the Assignment and Assumption Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 19th day of August 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

**Authorizing Resolution
GLDC/Cardinal Griffiss Realty, LLC
2022 Gas Conversion Project**

Date: August 19, 2022

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

Members Present:

EDGE Staff Present:

Others Present:

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 proposed financial assistance to Griffiss Local Development Corporation and Cardinal Griffiss Realty, LLC in support of its gas conversion project at Griffiss Business and Technology Park.

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

RESOLUTION OF THE AGENCY APPROVING FINANCIAL ASSISTANCE IN THE FORM OF ADDITIONAL MORTGAGE RECORDING TAX EXEMPTIONS AND SALES TAX EXEMPTIONS AND AUTHORIZING THE AGENCY TO EXECUTE THE LOAN DOCUMENTS AND RELATED DOCUMENTS WITH RESPECT TO A GAS CONVERSION PROJECT AT CERTAIN GRIFFISS LOCAL DEVELOPMENT CORPORATION AND CARDINAL GRIFFISS REALTY, LLC FACILITIES LOCATED IN THE GRIFFISS BUSINESS AND TECHNOLOGY PARK, CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, each of Griffiss Local Development Corporation ("GLDC") and/or its subsidiary, Cardinal Griffiss Realty, LLC ("CGR"), has entered into various sale-leaseback and/or lease-leaseback transactions with the Oneida County Industrial Development Agency (the "Agency") under which the Agency assists GLDC and/or CGR with the development of the Griffiss Business and Technology Park, City of Rome, Oneida County, New York ("Griffiss Park"), consisting of various parcels of land and the improvements situated thereon (collectively, the "Facilities"), which Facilities are more particularly described in the sixth recital hereof; and

WHEREAS, the buildings at Griffiss Park which were conveyed by the Air Force to the Agency, including any building or replacement building which forms a part of the Facilities, were then and now still are heated with steam heat generated by the central steam plant located at the Griffiss Park; and

WHEREAS, in an effort to reduce its reliance on the aging infrastructure which comprises the central steam heating system at the Griffiss Park, and otherwise modernize the buildings in its real estate portfolio, GLDC is undertaking (on behalf of itself and/or CGR) a \$3,226,000 project to convert six (6) buildings at Griffiss Park from steam heat to natural gas heat, consisting of the decommissioning of the central steam heating systems, the installation of a natural gas main to feed the buildings, and the purchase and installation in each of the buildings of an independent boiler unit and other necessary equipment such as humidifiers, condensate pumps, water pumps, etc (the "Gas Conversion Project" or "Project"); and

WHEREAS, to facilitate the Gas Conversion Project, GLDC has applied to, received, and accepted from the United States Department of Commerce, Economic Development Administration ("EDA") a grant in the amount of \$2,580,800 ("EDA Grant

Amount”) pursuant to a Financial Assistance Award dated May 24, 2022 and bearing EDA Award No. 01-79-15227 (“Award”); and

WHEREAS, the Award has been allocated by GLDC among the Facilities as follows:

- (a) \$303,050.58 of the Grant Amount is to be used for the purpose of making improvements to the Building 770/774 Property (Building 770 formerly Tektronix, currently unoccupied and Building 774 currently occupied by BAE) which the Agency leases to GLDC pursuant to a lease agreement dated as of July 1, 2011 (the “Building 770/774 Lease Agreement”), a memorandum of which Building 770/774 Lease Agreement was recorded on July 22, 2011 in the Oneida County, New York Clerk’s Office as Instrument No. R2011-000726; and
- (b) \$185,432.40 of the Grant Amount is to be used for the purpose of making improvements to the Building 776 Property (currently occupied by Peraton) which the Agency leases to GLDC pursuant to a lease agreement dated as of July 1, 2012 (the “Building 776 Lease Agreement”), a memorandum of which Building 776 Lease Agreement was recorded on July 30, 2012 in the Oneida County, New York Clerk’s Office as Instrument No. R2012-000898; and
- (c) \$186,948.57 of the Grant Amount is to be used for the purpose of making improvements to the Building 778 Property (currently occupied by Huntington Ingalls Industries f/k/a Alion Science and Technology) which the Agency leases to GLDC pursuant to a lease agreement dated as of April 1, 2020 (the “Building 778 Lease Agreement”), a memorandum of which Building 778 Lease Agreement was recorded on August 23, 2021 in the Oneida County, New York Clerk’s Office as Instrument No. R2021-001154; and
- (d) \$136,914.90 of the Grant Amount is to be used for the purpose of making improvements to the Building 780 Property (currently occupied by EDGE) which the Agency leases to GLDC pursuant to a lease agreement dated as of July 1, 2012 (the “Building 780 Lease Agreement”), a memorandum of which Building 780 Lease Agreement was recorded on July 30, 2012 in the Oneida County, New York Clerk’s Office as Instrument No. R2012-000896; and
- (e) \$1,436,274.10 of the Grant Amount is to be used for the purpose of making improvements to the Building 796/798 Property (a portion of which was formerly occupied by Griffiss Institute/and a portion of which is currently occupied with CUBRC) which the Agency leases to GLDC pursuant to a lease agreement dated as of April 1, 2010 (the “Building 796/798 Lease Agreement”), a memorandum of which Building 796/798 Lease Agreement was recorded on April 12, 2010 in the Oneida County, New York Clerk’s Office as Instrument No. R2010-000451; and
- (f) \$332,179.45 of the Grant Amount is to be used for the purpose of making improvements to the AIS Building Property (currently occupied by AIS) which AIS Building Property CGR leases to the Agency and which AIS Building Property the Agency leases back to CGR pursuant to (i) a Leaseback Agreement dated as of August 1, 2010 (the “AIS Building Leaseback

Agreement”), a memorandum of which AIS Building Leaseback Agreement, was recorded on September 16, 2010 in the Oneida County Clerk’s Office as Instrument No. R2010-001060 and amended by (ii) a First Amendment to Leaseback Agreement dated as of June 15, 2017, a Memorandum of which First Amendment was recorded on June 21, 2017 in the Oneida County Clerk’s Office as Instrument No. R2017-000903 and (iii) a Second Amendment to Leaseback Agreement dated as of August 17, 2021 and recorded on August 23, 2017 in the Oneida County Clerk’s Office as Instrument No. R2021-001152; and

WHEREAS, each Award is to be secured by a Mortgage from the Agency and GLDC (and CGR where appropriate) to the EDA and any other documents the EDA may require to secure its lien (collectively, the “Loan Documents”); and

WHEREAS, the Agency previously authorized financial assistance in support of the Facilities; and

WHEREAS, GLDC (and CGR where appropriate) have requested the Agency authorize a mortgage recording tax exemption for this transaction in an amount estimated at \$19,356.00 in the aggregate (the “Additional Mortgage Recording Tax Exemption”), to be allocated among the Facilities as follows:

Building 770/774	\$ 2,272.88
Building 776	\$ 1,390.74
Building 778	\$ 1,402.11
Building 780	\$ 1,026.86
Building 796/798	\$10,772.06
Building 301	\$ 2,491.35; and

WHEREAS, GLDC and CGR have represented that the cost of the gas conversion improvements to be made to the AIS Building Property is \$415,224.31 and have requested the Agency authorize additional sales tax exemption relating to improvements to the AIS Building Property in an amount not to exceed \$36,332.13, to the extent such exemption is necessary (the “Additional Sales Tax Exemption”);

WHEREAS, no public hearing is required to confirm the Additional Mortgage Recording Tax Exemption and the Additional Sales Tax Exemption (collectively, the “Additional Financial Assistance”) as the aggregate amount of the Additional Financial Assistance is less than \$100,000.

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 Facilities each constitute a “project”, as such term is defined in the Act; and

(c) The financing of the Gas Conversion Project and the Additional Financial Assistance with respect thereto 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 financing of the Gas Conversion Project and the Additional Financial Assistance with respect thereto is reasonably necessary to induce GLDC and CGR to maintain and expand their respective business operations in the State of New York; and

(e) It is desirable and in the public interest for the Agency to undertake the financing of the Gas Conversion Project and the Additional Financial Assistance with respect thereto; and

(f) The Loan Documents will be effective instruments whereby the Agency grants the EDA a mortgage and security interest in and assigns its interest in related leases at the Facilities.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) grant to the EDA the mortgages and security interests in and assign to the EDA its rights in any leases at the Facilities (excepting the Agency’s Unassigned Rights); (ii) execute, deliver and perform the Loan Documents; and (iii) authorize the Additional Financial Assistance and appoint GLDC or CGR as its agent for the purpose of making exempt purchases relating to the AIS Building Property.

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

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Loan Documents, all in substantially the forms thereof presented to this meeting or in the forms to be approved by Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Closing

Documents”). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

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

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 19th day of August 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend in person, and minutes of the Agency meeting are (or will be) transcribed and posted on the Agency's website, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 19th day of August 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

MEMORANDUM

TO: OCIDA Board of Directors
FROM: Bill VanShufflin
DATE: August 16, 2022
CC: Shawna Papale, Steve DiMeo, Jef Saunders
RE: Sublease: Bldg 796 – The Kelberman Center

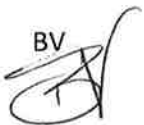
This information is provided in response to Director questions regarding an Authorizing Resolution consenting to a proposed GLDC License and Sublease to The Kelberman Center.

The resolution seeks Agency consent to a license and/or sublease from GLDC to The Kelberman Center for a portion of building 796 located at 725 Daedalian Drive at the Griffiss Business & Technology Park. This space was formerly occupied by the Griffiss Institute (GI) and has been vacant since August of 2020 when the GI relocated to the Innovare Advancement Center.

Kelberman seeks occupancy of the current vacant space on the second floor (4,499 SF) and all existing office space on the first floor (883 SF) on September 1, 2022. The sublease would be for a term of three years, with two, one year renewal options. The base rent on the second floor would be \$18/SF for the initial period and increase by .50/SF with each successive renewal (The GI was paying \$18/SF prior to vacating this space in 2020). The base rent on the first floor will be \$15.25 in anticipation of future needs of the tenant.

With Agency consent, GLDC will enter into a license and/or sublease agreement with The Kelberman Center to accommodate administrative functions of the tenant. Initial employment at this location has yet to be determined. It is anticipated that 24 new jobs will be created as a result of this project.

Staff recommends consent by the OCIDA of this Authorizing Resolution.

BV


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

Date: August 19, 2022

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

Members Present:

EDGE Staff Present:

Others Present:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to consent to a license and/or sublease from Griffiss Local Development Corporation to Kelberman Center, Inc.

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

RESOLUTION OF THE AGENCY CONSENTING TO A LICENSE AND/OR SUBLEASE FROM GRIFFISS LOCAL DEVELOPMENT CORPORATION TO KELBERMAN CENTER, INC. AND AUTHORIZING THE AGENCY TO EXECUTE RELATED DOCUMENTS WITH RESPECT TO BUILDING 796/798 FACILITIES LOCATED IN THE GRIFFISS BUSINESS AND TECHNOLOGY PARK, CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Oneida County Industrial Development Agency (the "Agency") leases to Griffiss Local Development Corporation ("GLDC") that certain 4.526± acre portion of Parcel F4B situated at 725 Daedalian Drive (the "Building 796/798 Land") together with the building(s) located thereon known as Building 796/798 and the other improvements situate thereon (the "Facility") pursuant to a lease agreement dated as of April 1, 2010 (the "Agency Lease Agreement"), a memorandum of which Agency Lease Agreement was recorded on April 12, 2010 in the Oneida County, New York Clerk's Office as Instrument No. R2010-000451; and

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

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

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

WHEREAS, GLDC is requesting the Agency consent to such license and/or sublease to Kelberman; and

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

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a “project”, as such term is defined in the Act; and
- (c) Consenting to the license and/or sublease between GLDC and Kelberman will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) Consenting to the license and/or sublease between GLDC and Kelberman is reasonably necessary to induce GLDC and/or Kelberman to maintain and expand their respective business operations in the State of New York; and
- (e) It is desirable and in the public interest for the Agency to consent to the license and/or sublease between GLDC and Kelberman.

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

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

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the license and/or sublease, all in substantially the forms thereof presented to this meeting or in the forms to be approved by Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Closing Documents”). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

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

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

DRAFT

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 19th day of August 2022 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) the meeting was open for the public to attend in person, and minutes of the Agency meeting are (or will be) transcribed and posted on the Agency's website, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 19th day of August 2022.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary