

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

Members Present Virtually: Gene Quadraro

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

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

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to 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:

Voting Aye

Voting Nay

David Grow
Michael Fitzgerald
Ferris Betrus
Steve Zogby

(Gene Quadraro exited the meeting before the vote)

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: 
Timothy Fitzgerald, Assistant Secretary