

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/ Treasurer/
Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



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Rome, New York 13441-4105
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Stephen R. Zogby
Chairman

David C. Grow
Vice Chairman

Franca Armstrong
James J. Genovese, II

Aricca R. Lewis
Kristen Martin

Tim Reed

To: Oneida County Industrial Development Agency Board of Directors
From: Shawna M. Papale
Date: February 28, 2024
RE: OCIDA Meeting Agenda

The Oneida County Industrial Development Agency shall meet at **8:00 AM Wednesday, March 6, 2024.**

Members of the public may listen to the Agency meeting by calling +1-408-418-9388, Access code: 2633 827 2893 or attend in person. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website.

1. Executive Session (if needed)
2. Approve minutes – February 9, 2024
3. Financial Review
4. Consider a final authorizing resolution relating to the EDGE Flex Space Facility, approving financial assistance in the form of exemptions from sales tax (valued at \$61,250), exemptions from mortgage recording taxes (valued at \$66,060.00), providing for payment of PILOT Payments in accordance with the Agreement Approving PILOT Terms and Allocating PILOT Payments dated October 2013 (Marcy Nanocenter) (payments over 49 years estimated at \$7,389,180), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the form and execution of related documents, all subject to counsel review. The Agency conducted public hearings on January 18, 2024 and March 5, 2024.
5. Open Meeting Law and Public Records Laws
6. Old Business

Next meeting date: **Tuesday, March 26, 2024 at 8:00 AM at 584 Phoenix Drive, Rome, NY**

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**Minutes of the Meeting of the
Oneida County Industrial Development Agency
February 9, 2024
584 Phoenix Drive, Rome, NY /Webex Video/Teleconference**

Members Present: Steve Zogby, David Grow, Franca Armstrong, James Genovese, Aricca Lewis, Kristen Martin, Tim Reed.

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

Others Present: Oneida County Executive Anthony Picente; Andrew Dean and Shaun Kaleta, Oneida County; Jenna Peppinelli, Levitt & Gordon.

Others Present Webex: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Mark Levitt, Levitt & Gordon.

S. Zogby called the meeting to order at 8:00 AM. He welcomed new members to the board, and asked all present to introduce themselves.

Executive Session

At 8:10 AM A. Lewis moved, and K. Martin seconded a motion to enter executive session to discuss litigation. Motion carried 7-0.

At 8:31 AM D. Grow moved, and T. Reed seconded, a motion to exit executive session. Motion carried, 7-0.

Minutes – December 8, 2023

D. Grow moved to approve the December 8, 2023 minutes. J. Genovese seconded the motion, which carried 7-0.

Appointment of Successor Officers Chairman and Vice Chairman

S. Zogby introduced a resolution appointing S. Zogby as successor Chairman and D. Grow as successor Vice Chairman of the Agency. **F. Armstrong moved, and A. Lewis seconded to approve the resolution appointing S. Zogby as successor Chairman and D. Grow as successor Vice Chairman of the Agency. The motion carried 7-0.**

Chair Zogby introduced a resolution appointing S. Papale as Executive Director and Secretary of the Agency, and T. Fitzgerald as the Assistant Secretary. **F. Armstrong moved, and J. Genovese seconded to approve the resolution appointing S. Papale as Executive Director and Secretary, and T. Fitzgerald as the Assistant Secretary of the Agency. The motion carried 7-0.**

Appointment of Members to Committees

Chair Zogby introduced a resolution appointing the following members to the Agency's Finance, Governance, and Nominating Committees: S. Zogby, D. Grow, F. Armstrong, J. Genovese, A. Lewis, K. Martin, and T. Reed. **T. Reed motioned to approve the resolution appointing the aforementioned members to the Finance, Governance, and Nominating Committees. D. Grow seconded the motion, which carried 7-0.**

Chair Zogby introduced a resolution appointing the following members to the Agency's Audit Committee: S. Zogby, F. Armstrong, and K. Martin. S. Zogby and M. Carney briefly explained to the members what involvement in the committee entails. With no further discussion or questions, **A. Lewis motioned to approve a resolution appointing the aforementioned members to the Agency's Audit Committee. The motion was seconded by D. Grow, and carried 7-0.**

Agency Signatories

Chair Zogby introduced a resolution appointing the following individuals as signatories for the Agency's bank accounts: S. Zogby, D. Grow, and S. Papale. **T. Reed made a motion to approve the listed individuals as signatories for the Agency's bank accounts. The motion was seconded by J. Genovese, and carried 7-0.**

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Appointment of FOIL Officers

S. Papale stated that the Agency needs to re-appoint a FOIL Officer and FOIL Appeals Officer. L. Cohen had previously served as FOIL Officer. **G. Grow made a motion to re-appoint L. Cohen as the Agency's FOIL Officer, and to appoint T. Fitzgerald as FOIL Appeals Officer. The motion was seconded by A. Lewis, and carried 7-0.**

County Executive Picente stated that the Oneida County Local Development Corporation mirrors the Agency board and consists of the same members. The Agency's members are expected to be appointed to the board of the OCLDC in February. S. Papale alerted members that they can expect to also participate in a meeting of the OCLDC in March.

Financials

M. Carney presented the 12/31/2023 interim financial statement. Cash has decreased about 15% over the last 12 months. due to the decrease in net assets and the decrease in liabilities; the balance in cash and cash equivalents in 2023 includes the clawback payment from ECR and the balance in 2022 includes the PILOT payment from Sovena, the net cash available as of 12/31/23 is \$757,233; the net cash balance available as of 12/31/22 was \$918,961. There were six open projects, two of which actually closed in January 2024. **The Agency received and accepted the interim financials as presented, subject to audit.**

West Dacks LLC (Lodging Kit Company, Inc.) Facility – Inducement

Chair Zogby introduced an inducement resolution relating to the West Dacks LLC (Lodging Kit Company, Inc.) Facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$76,431) and reduction of real property tax for a period of ten years on that portion of the Facility relating to the project (valued at \$176,585), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. S. Papale gave a brief overview of what the company does, and how they've grown recently. She also pointed out that the company has an existing project with the Agency. **D. Grow moved to approve the inducement resolution relating to West Dacks LLC, as presented, and authorizing the Agency to conduct a public hearing. J. Genovese seconded the motion, which carried 7-0.**

EDGE Flex Space Facility – Supplemental Inducement

Chair Zogby introduced a supplemental inducement resolution relating to the EDGE Flex Space Facility, accepting supplemental application materials, authorizing certain amendments to the December 8, 2023 inducement resolution, including amending the preliminary approval for financial assistance in the form of exemptions from sales tax (original value \$61,250, revised value unchanged), exemptions from mortgage recording taxes (original value \$66,060.00, revised value unchanged), and providing for payment of PILOT Payments in accordance with the Agreement Approving PILOT Terms and Allocating PILOT Payments dated October 2013 (Marcy Nanocenter) (payments over 49 years originally estimated at \$8,587,378, now estimated at \$7,389,180), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a second public hearing. S. DiMeo provided background information on the Marcy Nanocenter master PILOT Agreement, and the Flex Space project in particular. He stated that Semikron-Danfoss is expected to lease approximately 30,000 SF of the ~60,000 SF structure. D. Grow asked if there had been any progress relating to the power issues experienced at the existing Danfoss facility. S. DiMeo gave a brief update on the electrical substation in question and how it factors into the Marcy Nanocenter land conveyance. With no further discussion, **J. Genovese moved to approve the supplemental inducement resolution relating to the EDGE Flex Space Facility, as presented, and authorizing the Agency to conduct a second public hearing. D. Grow seconded the motion, which carried 7-0.**

411 Columbia St.

Chair Zogby introduced a resolution authorizing the Agency to (a) submit an offer to purchase property located at 411 Columbia Street, Utica; (b) commence a proceeding under EDPL Article 4 to acquire the property; and (c) confirm the conditions to closing a lease-leaseback transaction with Central Utica Building, LLC have been satisfied. Chair Zogby gave a brief overview of the property in question, and the legal proceedings that have taken place relating to the Agency's decision to acquire the property via eminent domain. **D. Grow moved to approve the motion to approve the resolution as presented. The motion was seconded by F. Armstrong, and carried 6-0, with A. Lewis abstaining.**

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Adjournment

At 9:12 AM D. Grow moved, and J. Genovese seconded, a motion to adjourn. Motion carried, 7-0.

Respectfully Submitted,
Tim Fitzgerald

Oneida County Industrial Development Agency
Notes to the Financial Statements
January 31, 2024

Balance Sheet:

1. Cash has decreased by 9% or \$83K over the last 12 months; this is primarily due to the decrease in net assets
2. The balance in restricted cash is made up of the PILOT holdings related to the Indium (Hartford) PILOT
3. The balance in accounts payable is primarily the monthly service fee due to EDGE
4. The \$1,000 commitment fees collected from the following for projects that have not closed as of January 31, 2024:
 1. Central Utica Building (received November 2021)
 2. Solitude Solar, LLC (received February 2022)
 3. Yoder Properties (received May 2023)
 4. BW Solar-NY CDG Oneida 2 (received September 2023)
5. Fund balance decreased by 18% over the last 12 months

Budget Comparison Report (Income Statement):

1. Currently the IDA has 2 CD's, earnings on those CD's for January along with regular bank interest totaled \$2,178
2. Project closings and application fees received in January are as follows:

1/5/2024	Above Grid LLC	Admin & Commitment Fee	57,068.00
1/16/2024	Collins Solar	Admin & Commitment Fee	38,841.00
Total as of 1/31/24			<u>95,909.00</u>

Expenses are in line with the budget

Other Significant Items to Note:

1. All of the payments have now been received by Indium for the last year of the Hartford PILOT; the Agency has received the debt service bill from the Town of New Hartford and will distribute the funds accordingly

Oneida County Industrial Development Agency
Balance Sheet
January 31, 2024 and 2023

	Current Year	Prior Year
Assets		
Current Assets		
Cash and Cash Equivalents	854,691	937,701 ¹
Restricted Cash - PILOT Holdings	283,760	2,081 ²
PILOT Holdings- Payment Received	(283,760)	(2,081) ²
Accounts Receivable	750	642
Prepaid Expenses	6,543	2,510
Total Current Assets	861,984	940,854
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	861,984	940,854
Liabilities & Net Assets		
Liabilities		
Current Liabilities		
Accounts Payable	27,282	5,666 ³
Accrued Expenses	8,146	7,625
Deferred Revenue	4,000	10,500 ⁴
Total Current Liabilities	39,428	23,791
Total Liabilities	39,428	23,791
Net Assets		
Fund Balance	422,556	517,063 ⁵
Fund Balance-Board Restricted	400,000	400,000
Total Net Assets	822,556	917,063
Total Liabilities & Net Assets	861,984	940,854

Oneida County Industrial Development Agency
 Budget Comparison Report
 Current Period: 1/1/2024 - 1/31/2024
 Budget Period: 1/1/2024 - 12/31/2024
 With Comparative Periods Ending 1/31/2023 and 1/31/2022

	Current Period Actual	Current Period Budget	Year-to-Date Actual	Year-to-Date Budget	1/31/2023	1/31/2022
Revenue						
Reimbursements	0	0	216	0	0	0
Interest Income	2,178	1,450	2,178 ¹	1,450	275	58
Lease Payments	4,000	5,292	4,000	5,292	2,000	500
PILOT Application / Admin Fees	95,909	22,500	95,909 ²	22,500	41,580	500
PILOT Clawback MSP	0	0	0	0	0	0
Total Revenue	102,087	29,242	102,303	29,242	43,855	1,058
Expenses						
Business Expense	583	103	799	62	40	184
Contracted Service-Accounting	646	646	646	646	625	583
Contracted Services - Legal	850	850	850	850	850	800
Legal Services & PILOT Clawback MSP	0	0	0	0	0	0
Contracted Services- Other	355	250	355	250	169	0
Marketing- Contracted Services	510	792	510	792	330	45
Dues & Subscriptions	1,250	167	1,250	167	0	1,250
Insurance - General	370	375	370	375	304	304
Special ED Projects Contingency	0	2,083	0	2,083	2,083	2,083
Office Supplies & Expense	40	0	40	40	0	0
Seminars & Conferences	125	208	125	208	0	0
Service Fees	23,768	23,768	23,768	23,768	23,034	20,250
Total Expenses	28,497	29,242	28,713	29,242	27,435	25,499
Excess or (Deficiency) of Revenue Over Expenses	73,590	0	73,590	0	16,420	(24,441)

**Oneida County Industrial Development Agency
Statement of Cash Flows
For the Period Ending January 31, 2024**

Cash Flows From (Used by) Operating Activities	
Increase (Decrease) in Net Assets	\$ (94,507)
Adjustments for Noncash Transactions	
Depreciation and Amortization	0
(Increase) Decrease in Assets	
Accounts Receivable	(108)
Accounts Receivable-PILOTs billed	0
Prepaid Expenses	(4,033)
Increase (Decrease) in Liabilities	
Accounts Payable and Accrued Liabilities	22,137
Deferred Revenue	(6,500)
PILOT Funds Due	0
Net Cash Flows From Operating Activities	<u>(83,011)</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	(83,011)
 Cash and Cash Equivalents, Beginning of Period	937,701
 Cash and Cash Equivalents, End of Period	<u><u>\$ 854,691</u></u>

Transcript Document No. []

**Final Authorizing Resolution
EDGE Flex Space Facility at Marcy
Nanocenter**

Date: March 6, 2024

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on March 6, 2024, the following members of the Agency were:

Members Present:

Excused:

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 Economic Development Growth Enterprises Corporation (Flex Space Facility at Marcy Nanocenter).

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 LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, THE RECAPTURE AGREEMENT, THE PILOT MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO THE ECONOMIC DEVELOPMENT GROWTH ENTERPRISES CORPORATION (FLEX SPACE AT MARCY NANOCENTER) FACILITY LOCATED IN THE TOWN OF MARCY, 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, Economic Development Growth Enterprises Corporation, on behalf of itself and its principals (collectively, the "Company" and sometimes referred to as "EDGE"), or an entity to be formed on behalf of any of the foregoing has applied to the Agency to enter into a transaction in which the Agency will assist in construction of a 60,281± square foot single story Flex Space building including loading docks and all utilities and infrastructure to support the same (collectively, the "Improvements") on a 17± acre portion of a parcel of land situate at 2049 Wafer Loop Road in the Town of Marcy, Oneida County, New York (the "Land"); and acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), to provide adaptable logistics/warehousing space for supply chain companies for the purpose of supporting the semiconductor and advanced electronics industry and in furtherance of the master plan for the Marcy Nanocenter site (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Company will further sublease 40,705± square feet of the Facility to Danfoss Silicon Power LLC (the "Danfoss Sublessee") for its operation, to support the continued growth of the Danfoss Sublessee at the Quad C facility at SUNY Poly (the "Quad C Facility") pursuant to a Sublease Agreement between the Company and the Danfoss Sublessee (the "Danfoss Sublease Agreement"), the terms of which provide for up to a 20 year sublease term and gives the Danfoss Sublessee the option to terminate early under certain conditions; and

WHEREAS, the Company intends to further sublease the remaining leasable square feet of the Facility to another user or users (which may include the Danfoss Sublessee) relating to growing a regional ecosystem for the semiconductor and

advanced electronic industry (the Danfoss Sublessee and any other user or users are referred to collectively as the “Sublessees” and any one is referred to as a “Sublessee”); and

WHEREAS, the Agency by resolution duly adopted on December 8, 2023 as supplemented on February 9, 2024 (collectively, the “Inducement Resolution”) decided to proceed under the provisions of the Act to lease the Facility and directed that public hearings be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency conducted public hearings on January 18, 2024 and March 5, 2024 and has received all comments submitted with respect to the Financial Assistance and the nature and location of the Facility; and

WHEREAS, the Agency contemplates that it will provide financial assistance in the form of exemptions from mortgage recording taxes and exemptions from sales and use taxes on materials and/or the Equipment used or incorporated in the Facility; and

WHEREAS, the Agency contemplates that it will make provision for payments-in-lieu-of-taxes (the “PILOT Payments”) by the Company and/or the Sublessees to the Agency pursuant to a Payment-In-Lieu-of-Tax Agreement (the “PILOT Agreement”), which PILOT Payments are to be allocated by the Agency in accordance with the terms of an Agreement Approving PILOT Terms and Allocating PILOT Payments dated as of October 1, 2013 by and among the County of Oneida, Whitesboro Central School District, the Town of Marcy, Maynard Fire District, Dunham Public Library (each an “Affected Tax Jurisdiction” and collectively, the “Affected Tax Jurisdictions”), the Agency and EDGE (the “Allocation Agreement”); and

WHEREAS, in accordance with the Allocation Agreement and based upon existing projections, the Company shall pay approximately \$7,389,180.00 in PILOT Payments over 49 years (which figure may be updated from time to time); and

WHEREAS, the payments under the PILOT Agreement will be a first-priority lien on the Facility, secured by a PILOT Mortgage from the Agency and the Company to the Agency, for the benefit of the Taxing Authorities (the “PILOT Mortgage”); and

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

- i. Sales and use tax exemption estimated at \$61,250.00; and
- ii. Mortgage recording tax exemptions estimated at \$66,060.00.

WHEREAS, the Company represented that it will create and retain (or cause the Danfoss Sublessee to create and retain) the following full time equivalent (“FTE”) positions: (a) create 51 FTEs between the Facility and the Quad C Facility prior to the commencement of the third lease year and maintain all for the term of the Danfoss Sublease Agreement; and (b) retain 295 FTEs between the Facility and the Quad C

Facility for the term of the Danfoss Sublease Agreement, all as a result of the Company undertaking the Project (the “Employment Obligation”); and

WHEREAS, the Financial Assistance is a deviation from Agency’s Uniform Tax Exemption Policy (the “Policy”) and the Agency has determined to deviate from Policy for the following reasons that were set forth in the Inducement Resolution:

1. **The nature of the proposed project:** The Project consists of the construction of a modern supply chain site, which is necessary to support and attract continued growth at the Marcy Nanocenter site.
2. **The nature of the property before the project begins:** The Project is situated on land that is part of a 400-acre site that has been developed as the “Marcy Nanocenter,” the goal of which is to attract advanced nanoelectronic manufacturing. The Project is located on a 17± acre portion of land, owned by EDGE, that has been master planned as a supply chain site to support the semiconductor and advanced electronics industry.
3. **The extent to which financial assistance for the properties will create or retain permanent, private sector jobs.** The Project will support the continued growth of Wolfspeed and Danfoss, and has the potential to attract other advanced electronics companies to Marcy Nanocenter.
4. **Impact of the proposed tax exemptions on affected tax jurisdictions:** The PILOT Payments are consistent with the methodology that was agreed upon among all taxing jurisdictions in the Agreement Approving PILOT Terms and Allocating PILOT Payments dated as of October 1, 2013.
5. **Impact on existing and proposed businesses and economic development projects in the vicinity:** The Flex Space site’s proximity to Wolfspeed and Danfoss is a major benefit in supporting additional investment opportunities and helping to expand the regional semiconductor and advanced electronics ecosystem. Providing opportunity for growth of the Marcy Nanocenter is also expected to further the growth in businesses and housing in the region.
6. **The amount of private sector investment generated or likely to be generated:** EDGE and Danfoss have committed to invest over \$25,000,000.00 in the aggregate into the project.
7. **The effect of the proposed project upon the environment:** Environmental impact has been extensively reviewed and studied. The cost associated with the environmental review is a burden, and some of the monies generated under the PILOT Allocation Agreement will help cover these costs.
8. **The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located.**

Pursuant to the PILOT Allocation Agreement, each year an ever-increasing portion of the PILOT Payments made to the Agency are allocated and paid over by the Agency to the affected taxing jurisdictions (including a 2% community host payment to the Town of Marcy).

9. The extent to which redevelopment will provide a benefit (economic or otherwise) not otherwise available within the municipality: There is not a Flex Space supply chain facility located at the Marcy Nanocenter site or in Oneida County. Without a modern supply chain facility on the Marcy Nanocenter site, Wolfspeed, Danfoss and other semiconductor and advanced electronics companies will be forced to look outside Oneida County to meet their flex space requirements; and

WHEREAS, by letters dated January 5, 2024 and February 23, 2024 the Agency provided written notices to the Affected Tax Jurisdictions enclosing the Inducement Resolution, which described the Financial Assistance and the reasons it is deviating from the Policy; and

WHEREAS, EDGE has agreed to finance a portion of the costs of the Facility by undertaking certain site work in furtherance of the Project (the “EDGE Project Related Debt”); and

WHEREAS, pursuant to the terms of the Allocation Agreement, the Agency must approve the EDGE Project Related Debt prior to it being incurred by EDGE; 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 Project and the Agency’s leasehold interest in the Facility.

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, construction and equipping of the Facility, the leasing of the 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 acquisition, construction, equipping and financing of the Facility is reasonably necessary to induce the Company and the Sublessees to maintain and expand their respective business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the 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 Facility is located; and

(f) The SEQRA findings adopted by the Agency on December 18, 2023 encompassed the actions to be undertaken by this resolution and no changes have been made 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 Project; and

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

(i) The Leaseback Agreement is an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The PILOT Agreement, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency, the Company and the Danfoss Sublessee set forth the terms and conditions of their Agreement regarding the Company's and the Danfoss Sublessee's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") between the Agency, the Company and the Danfoss Sublessee will be an effective instrument whereby the Company and the Danfoss Sublessee agree to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(l) The Job Creation and Recapture Agreement (the "Recapture Agreement") between the Agency, the Company and the Danfoss Sublessee will be an effective instrument whereby the Company and the Danfoss Sublessee agree that the Financial Assistance is conditioned upon the Company and/or the Sublessee achieving the Employment Obligation; and

(m) The PILOT Mortgage will be an effective instrument whereby the Company and the Agency mortgage the Facility to the Agency, for the benefit of the taxing jurisdictions, to secure payments under the PILOT Agreement as a first-priority lien.

Section 2.

(a) In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute and deliver the Environmental Compliance and Indemnification Agreement, (vii) execute, deliver and perform the Recapture Agreement, (viii) execute, deliver and perform the PILOT Mortgage; and (ix) deviate from the Policy and provide the Financial Assistance to the Company in support of the Project.

(b) The Agency must approve the EDGE Project Related Debt prior to entering into documents relating to the EDGE Project Related Debt and conferring mortgage recording tax exemption with respect to the EDGE Project Related Debt

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the Lease Agreement, 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 Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement, the PILOT Agreement and the PILOT Mortgage (each in substantially the Agency's standard forms with such changes that may be approved by counsel) 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 Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement, the PILOT Agreement and the PILOT Mortgage, all in substantially the forms approved at 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 (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.

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 March 6, 2024 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 Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Recapture Agreement, the PILOT Agreement and the PILOT Mortgage 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 _____, 2024.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Shawna M. Papale, Secretary

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/Executive Director

Timothy Fitzgerald
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



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David C. Grow
Chairman

Michael Fitzgerald
Vice Chairperson

Mary Faith Messenger
Treasurer

Ferris Betrus, Jr.
Kirk Hinman
Eugene Quadraro
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Mark Kaucher

DATE: January 18, 2024

RE: **Economic Development Growth Enterprise Corporation (EDGE) Marcy
Nanocenter/Flex Space Facility**

Thursday, January 18, 2024 Public Hearing Minutes

Town of Marcy, 8801 Paul Becker Rd.

Representing the Agency: Shawna Papale, Tim Fitzgerald, Mark Kaucher

Other Attendees: William Van Shufflin, Mohawk Valley EDGE; Steve Buda,
Maynard Fire District

Public hearing opened at 10:00 AM

Reading of the public hearing notice was waived upon consensus of the attendees.

No comments were made.

Public Hearing was closed at 10:30 AM

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/Executive Director

Timothy Fitzgerald
Assistant Secretary

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Stephen P. Zogby
Chairman

David C. Grow
Vice Chairman

Franca Armstrong
James J. Genovese, II
Aricca R. Lewis
Kristen Martin
Tim Reed

TO: OCIDA Board of Directors
FROM: Shawna Papale
DATE: March 5, 2024
RE: **Economic Development Growth Enterprise Corporation (EDGE) Marcy
Nanocenter/Flex Space Facility**
Wednesday, March 5, 2024 Public Hearing Minutes
Town of Marcy, 8801 Paul Becker Rd.

Representing the Agency: Shawna Papale, Tim Fitzgerald, Mark Kaucher

Other Attendees: William Van Shufflin, Mohawk Valley EDGE; Brian Scala, Supervisor, Town of Marcy; John Hanlon, resident of Marcy.

Public hearing opened at 10:00 AM. The Public hearing notice was read by Mark Kaucher.

Mr. Hanlon asked what was the structure of EDGE and who would be paying the taxes/ PILOT. Mr. VanShufflin clarified that EDGE is a non-for-profit and would be paying the PILOT on the Flex Space as set forth under the PILOT Allocation Agreement.

Mr. Scala, representing the Town and the Town Board, stated that he would like to go on record as being totally against the proposed IDA PILOT being applied to this project, and referenced the letter (email attached herein) he previously submitted to the IDA expressing same. He stated that he believes the agreement they signed back in October of 2013 covered the parcel that was for the chip plant only. He stated he believed that this project, located on the Farmer parcel, was not a parcel covered under the 2013 PILOT Allocation Agreement signed by the taxing jurisdictions. The Town did not sign the agreement thinking all subsequent land would be covered under the PILOT PIF agreement. The Town's major contention is with the issue of the ability to bill for special district taxes. He referenced the SID charges. They believe that the PILOT should not prohibit the Town from billing special district taxes. The Town's only property tax is the highway tax. The town does not have a "town" tax. They would ask the IDA to modify to allow municipalities to be able to charge special district taxes. He feels the Dunham Library should not be included in the PILOT

payments. He pointed out how the PILOT payments are reduced over time; he acknowledged the Town did sign up for that structure.

Shawna Papale clarified that the Farmer parcel was intended to be covered in the agreement; she went over the parcels covered in the PILOT Allocation Agreement including the parcel known as the Farmer Parcel where the Flex Space building is to be constructed.

Public Hearing was closed at 10:40 AM

From: [Brian N. Scala, Marcy Town Supervisor](#)
To: [Ruberto, Laura](#)
Cc: [Anthony J. Picente](#); [Michael Head](#); [Brian Bellair](#); [Steve Buda](#); [Kimberly Bunal, kbunal@wboro.org](#); [scollver@roadrunner.com](#); [Linda Romano](#); [Shawna Papale](#); [Mark Kaucher](#); [Gina Schillaci](#); [jsaunders@saunderskahler.com](#); [Steven J. Dimeo](#); [William Vanshufflin](#); [office](#); [Ken Friot](#); [fkiernan](#); [mark canter](#); [carlannese](#)
Subject: Re: [EXTERNAL] Oneida County IDA/EDGE Flex Space Project
Date: Friday, February 23, 2024 3:37:20 PM

The Town of Marcy will be speaking against this change, and referring to the Oct 1, 2014 PILOT signed. This PILOT was for bringing in a Chip Company, not all lands added after this time period. It doesn't allow the Town to tax for Special Districts, where this had language buried within the document to deduct special districts, if billed from the PILOT payment. In addition this PILOT allows payment to the Dunham Library, who has NO skin in the game and should not receive a dime, who's tax rate is higher than the Marcy Highway tax rate.

Brian N. Scala
Town Supervisor
Town of Marcy
315-768-4800 ex.240

From: "Laura Ruberto" <RubertL@bsk.com>
To: "Anthony J. Picente" <apicente@ocgov.net>, "Brian N. Scala, Marcy Town Supervisor" <brian.scala@townofmarcy.org>, "Michael Head" <mhead@wboro.org>, "Brian Bellair" <bbellair@wboro.org>, "Steve Buda" <smbuda@roadrunner.com>, "Kimberly Bunal, kbunal@wboro.org" <kbunal@wboro.org>, [scollver@roadrunner.com](#)
Cc: "Linda Romano" <romanol@bsk.com>, "Shawna Papale" <spapale@mvedge.org>, "Mark Kaucher" <mkaucher@mvedge.org>, "Gina Schillaci" <marcytownclerk@gmail.com>, "Jef Saunders" <jsaunders@saunderskahler.com>, "Steve DiMeo" <sjdimeo@mvedge.org>, "William Vanshufflin" <wvanshufflin@mvedge.org>
Sent: Friday, February 23, 2024 10:55:44 AM
Subject: [EXTERNAL] Oneida County IDA/EDGE Flex Space Project

Good morning; attached please find correspondence from Oneida County Industrial Development Agency relating to the EDGE Flex Space Project.

Best regards,
Laura

Laura S. Ruberto
Paralegal
Business
315.218.8669 Direct
lruberto@bsk.com

