

Memorandum of Leaseback Agreement

This MEMORANDUM OF LEASEBACK AGREEMENT dated as of February 1, 2020, by and between **ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 584 Phoenix Drive, Rome, New York 13441 (the "Agency") and **ONEIDA COUNTY RURAL TELEPHONE COMPANY**, a corporation duly organized, validly existing and in good standing under the laws of the State of New York, with an address of 9560 Main Street, Holland Patent, New York 13354 (the "Company").

The Company and the Agency entered into a Leaseback Agreement dated as of February 1, 2020 (the "Lease Agreement") whereby the Agency leases to the Company premises described in Exhibit A attached hereto and made a part hereof and equipment described in Exhibit B attached hereto and made a part hereof.

The Leaseback Agreement provides for the rental of the premises by the Agency to the Company for a term commencing February 1, 2020 and terminating at 11:59 p.m. on December 31, 2025 (the "Lease Term").

The Leaseback Agreement is available for inspection during normal business hours at the offices of the Agency indicated above.

This Memorandum of Leaseback Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[signature page follows]

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Clerk: ST

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9 Pages

Sandra J. DePerno, Oneida County Clerk

IN WITNESS WHEREOF, the Agency and the Company have caused this **Memorandum of Leaseback Agreement** to be executed in their respective names on February 27, 2020.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By:


David C. Grow
Chairman

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

On the 27th day of February 2020 before me, the undersigned a notary public in and for said state, personally appeared **David C. Grow**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.


Notary Public



SECOND SIGNATURE PAGE TO MEMORANDUM OF LEASEBACK AGREEMENT
(ONEIDA COUNTY RURAL TELEPHONE COMPANY)

ONEIDA COUNTY RURAL TELEPHONE
COMPANY

By: Heather Kirkland
Heather Kirkland
Chief Financial Officer

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

On the 27th day of February 2020 before me, the undersigned a notary public in and for said state, personally appeared **Heather Kirkland**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Laura S. Ruberto
Notary Public



EXHIBIT A

Parcel 1

ALL THAT TRACT OR PARCEL OF LAND situate in the Village of Holland Patent, Town of Trenton, County of Oneida and State of New York, being part of Great Lot 128 in the Holland Patent as shown by a survey made by Moses Wright July 1797, the parcel hereby conveyed being bounded and described as follows to wit:

BEGINNING at an iron pipe at the southeasterly corner of a parcel of land conveyed by Mary Klun to the Oneida County Rural Telephone Company, Inc., by deed dated August 19, 1966, and recorded in the Oneida County Clerk's Office on September 23, 1966, in Book of Deeds 1845 at page 545; thence south $23^{\circ} 30'$ E 160.36 feet to an iron pipe set on the northerly line of the lands conveyed to the Village of Holland Patent by Mary Klun by deed dated May 7, 1965, and recorded in the Oneida County Clerk's Office in Book of Deeds 1814 at page 575; thence S $71^{\circ} 10'$ W along said north line 211.80 feet to an iron pipe at the northwest corner of said village property; thence N $26^{\circ} 40'$ W 152.94 feet to an iron pipe set at the northeast corner of a strip of land 118' X 20' conveyed by Andrew and Mary Klun to Betty E. Yetman November 22, 1947, and recorded in the Oneida County Clerk's Office in Book of Deeds 1188 at page 504; thence N $65^{\circ} 30'$ E 43.75 feet to an iron pipe set on the west line of the lands conveyed by Mary Klun to the Oneida County Rural Telephone Co., Inc.; thence S $24^{\circ} 30'$ E 10.03 feet along said west line to an iron pipe at the southwest corner of said parcel conveyed by Mary Klun to said Telephone Co.; thence N $66^{\circ} 30'$ E 175.64 feet along the south line of said Telephone Company's land to the point or place of beginning, said parcel to contain 0.76 acres of land to be the same more or less.

BEING part of the land conveyed by Seminole Condensed Milk Co. to Andrew Klun by deed dated June 15, 1945 and recorded in the Oneida County Clerk's Office on June 20, 1945, in Book of Deeds 1021 at page 496 and said premises being devised to Mary Klun under the Last Will and Testament of Andrew Klun, dated April 10, 1964, proved September 21, 1964 and recorded in Oneida County Surrogate's Office on September 21, 1964.

Parcel 2

ALL THAT TRACT OR PARCEL OF LAND situate in the Village of Holland Patent, Town of Trenton, County of Oneida and State of New York bounded and described as follows:

BEGINNING at a point that is South $23^{\circ} - 20'$ East a distance of 195 feet from the Southerly line of Main Street, said point of beginning being an existing iron pipe at the Southwesterly corner of the lands of the Mohawk Valley Oil Company, Inc. (deeds 2759, page 62) thence North $66^{\circ} - 40'$ East along the division line of the lands of said Mohawk Valley Oil Company, Inc., on the Northwest and the lands herein described on the Southeast a distance of 150.00 feet to an iron pipe set, thence South $23^{\circ} - 12' - 27''$ East thru the lands of the Holland Patent Hose Company, Inc., a distance of 222.2 feet to an iron pipe set, thence South $71^{\circ} - 20'$ West thru the lands of said Holland Patent Hose Company, Inc., on the Southeast and the lands herein described on the Northwest a distance of 33.8 feet to an existing iron pipe; thence continuing South $71^{\circ} - 20'$ West along the division line of the lands of the Village of Holland Patent (deeds 1814, page 575) on the Southeast and the lands herein described on the Northwest a distance of 116.2 feet to an existing iron pipe; thence North 23°

- 20' West along the division line of the lands of the Oneida County Rural Telephone Company (deeds 1947, page 757) and (deeds 1845, page 545) on the Southwest and the lands herein described on the Northeast a distance of 210.00 feet to the point or place of beginning.

Said parcel to contain 0.74 acres of land to be the same more or less.

All as described and shown on current survey map prepared by Richard K. Bartholomew entitled "Map Showing Premises Situated in the Village of Holland Patent, Town of Trenton, and Oneida County, N.Y. to be conveyed to the Oneida County Rural Telephone Co., Inc. dated June 2, 1997, and filed in the Oneida County Clerk's Office.

Subject to and together with any and all rights of way, easements, covenants, and restrictions of record.

ALSO CONVEYING a right of way to the above parcel as the sole means of access thereto being granted by grantor herein, Holland Patent Hose Company, Inc., same being from New York State Route 365 to said parcel and all as set forth in deed from Oneida County Rural Telephone, Company, Inc., to Holland Patent Hose Company, Inc., by deed dated October 30, 2000, and recorded in the Oneida County Clerk's Office.

EXHIBIT B

All fixtures, building materials and items of personal property constructed, renovated and installed and/or to be constructed, renovated and installed in connection with the completion of the Oneida County Rural Telephone Company Facility located in the Town of Trenton, Village of Holland Patent, Oneida County, New York, but excluding any and all electronics related to the provision of telecommunications services.