

**Inducement Resolution
Woodhaven Ventures, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING WOODHAVEN VENTURES, LLC, THE PRINCIPALS OF WOODHAVEN VENTURES, LLC, AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Woodhaven Ventures, LLC, on behalf of itself and/or the principals of Woodhaven Ventures, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the redevelopment of the former Woodhaven Park housing development, which consists of the acquisition by the Company of a 73.00± acre parcel of land located at Park Drive, City of Rome, Oneida County, New York (the "Land"); construction on the Land of 250 single-family housing units (each a "Housing Unit") to be undertaken in five separate phases (each a "Development Area"), together with abatement and removal of existing foundations, construction of sidewalks and driveways, widening and reconstruction of roadways, construction of community buildings and amenities, and improvements to utility infrastructure to service the same (collectively, the "Infrastructure" and together with the Housing Units, the "Improvements"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of filling a demand for diverse and affordable housing within the community for existing employees of the Griffiss Business and Technology Park, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, the Company will lease the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Company will sell to Bonacio Construction, Inc. (the "Contractor") each Development Area when it is ready to construct, and will assign to the Contractor its interest in the Leaseback Agreement relating to that Development Area; and

WHEREAS, the Contractor will construct each Development Area and sell Housing Units to individual homeowners (the “Homeowners”); and

WHEREAS, the Homeowners will enter into a Single-Family Lease and PILOT Agreement with the Agency (the “Single-Family Lease and PILOT”), at which time the Housing Unit is released from the Leaseback Agreement; and

WHEREAS, the Company intends to finance a portion of the costs of the Project by securing a loan from Community Bank, N.A. (the “Bank”) that will be secured by mortgages in the aggregate sum of \$5,304,000, with an initial mortgage for Development Area 1 in the principal amount of approximately \$1,113,000.00 to be secured by a Mortgage (the “Mortgage”) from the Agency and the Company to the Bank; and

WHEREAS, the Facility constitutes a “non-industrial facility” under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the County of Oneida has released a study entitled, *Oneida County Vision 2020 – Path Toward Prosperity Initiative* (the “Vision 2020 Study”), in which it identifies certain types of housing that need to be filled to meet the demands of changing population and workplace demographics within Oneida County; and

WHEREAS, in furtherance of the Vision 2020 Study, the Agency amended its Uniform Tax Exemption Policy to provide for financial assistance to market rate rental housing (the “Housing Policy”); and

WHEREAS, in order to qualify financial assistance for the Project, the Agency must make the finding that the Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency by filling a demonstrated demand for market rate housing units described in the Vision 2020 Study and providing quality housing for employers to attract a quality workforce to the region; and

WHEREAS, the Agency is contemplating granting financial assistance (a) to the Company in the form of reduction of real property taxes for a period of fifteen years under a Master PILOT Agreement, exemptions from mortgage recording taxes, and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project and (b) to each Homeowner in the form of reduction of real property taxes for a period of up to eighteen years under a Unit Lease and Single-Family Housing PILOT Agreement, which is assignable to future Homeowners, which exemption will be available starting with the 2023 taxable status date through and including the 2040 taxable status date (collectively, the “Financial Assistance”), which Financial Assistance is a deviation from the Housing Policy, to be more particularly described in a final authorizing resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, based upon representations made by the Company in the Application for Financial Assistance dated May 13, 2021, which Application may be amended from time to time prior to closing of the sale-leaseback or lease-leaseback transaction described below (the "Application"), the value of the Financial Assistance is described as follows:

- Sales and use tax exemption (for the entire Project) estimated at \$2,852,490 but not to exceed \$3,137,739, broken down as follows:

Infrastructure estimated at \$55,962 but not to exceed \$61,558;
Development Area 1 estimated at \$424,760 but not to exceed \$467,236
Development Area 2 estimated at \$551,040 but not to exceed \$606,144
Development Area 3 estimated at \$431,648 but not to exceed \$474,812
Development Area 4 estimated at \$769,160 but not to exceed \$846,076
Development Area 5 estimated at \$619,920 but not to exceed \$681,912

- Mortgage recording tax exemption estimated at \$39,700 but not to exceed \$43,670
- Real property tax abatement estimated at \$23,569,871, broken down as follows:

Master PILOT estimated at \$475,945
Single-family Housing PILOTs estimated at \$23,093,926

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a lease-leaseback transaction, and the granting of any Financial Assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that (i) the proposed lease-leaseback transaction is an inducement to the Company to undertake the Project and, but for the Financial Assistance, the Company would not undertake the Project and (ii) the Homeowners will realize the benefit of the sales tax exemptions claimed by the Company relating to construction of the Housing Units, because the Company will reduce the purchase price for the Housing Units; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQRA"), the Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, the City of Rome Planning Board is acting as lead agency for the purposes of SEQRA, and the Agency defers to the determination of the lead agency with respect to SEQRA; and

WHEREAS, prior to the granting of any Financial Assistance and following the determination of the lead agency, the Agency will complete its environmental review and make determinations for purposes of SEQRA.

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

- Section 1.
- (a) The acquisition, construction and equipping of the Facility and the Agency's financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.
 - (b) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction for the purpose of providing financial assistance for the acquisition, construction and equipping of the Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.
 - (c) The Agency is contemplating authorizing Financial Assistance for the entire Project as an inducement for the Company to undertake the Project. The Company intends to initially undertake construction of the Infrastructure and Development Area 1. At such time the Company has determined which Development Area will be undertaken next, the Company will provide written notice to the Agency to demonstrate its continued need for Financial Assistance, which notice will provide a summary of the Project that has been completed to date, certify the project cost and sales tax exemption required to construct the next Development Area to be undertaken, provide current market data, request the Agency authorize the sale and assignment of the Development Area to the Contractor, and request the Agency appoint the Company as its agent to undertake the next Development Area.
 - (d) Due to the unique nature of the Project and the proposed Financial Assistance, the Agency determines it is desirable and in the public interest to perform an annual review of the Project during the Agency's regular

board meeting held in May during each year the Lease Agreement is in force and effect.

The Agency further agrees to review the Project in May 2026 for the purpose of determining whether modification of the Financial Assistance is necessary to ensure the Project is able to reach its stated goals. The Company shall submit to the Agency information pertaining to the salability of new construction product (to the Project goal of 250 homes), including but not limited to market data, inflation, interest rates, employment availability, mortgage availability, and any additional information the Agency deems necessary to perform its review. The Agency shall have sole discretion in making such determination.

Section 2.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency, the Company and the Contractor setting forth the undertakings of the Agency, the Company and the Contractor with respect to the closing of the lease-leaseback transaction, and the development of the Facility (the "Agreement") is hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3.

The Agency shall assist the Company in the acquisition, construction and equipping of the Facility and will provide financial assistance with respect thereto subject to (i) obtaining all necessary governmental approvals, (ii) approval of the members of the Company, (iii) approval of the members of the Agency, (iv) satisfactory completion of the environmental review of the Facility by the Agency in compliance with the State Environmental Quality Review Act, (v) agreement by the Agency and the Company upon mutually acceptable terms and conditions for the Leaseback Agreement and other documentation usual and customary to transactions of this nature, (vi) the condition that there are no changes in New York State Law which prohibit or limit the Agency from fulfilling its obligation and commitment as herein set forth to enter into the lease-leaseback transaction, (vii) the Company submitting a market study or other documentation acceptable to the Agency that supports the representation that the Project is filling a demonstrated demand for housing, and (viii) payment by the Company of the Agency's transaction fee and the fees and disbursements of bond counsel or transaction counsel, more particularly described in the Inducement Agreement.

Section 4.

The Company is herewith and hereby appointed the agent of the Agency to acquire, construct, equip and complete the Infrastructure and Development Area 1. The Company is hereby empowered to delegate its

status as agent of the Agency to the agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, equip and complete the Infrastructure and Development Area 1. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company upon satisfaction of the conditions described in Section 3 hereof. The Agency hereby appoints the Company, the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Infrastructure and Development Area 1, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the Company, the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The Agency is hereby authorized and directed to schedule the Hearing, so that the Agency may receive comments from all interested parties on the financial assistance contemplated by the Agency and the financial assistance requested by the Company.

Section 6. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 7. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.

Section 8. 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 9. This resolution shall take effect immediately.

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

I, the undersigned (Assistant) 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 that 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 in public session on July 16, 2021 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: David Grow; Kirk Hinman; Mary Faith Messenger, E. Quadraro; Steve Zogby.

Members Present Webex/Teleconference: Ferris Betrus, L. Michael Fitzgerald

EDGE Staff Present: Shawna Papale; Mark Kaucher; Steve DiMeo; Maureen Carney; Bill Van Shufflin.

Others Present: Rome Mayor Jackie Izzo; Jesse Plumley, Plumley Engineering

Others Present Webex/Teleconference: Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Matt Andrews, City of Rome; Amanda Zurla and Olivia Sproviero, GSPP 7024 Fox Rd (Marcy Solar) Genevieve Trigg, Barclay Damon; Fred Matt and Karl Lindhorst, Matt Brewing Co., Inc.; Matt Andrews, City of Rome.

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

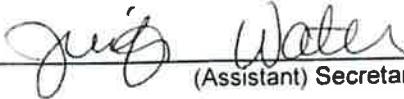
F. Betrus voting aye;
M. Fitzgerald voting nay;
D. Grow voting aye;
K. Hinman voting aye;
M.F. Messenger voting aye;
E. Quadraro voting aye;
S. Zogby voting aye.

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such 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 and public notice of the date, time and place of said meeting was duly given, (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 December 29, 2021.



(Assistant) Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 12th day of August 2021 at 2:00 p.m., local time, at 584 Phoenix Drive, City of Rome, New York in connection with the following matters:

Woodhaven Ventures, LLC, on behalf of itself and/or the principals of Woodhaven Ventures, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the redevelopment of the former Woodhaven Park housing development, which consists of the acquisition by the Company of a 73.00± acre parcel of land located at Park Drive, City of Rome, Oneida County, New York (the "Land"); construction on the Land of 250 single-family housing units (each a "Housing Unit") to be undertaken in five separate phases (each a "Development Area"), together with abatement and removal of existing foundations, construction of sidewalks and driveways, widening and reconstruction of roadways, construction of community buildings and amenities, and improvements to utility infrastructure to service the same (collectively, the "Infrastructure" and together with the Housing Units, the "Improvements"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of filling a demand for diverse and affordable housing within the community for existing employees of the Griffiss Business and Technology Park, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. The Company will sell to Bonacio Construction, Inc. (the "Contractor") each Development Area when it is ready to construct, and will assign to the Contractor its interest in the Leaseback Agreement relating to that Development Area. The Contractor will construct each Development Area and sell Housing Units to individual homeowners (each, a "Homeowner" and collectively, the "Homeowners"). Each Homeowner will enter into a Unit Lease and PILOT Agreement with the Agency, at which time the Housing Unit is released from the Leaseback Agreement. When the last Housing Unit is sold to a Homeowner, the Agency will terminate the Leaseback Agreement. At the end of the term of each Unit Lease and PILOT Agreement, the Agency will terminate its leasehold interest in the Housing Unit. The Agency is contemplating providing financial assistance (a) to the Company in the form of reduction of real property taxes for a period of fifteen years under a Master PILOT Agreement, exemptions from mortgage

recording taxes, and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, such sales tax exemption to be granted initially for the Infrastructure and the first Development Area, with the Company notifying the Agency when it is ready to construct subsequent Development Areas and demonstrating to the Agency the continued need for Financial Assistance; and (b) to each Homeowner in the form of reduction of real property taxes for a period of ten years under a Unit Lease and Single-Family Housing PILOT Agreement, which is assignable to future Homeowners, which exemption will be available starting with the 2023 taxable status date through and including the 2040 taxable status date, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy (Housing Policy), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Members of the public may also access the Public Hearing and comment on the Project and the benefits to be granted to the Applicant by the Agency during the Public Hearing by calling 1-408-418-9388 (Access code: 132 712 6635). Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: July 27, 2021

By: /s/ Shawna M. Papale, Executive Director

**State of New York } ss:
County of Oneida }**

I, Michele Taylor,
being sworn, says he/she is, and during the time hereinafter mentioned, was
Legal Advertising Representative of the Rome Daily Sentinel,
a newspaper printed and published in the County of Oneida, aforesaid; and that
the annexed printed Notice was inserted and published in said Newspaper
once/ commencing

on the 31st day of July, 20 21

to wit: July 31st

July 31st
Michele Taylor

Sworn to before me this 31st day of July, 20 21

Eileen M. Pierson Notary Public

EILEEN M. PIERSON
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01P16360556
Qualified in Oneida County
My Commission Expires June 19, 2025

LEGAL NOTICE
NOTICE OF PUBLIC
HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 12th day of August 2021 at 2:00 p.m., local time, at 584 Phoenix Drive, City of Rome, New York in connection with the following matters:

Woodhaven Ventures, LLC, on behalf of itself and/or the principals of Woodhaven Ventures, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the redevelopment of the former Woodhaven Park housing development, which consists of the acquisition by the Company of a 73.00± acre parcel of land located at Park Drive, City of Rome, Oneida County, New York (the "Land"); construction on the Land of 250 single-family housing units (each a "Housing Unit") to be undertaken in five separate phases (each a "Development Area"), together with abatement and removal of existing foundations, construction of sidewalks and driveways, widening and reconstruction of roadways, construction of community buildings and amenities, and improvements to utility infrastructure to service the same (collectively, the "Infrastructure" and together with the Housing Units, the "Improvements"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of filling a demand for diverse and affordable housing within the community for existing employees of the Griffiss Business and Technology Park, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. The Company will sell to Bonacio Construction, Inc. (the "Contractor") each Development Area when it is ready to construct, and will assign to the Contractor its interest in the Leaseback Agreement relating to that

Development Area. The Contractor will construct each Development Area and sell Housing Units to individual homeowners (each, a "Homeowner" and collectively, the "Homeowners"). Each Homeowner will enter into a Unit Lease and PILOT Agreement with the Agency, at which time the Housing Unit is released from the Leaseback Agreement. When the last Housing Unit is sold to a Homeowner, the Agency will terminate the Leaseback Agreement. At the end of the term of each Unit Lease and PILOT Agreement, the Agency will terminate its leasehold interest in the Housing Unit. The Agency is contemplating providing financial assistance (a) to the Company in the form of reduction of real property taxes for a period of fifteen years under a Master PILOT Agreement, exemptions from mortgage recording taxes, and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, such sales tax exemption to be granted initially for the Infrastructure and the first Development Area, with the Company notifying the Agency when it is ready to construct subsequent Development Areas and demonstrating to the Agency the continued need for Financial Assistance; and (b) to each Homeowner in the form of reduction of real property taxes for a period of ten years under a Unit Lease and Single-Family Housing PILOT Agreement, which is assignable to future Homeowners, which exemption will be available starting with the 2023 taxable status date through and including the 2040 taxable status date, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy (Housing Policy), to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Members of the public may also access the Public Hearing and comment on the Project and the benefits to be granted to the Applicant by the Agency during the Public Hearing by calling 1-408-418-9388 (Access code: 132 712 6835). Minutes of the Public Hearing will be transcribed and posted on the Agency's website. A copy of the Application for Financial

Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY
INDUSTRIAL
DEVELOPMENT AGENCY
Dated: July 27, 2021
By: /s/ Shawna M. Papale,
Executive Director

7/31-iti

Ruberto, Laura

From: Ruberto, Laura
Sent: Wednesday, July 28, 2021 2:07 PM
To: Anthony J. Picente; Jacqueline M. Izzo; jnash@romecsd.org
Cc: Romano, Linda; Shawna Papale (spapale@mvedge.org); realproperty@ocgov.net; Carvelli, Anthony; Pilbeam, Kathy; Padron, Daisy; dnolan@romecitygov.com; pblake@romecsd.org; ddreidel@romecsd.org; Mark Kaucher; Jennifer Waters
Subject: Notice of Public Hearing: Woodhaven Ventures, LLC/Oneida County IDA
Attachments: notice of public hearing (Woodhaven)(12552775.3).pdf

Tracking:	Recipient	Delivery
	Anthony J. Picente	
	Jacqueline M. Izzo	
	jnash@romecsd.org	
	Romano, Linda	Delivered: 7/28/2021 2:08 PM
	Shawna Papale (spapale@mvedge.org)	
	realproperty@ocgov.net	
	Carvelli, Anthony	
	Pilbeam, Kathy	
	Padron, Daisy	
	dnolan@romecitygov.com	
	pblake@romecsd.org	
	ddreidel@romecsd.org	
	Mark Kaucher	
	Jennifer Waters	
	Oneida County Industrial Development Age_Woodhaven Ventures_ LLC Lease_Leaseback _033807_424345_ _Email and Correspondence	

On **August 12, 2021 at 2:00 p.m.**, local time, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding a project for **Woodhaven Ventures, LLC**. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Daily Sentinel*, Rome, New York for publication.

You are welcome to attend such hearing and provide comments on the nature of the Facility and the provision of financial assistance. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 315-338-0393.

Be well,
Laura

EXHIBIT C

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2021 Real Estate Lease
Woodhaven Ventures LLC Facility

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order at 2:00 p.m.
2. Mr. Kaucher also recorded the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

Woodhaven Ventures, LLC, on behalf of itself and/or the principals of Woodhaven Ventures, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the redevelopment of the former Woodhaven Park housing development, which consists of the acquisition by the Company of a 73.00± acre parcel of land located at Park Drive, City of Rome, Oneida County, New York (the "Land"); construction on the Land of 250 single-family housing units (each a "Housing Unit") to be undertaken in five separate phases (each a "Development Area"), together with abatement and removal of existing foundations, construction of sidewalks and driveways, widening and reconstruction of roadways, construction of community buildings and amenities, and improvements to utility infrastructure to service the same (collectively, the "Infrastructure" and together with the Housing Units, the "Improvements"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of filling a demand for diverse and affordable housing within the community for existing employees of the Griffiss Business and Technology Park, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The Facility will be initially operated and/or managed by the Company.

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4. Mr. Kaucher then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at 2:15 p.m.



Mark Kaucher

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Agency") on August 12, 2021 at 2:00 p.m. local time, at 584 Phoenix Drive, City of Rome, New York, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of December 29, 2021.

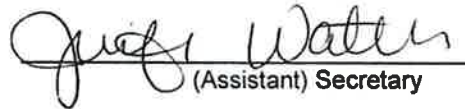

(Assistant) Secretary

EXHIBIT D

[To be printed on IDA letterhead and delivered to the Company]

_____, 2021

Woodhaven Ventures, LLC
Attn.: Kate Jarosh
18 Division Street, Suite 401
Saratoga Springs, New York 12866

RE: *Oneida County Industrial Development Agency Lease-Leaseback Transaction
Woodhaven Ventures, LLC Facility (Infrastructure and Development Area 1)*

Dear Ms. Jarosh:

Pursuant to a resolution duly adopted on July 16, 2021, Oneida County Industrial Development Agency (the "Agency") appointed Woodhaven Ventures, LLC (the "Company") its agent in connection with a transaction in which the Agency will assist in the redevelopment of the former Woodhaven Park housing development, which consists of the acquisition by the Company of a 73.00± acre parcel of land located at Park Drive, City of Rome, Oneida County, New York (the "Land"); construction on the Land of 250 single-family housing units (each a "Housing Unit") to be undertaken in five separate phases (each a "Development Area"), together with abatement and removal of existing foundations, construction of sidewalks and driveways, widening and reconstruction of roadways, construction of community buildings and amenities, and improvements to utility infrastructure to service the same (collectively, the "Infrastructure" and together with the Housing Units, the "Improvements"); and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of filling a demand for diverse and affordable housing within the community for existing employees of the Griffiss Business and Technology Park, and to enhance talent recruitment and economic development in the region (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the construction and equipping of the Improvements is referred to as the "Project"). The

Company will lease the Facility to the Agency and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement. The Company will sell to Bonacio Construction, Inc. (the "Contractor") each Development Area when it is ready to construct, and will assign to the Contractor its interest in the Leaseback Agreement relating to that Development Area. The Contractor will construct each Development Area and sell Housing Units to individual homeowners (the "Homeowners").

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the **Infrastructure and Development Area 1**, and the following activities as they relate to any construction, renovation, equipping and completion of any buildings, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with construction, renovation and equipping the Infrastructure and Development Area 1; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction, renovation and equipping of the Infrastructure and Development Area 1; and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property comprising the Infrastructure and Development Area 1.

The Agency will appoint the Company as its only direct agent for the Project. The agency appointment includes the power of the Company to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described. Please advise the Executive Director of the Agency if you wish to appoint a contractor or other subagent, and the Agency will issue an ST-60 to that party.

In exercising this agency appointment, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the "**Woodhaven Ventures, LLC Facility (Infrastructure and Development Area 1)**" and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Infrastructure and Development Area 1 must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent,

subagent, contractor or subcontractor of the Agency for purposes of renovating and equipping the Infrastructure and Development Area 1, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the Infrastructure and Development Area 1.

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent and are making purchases that would otherwise be exempt outside of the Agency's interest in the Facility must claim the sales tax exemption for renovation materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

The aforesaid appointment of the Company as agent of the Agency to construct and equip the Infrastructure and Development Area 1 shall expire at the earlier of (a) the completion of such activities and improvements, or (b) July 16, 2022, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Based upon representations made by the Company, the value of the sales tax to be abated relating to the Infrastructure is estimated at \$55,962 but not to exceed \$61,558. Based upon representations made by the Company, the value of the sales tax to be abated relating to Development Area 1 is estimated at \$424,760 but not to exceed \$467,236. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Company (a) that exceed \$100,000.00 for purchases made between July 16, 2021 and the date of the public hearing or (b) that exceed \$528,794 for purchases made relating to the Infrastructure and Development Area 1 in the aggregate.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to the Project. We are providing a form of a worksheet for you to track all exempt purchases made in completing the Project, using Forms ST-123 or Form ST-120.1. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency and this worksheet. The penalty for failure to file such statement, or to provide a copy to the Agency, is the removal of your authority to act as an agent.

If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files. The Agency will issue and deliver Form ST-60 to you upon receipt of this signed agency appointment letter. The Agency reserves the right to issue a revised agency appointment letter with respect to the process for utilizing and reporting exemptions hereunder.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Name:
Title:

ACCEPTED & AGREED:

WOODHAVEN VENTURES, LLC, by its
Sole Member, Woodhaven Partners, LLC

By: _____
Name:
Title: