

**Inducement Resolution  
Universal Photonics, Inc. Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING UNIVERSAL PHOTONICS, INC. AND JH RHODES COMPANY, INC., THE PRINCIPALS OF UNIVERSAL PHOTONICS, INC. AND JH RHODES COMPANY, INC. 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 SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Universal Photonics, Inc. ("Universal") and JH Rhodes Company, Inc., a wholly-owned subsidiary of Universal ("Rhodes"), on behalf of themselves and/or the principals of Universal and Rhodes and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company"), have applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"); and

WHEREAS, the Company will lease the Facility to the Agency pursuant to a Lease Agreement between the Company and the Agency (the "Lease Agreement"), and the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement between the Agency and the Company (the "Leaseback Agreement"), 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

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 Agency contemplates that it will provide financial assistance to the Company, in the form of exemption from real property taxes on the Facility, exemptions from mortgage recording taxes and exemption from sales and use taxes on materials and/or equipment used or incorporated in the Facility, which benefits represent a deviation from the Agency's Uniform Tax Exemption 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, prior to the closing of a sale-leaseback or 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 sale-leaseback or lease-leaseback transaction, and the granting of any tax benefits, 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 the proposed sale-leaseback transaction or lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry; 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, Universal 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

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

Section 1.

Based upon the Environmental Assessment Form completed by Universal and reviewed by the Agency and other representations and information furnished by the Company regarding the Facility, the Agency determines that the action relating to the acquisition, construction, renovation and installation of the Facility is an "unlisted" action, as that term is defined in the State Environmental Quality Review Act (Article 8 of the Environmental Conservation Law) ("SEQRA"). The Agency also determines that the action will not have a "significant effect" on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQRA or as may be deemed advisable by the Chairman of the Agency or counsel to the Agency.

Section 2.

- (a) The acquisition, construction, renovation and installation 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 sale-leaseback transaction or lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, construction, renovation and installation 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 sale-leaseback or lease-leaseback transaction.

Section 3.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency, Universal and Rhodes setting forth the undertakings of the Agency, Universal and Rhodes with respect to the closing of the sale-leaseback or lease-leaseback transaction, and the development of the Facility (the "Agreement") are 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 4.

Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall assist the Company in its acquisition, construction, renovation and installation of the Facility and will provide Financial Assistance with respect thereto.

Section 5.

The Company is herewith and hereby appointed the agent of Agency to acquire, construct, renovate and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, renovate and equip the Facility. 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. The Agency hereby appoints 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 Facility, 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 agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5.

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

Section 6. 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 sale-leaseback transaction or lease-leaseback transaction.

Section 7. 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 8. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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

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

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and 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 February 10, 2012 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
David Grow  
Eugene Quadraro  
Michael Valentine (via videoconference)  
Steven Zogby

Staff Present: Mary Rizzo Bonney  
Julianne Cardone  
Steve DiMeo  
Shawna Papale  
Jennifer Waters  
Peter Zawko

Others Present: Michael Brophy  
William Gaetano  
Caroline Levitt, Esq.  
Mark Levitt, Esq.  
Linda Romano, Esq.  
Jef Saunders, Esq.

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

Voting Aye

[Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
David Grow  
Eugene Quadraro  
Steven Zogby]

Voting Nay

None

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

IN WITNESS WHEREOF, I have hereunto set my hand this 10 day of February, 2012.

  
\_\_\_\_\_  
Shawna Papale, 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 9<sup>th</sup> day of February, 2012 at 10:00 a.m., local time, at the Whitestown Community Center, 1 Championship Way, Whitesboro, New York 13492, in connection with the following matters:

Universal Photonics, Inc. ("Universal") and JH Rhodes Company, Inc., a wholly-owned subsidiary of Universal (collectively with Universal, the "Company") have applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for a term of \_\_\_\_\_ ( ) years, exemptions from mortgage recording tax, exemptions from sales and use taxes and abatement of real property taxes for a period of \_\_\_\_\_ ( ) years, conditioned upon the Company investing a minimum amount into the construction and renovation of the Facility, which benefits are consistent with the Agency's Uniform Tax Exemption 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. 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: February \_\_, 2012

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



## EXHIBIT B

### MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2012 Real Estate Lease  
Universal Photonics, Inc. Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed project and related financial assistance as follows:

Universal Photonics, Inc. ("Universal") and JH Rhodes Company, Inc., a wholly-owned subsidiary of Universal (collectively with Universal, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for a term of \_\_\_\_\_ ( ) years, exemptions from mortgage recording tax, exemptions from sales and use taxes and abatement of real property taxes for a period of \_\_\_\_\_ ( ) years, conditioned upon the Company investing a minimum amount into the construction and renovation of the Facility, which benefits are consistent with the Agency's Uniform Tax Exemption 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.

4. The Chairman 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. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at \_\_\_\_ a.m.

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Shawna Papale, Secretary

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on \_\_\_\_\_, 2012 at \_\_\_\_\_ a.m. local time, at \_\_\_\_\_, \_\_\_\_\_, Whitesboro, New York with the original thereof on file in the office of the Issuer, 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 February \_\_\_\_, 2012.

\_\_\_\_\_  
Secretary

EXHIBIT C

(To be copied onto IDA letterhead and delivered  
to the Company, when appropriate.)

February 10, 2012

Neil Johnson, President  
Universal Photonics, Inc.  
495 West John Street  
Hicksville, New York 11801

RE: *Oneida County Industrial Development Agency  
2012 Real Estate Lease (Universal Photonics, Inc. Facility)*

Dear Mr. Johnson:

Pursuant to a resolution duly adopted on February 10, 2012, Oneida County Industrial Development Agency (the "Agency") appointed Universal Photonics, Inc., its wholly-owned subsidiary JH Rhodes Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") its agent in connection with a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the Facility, and the following activities as they relate to any 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 renovation and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with renovation and equipping 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.

The agency appointment includes the power 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.

In exercising this agency appointment, the Company, its agents, subagents, contractors and subcontractors, should give the supplier or vendor a copy of this letter to show that the Company, its agents, subagents, contractors and subcontractors are each acting as agent for the Agency. The supplier or vendor should identify the Facility on each bill or invoice as "**Universal Photonics, Inc.**" or "**JH Rhodes Company, Inc.**" 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 Facility must execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and 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 Facility. Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.

The aforesaid appointment of the Company as agent of the Agency to acquire, renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) February 10, 2013, 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.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement 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 this Project. The penalty for failure to file such statement is the removal of your authority to act as an agent.

Mr. Neil Johnson

\_\_\_\_\_, 2012

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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.

You or your contractor should also present to the supplier or other vendor of materials for the Facility a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

Please sign and return a copy of this letter for our files.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Name: Shawna M. Papale  
Title: Executive Director

ACCEPTED & AGREED:

UNIVERSAL PHOTONICS, INC.

By: \_\_\_\_\_  
Name:  
Title:

JH RHODES COMPANY, INC.

By: \_\_\_\_\_  
Name:  
Title:

TO: All Contractors, Subcontractors,  
Suppliers and Vendors, etc. of  
Universal Photonics, Inc.

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging Universal Photonics, Inc., on behalf of itself and/or the principals of Universal Photonics, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the Oneida County Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of renovating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

UNIVERSAL PHOTONICS, INC.

By: \_\_\_\_\_  
Name:  
Title:

cc: Oneida County Industrial Development Agency

TO: All Contractors, Subcontractors,  
Suppliers and Vendors, etc. of  
JH Rhodes Company, Inc.

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging JH Rhodes Company, Inc., on behalf of itself and/or the principals of JH Rhodes Company, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the Oneida County Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of renovating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

JH RHODES COMPANY, INC.

By: \_\_\_\_\_  
Name:  
Title:

cc: Oneida County Industrial Development Agency



## CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **UNIVERSAL PHOTONICS, INC.** (the "Company"), as agent for and on behalf of the Oneida County Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with renovation and equipping of the facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire title to or a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) February 10, 2013, 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.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

OWNER:

UNIVERSAL PHOTONICS, INC.  
as agent for and on behalf of the Oneida  
County Industrial Development Agency

\_\_\_\_\_  
Insert name of Contractor or  
Subcontractor

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

DATE: \_\_\_\_\_

DATE: \_\_\_\_\_

Address of Contractor or  
Subcontractor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

cc: Oneida County Industrial Development Agency

## CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **JH RHODES COMPANY, INC.** (the "Company"), as agent for and on behalf of the Oneida County Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with renovation and equipping of the facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire title to or a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to acquire, construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) February 10, 2013, 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.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

**OWNER:**

JH RHODES COMPANY, INC.  
as agent for and on behalf of the Oneida  
County Industrial Development Agency

\_\_\_\_\_  
Insert name of Contractor or  
Subcontractor

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

DATE: \_\_\_\_\_

DATE: \_\_\_\_\_

Address of Contractor or  
Subcontractor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

cc: Oneida County Industrial Development Agency

## ADDENDUM A

### DESCRIPTION OF THE FACILITY

The "Facility" consists of the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

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

I, Kathleen A. Vescio,  
being sworn, says she is, and during the time hereinafter mentioned, was Legal Advertising Representative of the 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 13th day of March, 20 12

to wit: March 13th, 2012

March 13th, 20 12

Kathleen A. Vescio

Sworn to before me this 13th day of March, 20 12

La'Vaun A. Rivers Notary Public

La'Vaun A. Rivers Notary Public State of New York County of Oneida Reg. #01R16062227 My Commission Expires 07-30-2013
---

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 26th day of March, 2012 at 10:00 a.m. local time, at the town of Vernon, 4305 Peterboro Road, Vernon, New York 13476 in connection with the following matters:

(Universal Photonics, Inc. ("Universal") and JH Rhodes Company, Inc., a wholly owned subsidiary of Universal, collectively with Universal, the "Company") have applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements"), located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Facility, and lease back the Facility to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for a term of fifteen (15) years, exemptions from mortgage recording tax, exemptions from sales and use taxes and abatement of real property taxes in the amount of 2/3 of such taxes in years 1-2, 1/2 such taxes in years 3-10, 1/3 such taxes in years 11-15, conditioned upon the company investing a minimum amount in the construction and renovation of the Facility, which benefits are a deviation from the Agency's Uniform Tax Exemption 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. A copy of the Application for Financial Assistance filed by the Company with Agency, including an analysis of the cost 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: March 7, 2012  
By: /s/ Shawna M. Palpole  
Executive Director

## MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2012 Real Estate Lease  
Universal Photonics, Inc. Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed project and related financial assistance as follows:

Universal Photonics, Inc. ("Universal") and JH Rhodes Company, Inc., a wholly-owned subsidiary of Universal (collectively with Universal, the "Company") have applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition and renovation of an existing 77,250 square foot manufacturing and warehouse facility (the "Improvements") located at 10 Ward Street, Town of Vernon, Oneida County, New York (the "Land"); and (b) acquisition and installation of all necessary equipment (the "Equipment"), all to be used in connection with the manufacture and distribution of polyurethane substrates used in the surface finishing industry (the Improvements, the Land and the Equipment referred to collectively as the "Facility"). The Facility will be initially operated and/or managed by the Company.

The Agency will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for a term of fifteen (15) years, exemptions from mortgage recording tax, exemptions from sales and use taxes and abatement of real property taxes in the amounts of 2/3 of such taxes in years 1-5; 1/2 such taxes in years 6-10; 1/3 such taxes in years 11-15, conditioned upon the Company investing a minimum amount into the construction and renovation of the Facility, which benefits are a deviation from the Agency's Uniform Tax Exemption 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.



4. The Chairman 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. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 10:30 a.m.

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on March 26, 2012 at 10 a.m. local time, at Town of Vernon, 4305 Peterboro Road, Vernon, New York 13476 with the original thereof on file in the office of the Issuer, 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 July 30, 2012.

  
Secretary

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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

Linda E Romano, being duly sworn, deposes and says:

On March 9, 2012 she deposited in a post office box regularly maintained by the United States Government in the City of Utica, New York, a copy of a Notice of Public Hearing regarding the **Universal Photonics, Inc** Facility, to be held on March 26, 2012 at 10 o'clock a.m., local time, at the Town of Vernon, 4305 Peterboro Road, Vernon, New York, copy of said Notice is attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

Mr. Anthony J. Picente, Jr.  
Oneida County Executive  
Oneida County Office Building  
800 Park Avenue  
Utica, New York 13501

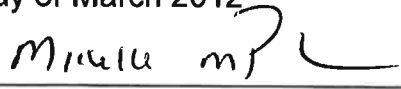
Ms. Nancy Pitman, President  
Board of Education  
Vernon-Verona-Sherrill CSD  
5275 State Route 31  
Verona, New York 13478

Mr. Myron Thurston, Supervisor  
Town of Vernon  
4305 Peterboro Road  
Vernon, New York 13476

Mr. Norman Reed  
Superintendent of Schools  
Vernon-Verona-Sherrill CSD  
5275 State Route 31  
Verona, New York 13478

  
\_\_\_\_\_  
Linda E. Romano

Sworn to before me this 9  
day of March 2012

  
\_\_\_\_\_  
Notary Public

MICHELLE M. PLOUFFE  
Notary Public, State of New York  
Reg. # 01PL6183453  
Qualified in Herkimer County  
My Commission Expires Mar 17, 2016

Anthony J. Picente Jr.  
County Executive

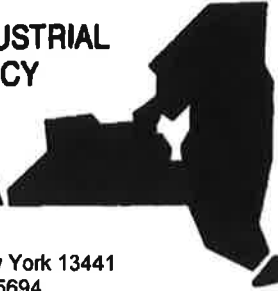
Shawna Papale  
Secretary/  
Executive Director

Julianne Cardone  
Treasurer

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

**OCIDA**



584 Phoenix Drive, Rome, New York 13441  
(315) 338-0393, fax (315) 338-5694  
[info@mvedge.org](mailto:info@mvedge.org); [www.mvedge.org](http://www.mvedge.org)

David C. Grow, Chairman  
Natalie Brown, Vice Chairman

Ferris Betrus Jr.  
Michael Fitzgerald  
Eugene Quadraro  
Michael Valentine  
Steven Zogby

March 8, 2012

Mr. Anthony J. Picente, Jr.  
Oneida County Executive  
Oneida County Office Building  
800 Park Avenue  
Utica, New York 13501

**Re: *Universal Photonics, Inc. Facility***

Dear Sir:

On March 26, 2012 at 10 o'clock a.m., local time, at the Town of Vernon, 4305 Peterboro Road, Vernon, New York 13476 the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Universal Photonics, Inc. and JH Rhodes Company, Inc., its wholly-owned subsidiary. 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 Rome Sentinel, Rome New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. 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 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

A handwritten signature in black ink, appearing to read 'Shawna Papale', is written over a horizontal line.

Shawna M. Papale, Executive Director

Anthony J. Picente Jr.  
County Executive

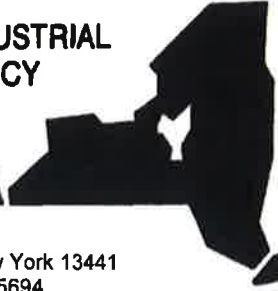
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Assistant Secretary

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Ferris Betrus Jr.  
Michael Fitzgerald  
Eugene Quadraro  
Michael Valentine  
Steven Zogby

March 8, 2012

Mr. Myron Thurston, Supervisor  
Town of Vernon  
4305 Peterboro Road  
Vernon, New York 13476

**Re: *Universal Photonics, Inc. Facility***

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ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

Shawna M. Papale, Executive Director

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
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Michael Valentine  
Steven Zogby

March 8, 2012

Ms. Nancy Pitman, President  
Board of Education  
Vernon-Verona-Sherrill CSD  
5275 State Route 31  
Verona, New York 13478

**Re: *Universal Photonics, Inc. Facility***

Dear Madam:

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

  
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
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Julianne Cardone  
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March 8, 2012

Mr. Norman Reed  
Superintendent of Schools  
Vernon-Verona-Sherrill Central School District  
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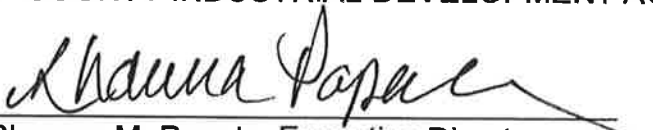
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ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

  
Shawna M. Papale, Executive Director

## NOTICE OF PUBLIC HEARING

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ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: March 7, 2012

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