

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

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

TO: OCIDA Board of Directors

FROM: Jennifer Waters

DATE: February 20, 2014

RE: Woodhaven Public Hearing

Attendees: Christopher Militello, Joe Sallustio, Brad Taylor, Robb Mezza, Patricia Riedel, Dave Gymburch, Al McLeich, Dennis Szwech, Mayor Joe Fusco, Joe Surace, Gerard Feeney, Steven Huntzinger

From Agency: Jennifer Waters, Ferris Betrus, Eugene Quadraro

Public hearing opened at 9:00 AM.

Attendees waived reading public hearing notice.

Brad Taylor stated how the public can make comment on a project when the benefits are not explicitly stated.

Jennifer Waters stated that the Agency is contemplating different PILOT proposals based on the initial application and subsequent requests made by the applicant (Inducement resolution adopted 6-28-13, those minutes attached and the second proposal was presented by the Company to the Agency along with the market study, which was received by the Agency at the 12-19-13 meeting, those minutes attached). The Agency will review comments on each proposal before making the final determination of which benefits are appropriate.

Christopher Militello read the attached letter.

Joe Sallustio stated that the OCIDA does not typically approve housing projects, except for deteriorated units. The OCIDA usually only handles industrial and manufacturing. He stated that housing projects are volatile to mortgage rates and interest rates. He also stated that market studies do not reflect the current state of the housing economy. He stated that there are two houses on his block that have been on the market for more than one year and are asking for below market value. He stated that Rome is a depressed housing market and by putting more rentals/houses on the market will substantially hurt homeowners in Rome. He also stated that there is plenty on blame to go around including the Rome Planning Board for not executing its planned development. He stated that the Planning Board did not diligently prosecute GLDC to execute its planned development of the area. He

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

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

stated a Rome Sentinel article from 2006 that the planned housing project never got off the ground and another article from 2008 about projects not getting off the ground either. None of these plans were diligently prosecuted by the Planning Board. He stated that in the zoning there is an expiration clause that states that if the plan does not commence it must be diligently prosecuted and the zoning will automatically lapse and be null and void. He stated that the City of Rome did not enforce its own zoning by enacting this clause and that fact can be challenged in court. He stated that if this project moves forward it gives an unfair advantage to the residents of Rome because the prices will undercut the market and not be supported by the market. He stated that the homeowners of Rome have the legal right to challenge the City of Rome for non-enforcement of zoning. He also stated that the definition of blighted property is broad and if the OCIDA grants benefits it is setting a precedent for other potentially blighted properties in the region and if the OCIDA does not grant all those projects benefits they are not being fair and equitable.

Mayor Fusco in reference to a letter to the OCIDA from Chip Hackley in which the project requested a total tax abatement (attached) he stated that he gave consideration to this project because of the size, investment and problems with property and that the current owner does not pay taxes. He stated that if a developer is to take the next step, the City needs some assurance that they have some skin in the game. If the OCIDA gives zero tax breaks there is no incentive to get the project done. He stated that he sent a formula to the developer with a different PILOT formula (attached) and he would be supportive of that PILOT. The City has a demand for this type of housing and because of new companies coming in the Mayor is confident that this project will have a positive impact on the community.

Joe Surace stated that as an assessor he can never bring an assessment down to zero. He can reduce the land assessment because the City will be taking over some infrastructure and those lands will be transferred over to the City. He also stated that the current owners are delinquent on taxes. He also stated that in the Memorandum of Understanding the Griffiss Business Park PILOTs should not have been extended in 2011. If they were not companies would be paying their fair share and the tax rate for the typical homeowner would go down. But the OCIDA did approve the extensions. He stated that the OCIDA should do its due diligence in making sure the developer and this project can be accomplished.

Mayor Fusco stated that the City needs some type of income from the property to bond for the sizable infrastructure repairs.

Brad Taylor stated that he would be the rental management company and that Rome needs single family 3 and 4 bedroom rental units. And there is no rental stock like this in a 25-30 mile radius.

Dennis Szwech stated that he met with the Mayor in March and he has never developed a project that was formerly a HUD Air Force Base. He also stated that he disagreed with Joe Sallustio that there is no need for this type of housing in this community. He stated that 220 units would be renovated and that construction costs would exceed \$10M. He did his own rental study and found

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

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

that there are no rentals that compare. The PILOT presented by the Mayor would be a fair reduction. He will be using local labor and because of new energy efficiency standards it would add another \$5,000-\$10,000 per house. He stated that he has to explain to his investors why the project is still viable. He also stated that this type of project will increase the surrounding property values. He also stated that the project will be completed in three phases.

Mayor Fusco stated that he supported the May 17th letter and PILOT formula that he presented to Mr. Szwech.

Chris Militello stated that Mr. Szwech indicated that much more planning still needs to be done and requests that the OCIDA make sure they have a final concrete plan from the developer before they grant any benefits.

Eugene Quadraro stated that in the initial application the developer did not describe any phased development.

No other comment.

Public Hearing was closed at 10:00 AM.

Attachments: Letter to the OCIDA from Rome City School District
Letter to the OCIDA from Chip Hackley
Letter to Dennis Szwech from Mayor Fusco
Additional comments from Joe Sallustio
6-28-13 OCIDA Board of Director Mins
Initial Authorizing Resolution 6-28-13
12-12-13 OCIDA Board of Director Mins
Amended Initial Authorizing Resolution 12-12-13

FERRARA, FIORENZA, LARRISON, BARRETT & REITZ, P.C.

ATTORNEYS AND COUNSELORS AT LAW

BENJAMIN J. FERRARA
NICHOLAS J. FIORENZA
MARC H. REITZ
HENRY F. SOBOTA
SUSAN T. JOHNS
CRAIG M. ATLAS
JOSEPH G. SHIELDS
DONALD E. BUDMEN
COLLEEN W. HEINRICH
MILES G. LAWLOR
MICHAEL L. DODD
ERIC J. WILSON
BRIAN J. SMITH
KATHERINE E. GAVETT

SYRACUSE • ROCHESTER
5010 CAMPUSWOOD DRIVE
EAST SYRACUSE, NEW YORK 13057

TELEPHONE (315) 437-7600
FACSIMILE (315) 437-7744*
*NOT FOR SERVICE OF PROCESS
cmmitello@ferrarafirm.com

February 21, 2014

SENIOR COUNSEL
DENNIS T. BARRETT
—
OF COUNSEL
WAYNE A. VANDER BYL
—
CHARLES E. SYMONS
CHRISTOPHER M. MILITELLO
JOSEPH J. BUFANO
HEATHER M. COLE
MICHAELA PERROTTO
ELIZABETH H. MARRIS

Via E-mail and Regular Mail

Shawna Papale, Executive Director
Oneida County Industrial Development Agency
584 Phoenix Road
Rome, New York 13441

**Re: Application of Woodhaven Park Development, LLC to Oneida County
Industrial Development Agency for Financial Assistance**

Dear Ms. Papale:

This letter is written to express the Rome City School District's (hereinafter "School District") position regarding the Oneida County Industrial Development Agency's (hereinafter "OCIDA") proposed action of granting financial assistance to the project proposed by Woodhaven Park Development, LLC. The School District appeared at the public hearing held yesterday on this matter, and read the foregoing comments into the record. Per the request of Jennifer Waters, we are providing this letter as a written record of the District's comments.

The District recognizes that the proposed redevelopment of Park Drive Estates could provide a number of benefits to the greater Rome area. If executed successfully, the project could take a decayed, blighted area that is presently in foreclosure over unpaid property taxes and restore it to active, modern housing units. Such efforts are necessary to continued economic growth and maintenance of civic pride in the community.

While it is important to recognize the positive effects that successful redevelopment of Park Drive Estates could have upon the area, there are concerns that must be addressed before OCIDA's financial assistance to this project can be finalized. Foremost amongst the District's concerns is the lack of information about the amount of property tax abatement that Woodhaven would receive as an incentive to proceed with the project. The public hearing notice states that the proposed abatement will be for a 6-year term, but provides no information as to the amount of abatements. Several different schedules for payments in lieu of taxes have been proposed prior to OCIDA's adoption of an inducement resolution in December, some of which contained terms that would be unacceptable and would not, in the District's view, be proportionate to the

Ms. Shawna Papale

February 21, 2014

Page 2 of 3

potential economic benefit of the project. It is the District's understanding that, as of today's public hearing, OCIDA has not determined the terms of a proposed property tax abatement for this project. The failure to determine and disclose such critical information about the project prior to the public hearing undermines the process that IDAs are required to follow under the General Municipal Law. The District has strong concerns over this lack of information, and reserves its right to submit further comment to OCIDA upon disclosure of the exact amount of property tax abatement that is proposed.

Unlike other OCIDA projects, the amount of tax abatement granted to Woodhaven can have a direct impact on the District's operations. The redevelopment of the 270 housing units at Park Drive Estates has the potential to bring hundreds of new residents to this neighborhood. Some portion of these new residents will have children who will enroll in Rome City schools. This influx of possibly hundreds of new students into this neighborhood will not only create increased operational costs, but may also require the District to reallocate building resources to adjust for the increased enrollment in this school zone. Such a reallocation would present costs to the District that would typically be offset by the increased tax base that would accompany a new housing project.

The District asks OCIDA to be cognizant of the direct impact this project will have on the District's operations as it considers the question of what amount of property tax abatement is appropriate and necessary to support successful completion of the project. Because of the project's potential impact upon District operations, the District opposes any PILOT Agreement that would provide a 100% abatement of real property taxes in any year of its term, and specifically reserves the right to set forth specific opposition to any such PILOT proposal.

The District also urges OCIDA to exercise particular diligence in examining the viability of Woodhaven's plans for redevelopment, and the developer's ability to execute those plans. As noted in the housing market study submitted by Woodhaven, these factors are critical to the success of the project. Such diligent review is especially critical in light of the recent history of this property. Just 10 years ago, hopes for the restoration of this area were pinned to the success of Park Drive Estates, LLC, the current owner of this property, who purchased it with the intent to renovate buildings which, at the time, were considerably less deteriorated. The failure of the last developer should be fresh in everyone's minds as the issue of financial assistance to the next potential developer is considered. A second failed attempt at rehabilitation of this neighborhood could set such efforts back even further.

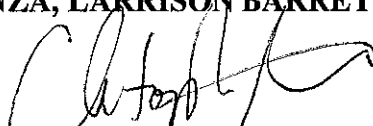
In conclusion, the District understands the potential the proposed Woodhaven project holds to have a positive impact upon the City of Rome. These positive effects are most likely to be realized through diligent planning, recognizing of all of the project's effects, and calibrating the need to support the project with the need to support these new housing units with municipal services. The District urges OCIDA to carefully consider the project as proposed and balance all

Ms. Shawna Papale
February 21, 2014
Page 3 of 3

of the interests in its efforts to help the project succeed. We thank the OCIDA board for its efforts in this regard and look forward to successful completion of the project.

Very truly yours,

FERRARA, FIORENZA, LARRISON BARRETT & REITZ, P.C.

A handwritten signature in black ink, appearing to read "Christopher M. Militello", written over a light blue horizontal line.

Christopher M. Militello

CMM/

cc: Jeffrey Simons, Superintendent
Patricia Riedel, President of the Board of Education

October 10, 2013

Oneida County Industrial Development Agency

Re: Woodhaven Park Development LLC

Attention: Oneida County IDA

We would like to readdress the Oneida County Industrial Development Agency (IDA) with regards to the sales tax and property tax for the Woodhaven Park Development for the following reasons. After extensive due diligence and having an independent comprehensive market analysis done, we have come to the conclusion that this project is going to take a lot longer and cost a lot more (due to extensive deterioration of the property). Therefore, we request that the IDA give us:

1. A 3 year total tax abatement with year 4 and year 5 going to \$80k per year (based on the current market assessment).
2. Sales tax reduction on the materials for the project.

This request is based on the information provided to us from the comprehensive market analysis as well as the IDA guidelines.

Thank you,



Chip Hackley
Woodhaven Park Development LLC
310-546-4600

JOSEPH R. FUSCO, JR.
Mayor



TIMOTHY A. BENEDICT
Corporation Counsel

GERARD F. FEENEY
First Assistant Corporation Counsel
STEVEN J. HUNTZINGER
Assistant Corporation Counsel

OFFICE OF THE CORPORATION COUNSEL

ROME CITY HALL, 198 N. WASHINGTON STREET

ROME, NEW YORK 13440-5815

Telephone: (315) 339-7670 Fax: (315) 838-1166

www.romenewyork.com

May 17, 2013

Mr. Dennis Swechk

RE: Park Drive Estates, City of Rome, New York
Proposed Assessment

Dear Mr. Swechk:

First, I want to once again thank you for your interest in investing in the City of Rome. As always, we encourage investment within our City and strive to make ourselves as hospitable to investors as possible. To that end, we have reviewed your proposal relative to the assessment on the property known as "Park Drive Estates" and carefully considered the circumstances surrounding that property. Although we cannot agree to the terms you have proposed, we believe the revised assessment plan outlined below will both meet your needs as an investor and allow us to fulfill our responsibilities to the taxpayers of Rome.

The City's proposed assessment in Year 1 (2013-2014) is \$1,458,000.00. That number is comprised of a \$660,000.00 assessment on the land, and a \$798,000.00 assessment on the structures on the property. The \$798,000.00 figure was calculated by using a shell value of \$3,500.00 for each of the 228 units on the property. In Year 2 (2014-2015), the property will maintain its base assessment of \$1,458,000.00 and increase by a sum of \$19,000.00 for each unit on the property that is issued a Certificate of Occupancy *prior to July 2014*. In Years 3 (2015-2016) and 4 (2016-2017), the assessment will be \$1,458,000.00 plus \$19,000.00 for each unit that has been issued Certificates of Occupancy at that time.

It should be noted that the above proposal for Years 1-4 is based on several assumptions. The City is considering Years 1-4 to be a period of redevelopment, and that the project will be completed in Year 4. Also, the City is assuming that 228 units are being redeveloped and will ultimately receive Certificates of Occupancy.

In Year 5, the buildings will be assessed at their full assessment of \$22,500.00 each. Assuming that 228 units have been completed and issued Certificates of Occupancy, that will bring the assessment to \$5,790,000.00 (\$660,000.00 on the land, \$5,130,000.00 on the buildings).

In summary, the City's proposal is as follows:

Year 1 (2013-2014):	Land Assessment	\$ 660,000
	<u>Building Assessment</u>	<u>\$ 798,000</u>
	Total Assessment	\$1,458,000

Year 2 (2014-2015): \$1,458,000 + (# of units with C of O prior to July 2014 x \$19,000.00)

Year 3 (2015-2016): \$1,458,000 + (# of units with C of O x \$19,000.00)

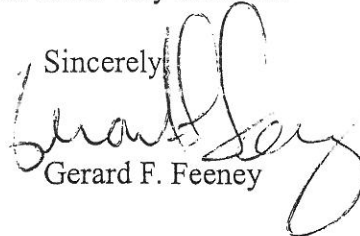
Year 4 (2016-2017): \$1,458,000 + (# of units with C of O x \$19,000.00)

Year 5 (2017+):	*C of O issued on 228 units	
	Land Assessment	\$ 660,000
	<u>Building Assessment</u>	<u>\$ 5,130,000 *</u>
	Total Assessment	\$ 5,790,000

Please note that the above proposal is provided for consideration only at this time and, if approved by you, would be subject to and be required to be reduced to a formal agreement.

We believe this proposed assessment plan is fair and reasonable for all parties involved, and we are hopeful that it is satisfactory to your team. Please consider this proposal and let us know your thoughts on same. I look forward to hearing from you and—again—appreciate your consideration for investment in the City of Rome.

Sincerely,



Gerard F. Feeney

Joseph W. Sallustio
1212 N. James Street
Rome, New York 13440
February 21, 2014

Oneida County IDA,

I am submitting written additional comments concerning the Woodhaven project based on comments made at the public hearing.

Dennis Szwech, chief executive officer of Geneva Holdings, made comments about a market study that he had done which showed there was a market for the type of development. This marketing study done by him and was not public knowledge. As I stated at the hearing, marketing studies are only a snapshot in time and does not reflect what needs may be required in the future.

An example of this goes back to one of the newspaper articles I showed the public at the hearing in regards to the Park Drive Estates project. The newspaper article which explained the change of plans by Susan Pollack from senior housing to condos has her quoted saying "market demand is showing me the need is in condos". No market study was produced by her and since a year later she changed the plan again for the property this clearly shows the volatility of the residential housing market in Rome and how market studies are not always accurate about predicting future needs.

Since Mr. Szwech stated this project will take at least seven (7) years there is no guarantee that the housing market need will not change several times over this period. With no guarantee there is no assurances, financial or otherwise, that this project will be completed and could end much like what happened to the Park Drive Estate plans for the former Woodhaven housing even with tax breaks and other financial incentives.

Mr. Szwech commented about how he wasn't aware of the issues involving a former military property. His investors appear to be getting nervous and he wants to hurry the decisions along.

I find the lack of research by him on behalf of his investors on this project disturbing. If speed of the implementation of this project determines the success or failure of the project, as I stated at the hearing there could be litigation involving this project that could substantially delay this project. If his comments were true and accurate, then the project would be doomed to failure if there is a court challenge as I stated at the hearing.

Mr. Szwech also stated at the hearing that his investment firm would be providing \$10,000,000 (ten million) of construction money. That is a lot

of money. However, is it enough to do the renovation and new construction as he stated at the hearing?

I can state with some confidence that is half of the money needed to do a project of over 200 residences. The project cannot be completed as stated by Mr. Szwech even if he is able to get tax breaks.

I have this confidence based on the inquiry done by myself and some construction contractors involving the Liberty Gardens housing project in west Rome. When it was announced that the rehabilitation of Liberty Gardens was going to cost over \$40,000,000 for 197 units, we began looking into other less costly options to save taxpayer dollars.

We suggested tearing the Liberty Gardens housing down and replacing it with modular two, three, and four bedroom houses on slabs with new utilities. There would be 195 units (this was dependent on the configuration of the units on the property) at a cost of \$25,000,000. Unfortunately, being that the feds were paying for the overwhelming cost of the renovation, the Rome Housing Authority went with the higher cost of renovating.

Modular units are cheaper to build and install than stick built units built on site. Therefore, I cannot see how this Woodhaven project can be completed as stated with only \$10,000,000 for construction cost. The city needs some financial assurances that will ensure the project is completed if the project is able to move forward.

Moving forward could be a problem involving another issue that was brought to my attention when Rome Mayor Fusco made the statement about taking (dedication) of the roads by and to the city. He clearly stated that for the city to do this there had to be some funding coming to the city to cover the cost of maintaining the substandard roads and infrastructure. However, the mayor is not the city official that can approve the accepting of the roads and infrastructure.

The Mayor can only submit legislation to the Common Council to accept the roads and infrastructure. It is the Common Council that must approve the acceptance of the roads and infrastructure that will make this project possible.

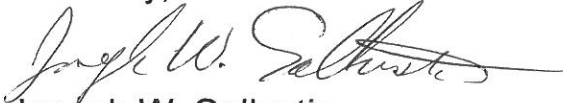
If the Common Council treats this matter like they did with the attempt by the Mayor to purchase the Rome Armory from the state for a dollar without first proving to the Council there is a financial plan in place that will not burden the taxpayers of Rome with the maintenance and upkeep of the building, I do not see the Common Council accepting the roads and infrastructure.

I regularly attend the Common Council meetings and have been doing so for years. It is a rare occasion when I miss one of the meetings. I am not aware that the Common Council has been made aware of the mayor's offer for the city to accept the roads and infrastructure and if they have, if they have expressed concerns. Without the Common Council

being on board with the acceptance of the roads and infrastructure prior to you giving the green light to any tax incentives, the IDA may be wasting your time.

It appears that the school system and I have many questions that need to be addressed prior to any action by the IDA to allow for tax benefits to this Woodhaven project. I feel this project has gotten ahead of itself and needs to take a step back to ensure all parties have their concerns and questions answered.

Sincerely,

A handwritten signature in cursive script, appearing to read "Joseph W. Sallustio".

Joseph W. Sallustio

Cc: Rome School District

**Minutes of the Meeting of the
Oneida County Industrial Development Agency
Held on June 28, 2013 at Mohawk Valley EDGE
584 Phoenix Drive, Rome NY**

Members Present: D. Grow, N. Brown, S. Zogby, M.F. Messenger, M. Fitzgerald, E. Quadraro

EDGE Staff Present: J. Waters, S. Papale, M. Carney

Others Present: M. Levitt, L. Romano, L. Ruberto, C. Levitt, Mayor Fusco, J. Simmons, P. Riedel, C. Militello, C. Kahler, B. Taylor, D. Szwech, A. McLeach

D. Grow called the meeting to order at 8:06 AM.

The Agency received the May 17, 2013 Meeting Minutes. *A motion to approve the May 17, 2013 Meeting Minutes was made by S. Zogby and seconded by M.F. Messenger. Motion passed unanimously 5-0.*

The Agency received the most recent financial statements. There is a slight variance due to the timing of project closings. The Agency is currently within 8% of its budget. The Agency received the financials as presented.

A request by United Technologies- Goodrich Corporation to adopt a final resolution for real property tax abatement and sales tax abatement that are a deviation from the Agency's Uniform Tax Exemption Policy, and approving the form and execution of related documents.

A public hearing was held and the minutes of the public hearing distributed to the Agency members. S. Papale stated that the new corporate management is unforgiving of the current operations and will not hesitate to move this operation to a lower cost center. The Agency approved an initial authorizing resolution for a 10-year PILOT that starts at 2/3 of taxes owed and escalates up to 100% taxes paid. The Agency received a letter from the School District stating their concern over recapture. The Agency puts a standard recapture clause in each of its PILOTS. Mayor Fusco stated that the City of Rome is supportive of the company but that the company has to pay its fair share sometime, they have already been on a PILOT for 10-years, they should be helping themselves out in the next 10-years. S. Papale stated that the company currently employees 235 people and has 13 current openings and corporate sees this location as a high cost center.

A motion to approve a final authorizing resolution for real estate tax abatement and sales tax abatement that are a deviation from the Agency's Uniform Tax Exemption Policy, and approving the form and execution of related documents for United Technologies- Goodrich Corporation was made by S. Zogby and seconded by N. Brown. Motion passed unanimously 5-0.

A request to consider an inducement resolution for real property tax abatement and sales tax abatement for Woodhaven Park Development, LLC. Woodhaven Park is a section of dilapidated former Base housing in Rome. This project would overhaul and demolish some of the homes to

create a housing development. The Agency mandates that a Housing Market Study be complete per its Uniform Tax Exemption Policy. Currently the project does not have a formal market study complete. Woodhaven Park is not requesting mortgage tax abatement. D. Grow abstains from the vote and the discussion on this project, his firm represents the seller. B. Taylor stated that his company Shamrock Reality will be purchasing the property and the project is only feasible with tax abatements. He currently sees a market for market rate housing in this community. D. Szwech from Geneva Consulting stated that due to the high cost of rehab, the cost of the property and the tax structure this project isn't feasible. The debt would be too much to cover during construction. He also stated that this is a unique property that would allow for a lot of open space not currently available in that neighborhood. It would be like living in a park. The City has agreed to take over the infrastructure to help with costs. D. Szwech also stated that he has done the due diligence he normally does and covered everything that is in a market study. He believes that over the next 5-years the population of the community will increase 25% and housing prices will also increase 25%. M. Fitzgerald stated that the Agency needs a market study to take formal action and questioned the timeline of the project. D. Szwech stated that he hopes to have Phase 1 complete with 30 units in the Fall, in 24 months full build out of 228 units. M. Fitzgerald questioned the current assessment of the property. B. Taylor responded that the current assessment is \$5.79 million based on a full market value of \$3.125 million. But they are currently going to pay \$2.1 million for the property. He also stated that if the property was assessed properly for \$1.4 million a PILOT would not be necessary. M. Fitzgerald stated that it would make sense to base a 4-year PILOT on a \$1.4 million assessment. S. Papale stated that this project is a deviation from the UTEP. But the area is substantially deteriorated and in need of repair. M. Levitt stated that a professional acceptable Housing Market Study be complete and reviewed by the Agency before a final authorizing resolution. S. Papale stated that this project would not potentially close by the taxable status date. Mayor Fusco stated that this proposed PILOT would work for the City, but a market study should be completed.

A motion to approve an inducement resolution for a PILOT with the payments based on a \$1.4 million assessment for Woodhaven Park Development, LLC, contingent on an acceptable Housing Market Study was made by M. Fitzgerald and seconded by M.F. Messenger. Motion passed unanimously 5-0-1 with D. Grow abstaining.

Woodhaven Park Development, LLC also requested sales tax abatement from the Agency. The estimated abatement would be \$350,000. L. Romano stated that it would be a deviation to not grant sales tax. The Agency policy is when you grant a PILOT you also grant sales tax. Mayor Fusco stated that the City is not opposed to sales tax abatement.

A motion to approve sales tax abatement for Woodhaven Park Development, LLC was made by E. Quadraro and seconded by M.F. Messenger. Motion did not pass 2-3-1.

A request to consider a resolution authorizing the execution of a Declaration of Restrictive Covenants with respect to the Wal-Mart Distribution Center Facility, subject to approval in form

by counsel. Wal-Mart is doing a NYSERDA solar project at their facility in Marcy. They require adding restrictive covenants to the deed.

A motion to a resolution authorizing the execution of a Declaration of Restrictive Covenants with respect to the Wal-Mart Distribution Center Facility, subject to approval in form by counsel was made by M. Fitzgerald and seconded by S. Zogby. Motion passed unanimously 6-0.

Old Business

Staff provided the Agency with response letters from those companies who did not meet their job requirements. Fisk Alloy did not return a response.

New Business

The authorized condemnation for the discontinued section of Edic Road and for the County interceptor is moving forward. Counsel has been unable to negotiate with several parties.

Due to scheduling conflicts, the Agency is moving its next meeting to July 26th.

There being no further business, the meeting was adjourned at 9: 15 AM upon a motion by M. Fitzgerald and seconded by S. Zogby. Motion passed unanimously 6-0.

Respectfully recorded,
Jennifer Waters

**Inducement Resolution
Woodhaven Park Development, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION WITH WOODHAVEN PARK DEVELOPMENT, LLC, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Woodhaven Park Development, LLC, on behalf of itself and/or the principals of Woodhaven Park Development, 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 (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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 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 Company has requested that the Agency provide financial assistance in the form of abatement of real property taxes on the Facility for a period of six years and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of abatement of real property taxes for a period of four years, during which time the Company will pay 100% of taxes calculated based on a \$1,400,000 assessment, which financial assistance represents 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 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 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 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, prior to the granting of any tax benefits, the Company must deliver to the Agency a market study that supports the finding that the acquisition, demolition, renovation and equipping of the Facility will promote employment opportunities and prevent economic deterioration in the area served by the Agency by providing quality housing for employers to attract a quality workforce to the region; 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, prior to the granting of any tax benefits, 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, demolition, renovation 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, demolition, renovation 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.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the 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 3. The Agency shall assist the Company in its acquisition, demolition, renovation 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 directors of the Company, (iii) receipt by the Agency of a market study prepared by an duly licensed, independent appraiser that supports the finding that the Facility will promote employment opportunities and prevent economic deterioration in the area served by the Agency by providing quality housing for employers to attract a quality workforce to the region; (iv) approval of the members of the Agency, (v) satisfactory completion of the environmental review of the Facility by the Agency in compliance with the State Environmental Quality Review Act, (vi) 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, (vii) 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 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 law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 5. 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 6. 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 7. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency
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 June 28, 2013 at eight a.m., local time, at Rome, New York which the following
members were:

Members Present: Natalie Brown
Michael Fitzgerald
David Grow
Mary Faith Messenger
Eugene Quadraro
Steve Zogby

Staff Present: Maureen Carney
Shawna Papale
Jennifer Waters

Others Present: Mayor Joseph Fusco
Camille Kahler, Esq.
Caroline Levitt, Esq.
Mark Levitt, Esq.
A. McLeach
Christopher Militello, Esq.
Patricia Riedel
Linda Romano, Esq.
Laura Ruberto
Jef Saunders, Esq.
D. Szwech
Jeffrey Simons
Brad Taylor

The question of the adoption of a resolution to approve an inducement resolution for real property tax abatements for a period of four years, during which time the Company will pay 100% of taxes calculated using a \$1,400,000 assessment, conditioned upon an acceptable market study and completion of a SEQR review, was duly put to vote on roll call, which resulted as follows:

Voting Aye

Natalie Brown
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

Voting Nay

None

David Grow abstained from the vote

and, therefore, the resolution was declared duly adopted.

The question of the adoption of a resolution to approve the granting of sales tax exemptions relating to the Project, which resulted as follows:

Voting Aye

Mary Faith Messenger
Eugene Quadraro

Voting Nay

Natalie Brown
Michael Fitzgerald
Steven Zogby

David Grow abstained from the vote

and, therefore, the resolution was not 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 28th day of June 2013.

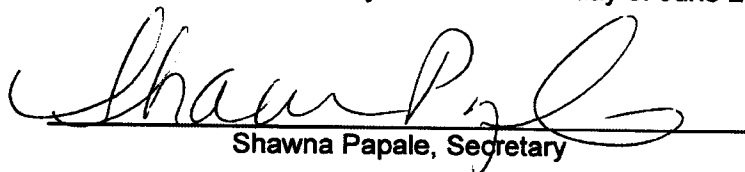

Shawna Papale, Secretary

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 ____ day of _____ 2013 at ____ a.m., local time, at the offices of the Oneida County Industrial Development Agency located at 584 Phoenix Drive, Rome, New York 13441 in connection with the following matters:

Woodhaven Park Development, LLC, on behalf of itself or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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. 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 approximately four (4) years and abatement of real property taxes for a period of four (4) years during which time the Company will pay 100% of taxes calculated using an assessment of \$1,400,000, conditioned upon the Company maintaining certain employment levels at the Facility, which financial assistance is 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 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: _____, 2013

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2013 Real Estate Lease
Woodhaven Park Development, LLC 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:

Woodhaven Park Development, LLC, on behalf of itself or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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. 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 approximately four (4) years and abatement of real property taxes for a period of four (4) years during which time the Company will pay 100% of taxes calculated using an assessment of \$1,400,000, conditioned upon the Company maintaining certain employment levels at the Facility, which financial assistance is 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 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.

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.

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 _____, 2013 at
_____ a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 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 _____, 2013.

Secretary

**Supplemental Inducement Resolution
Woodhaven Park Development, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING WOODHAVEN PARK DEVELOPMENT, LLC, THE PRINCIPALS OF WOODHAVEN PARK DEVELOPMENT, 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 Park Development, LLC, on behalf of itself and/or the principals of Woodhaven Park Development, 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 (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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, on June 28, 2013 the Agency adopted a resolution (the "Inducement Resolution") in which the Agency contemplated to provide financial assistance to the Company in the form of abatement of real property taxes for a period of four years, during which time the Company will pay 100% of taxes calculated based on a \$1,400,000 assessment, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy; and

WHEREAS, the Inducement Resolution was conditioned upon the Agency receiving an acceptable market study relating to the Project, which the Company has delivered to the Agency; and

WHEREAS, accompanying the market study is a letter from the Company requesting that the Agency reconsider the financial assistance for the Project and requested (1) abatement of real property taxes on the Facility for a period of five years, during which time the Company would pay no taxes during years 1 – 3 and the sum of \$80,000 per year during years 4 – 5; and (2) exemptions from sales tax on materials and equipment acquired and installed in connection with the Project; and

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 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 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.

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

Section 1. The Agency acknowledges receipt of the request for amended financial assistance, and the financial assistance is amended to include exemptions from sales tax on materials and equipment acquired and installed in connection with the Project.

Section 2. Based upon the market study, the Agency determines that the Facility will promote employment opportunities and prevent economic deterioration in Oneida County by providing quality housing for employers to attract a quality workforce to the region.

Section 3. The form and substance of a proposed revised inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the 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.

The Company is herewith and hereby appointed the agent of the Issuer to acquire, demolish, renovate, equip and complete the Facility. The Company is hereby empowered to delegate its status as agent of the Issuer to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, demolish, renovate, equip and complete the Facility. The terms and conditions for the appointment of the Company as agent of the Issuer 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 Issuer, and the Chairman or Executive Director of the Issuer or any other duly authorized official of the Issuer are authorized to execute and deliver such letter to the Company. The Issuer hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Issuer 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 Issuer shall be deemed to be on behalf of the Issuer and for the benefit of the Facility. The Company shall indemnify the Issuer 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 Issuer.

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 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 7.

This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency 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 December 12, 2013 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Ferris Betrus
David Grow
Mary Faith Messenger
Eugene Quadraro
Steve Zogby

Members Absent: Michael Fitzgerald (left meeting before vote)

Staff Present: Steve DiMeo
Mark Kaucher
Shawna Papale
Jennifer Waters

Others Present: Caroline Levitt, Esq.
Mark Levitt, Esq.
Linda Romano, Esq.
Laura Ruberto
Jake DiBari
Steve Huntzinger
Rakesh Patel
Andy Patel
Dominic Pavia
Anthony Picente

The question of the adoption of a resolution to approve a supplemental inducement resolution that includes sales tax exemptions, was duly put to vote on roll call, which resulted as follows:

Voting Aye

Ferris Betrus
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

Voting Nay

None

David Grow abstained from the vote

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 12th day of December 2013.



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 ____ day of _____ 2013 at ____ a.m., local time, at the offices of the Oneida County Industrial Development Agency located at 584 Phoenix Drive, Rome, New York 13441 in connection with the following matters:

Woodhaven Park Development, LLC, on behalf of itself or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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. 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 approximately six (6) years, abatement of real property taxes on the Facility for a period of six years and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, conditioned upon the Company maintaining certain employment levels at the Facility, which financial assistance is 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 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: _____, 2013

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2013 Real Estate Lease
Woodhaven Park Development, LLC 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:

Woodhaven Park Development, LLC, on behalf of itself or an entity to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (a) acquisition of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility 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. 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 approximately six (6) years, abatement of real property taxes on the Facility for a period of six years and exemptions from sales tax on materials and equipment acquired and installed in connection with the Project, conditioned upon the Company maintaining certain employment levels at the Facility, which financial assistance is 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 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.

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.

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 _____, 2013 at _____ a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 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 _____, 2013.

Secretary

EXHIBIT C

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

_____, 2013

Mr. Chip B. Hackley, Member
Woodhaven Park Development, LLC
2711 North Sepulveda Blvd., Suite 201
Manhattan Beach CA 90266

RE: *Oneida County Industrial Development Agency
2013 Lease-Leaseback Transaction (Woodhaven Park Development, LLC Facility)*

Dear Mr. Hackley:

Pursuant to a resolution duly adopted on December 12, 2013, Oneida County Industrial Development Agency (the "Agency") appointed Woodhaven Park Development, LLC 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 of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region (the Land, the Existing Improvements, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition and renovation of the Existing Improvements and equipping of the Facility is referred to as the "Project"). 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 demolition, 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 demolition, renovation and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with demolition, 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 the **“Woodhaven Park Development, LLC Facility”** 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 constructing, 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) December 12, 2014, 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.

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).

Mr. Chip B. Hackley

Page 3

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:

WOODHAVEN PARK DEVELOPMENT, LLC

By: _____
Name:
Title:

TO: All Contractors, Subcontractors,
Suppliers and Vendors, etc. of
Woodhaven Park Development, LLC

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging Woodhaven Park Development, LLC, on behalf of itself and/or the principals of Woodhaven Park Development, LLC 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 constructing 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,

WOODHAVEN PARK DEVELOPMENT, LLC

By: _____
Name:
Title:

cc: Oneida County Industrial Development Agency

CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **Woodhaven Park Development, LLC** (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 demolition, 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) December 12, 2014, 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:

WOODHAVEN PARK DEVELOPMENT, LLC
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 of a 70± acre parcel of land known as Park Drive Estates located at Park Drive, City of Rome, Oneida County, New York (the "Land"); (b) acquisition of the 143 buildings situated on the Land, formerly used as housing for Griffiss Air Force Base (collectively, the "Existing Improvements"); (c) demolition and renovation of the Existing Improvements to create 270± residential units (collectively, the "Improvements"); and (d) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing affordable single- and multi-family houses and townhouses for lease to attract employers and enhance economic development in the region.

**Minutes of the Meeting of the
Oneida County Industrial Development Agency
Held on December 12, 2013 at Mohawk Valley EDGE
584 Phoenix Drive, Rome NY**

Members Present: E. Quadraro, D. Grow, M. Fitzgerald, F. Betrus, S. Zogby, M.F. Messenger

EDGE Staff Present: S. Papale, J. Waters, S. DiMeo, M. Kaucher

Others Present: M. Levitt, C. Levitt, L. Ruberto, L. Romano, Jake DiBari, Steve Huntzinger, Rakesh Patel, Andy Patel, Dominic Pavia, A. Picente

D. Grow called the meeting to order at 8:21 AM.

A motion to enter into Executive Session to discuss pending projects was made by F. Betrus and seconded by E. Quadraro. Motion passed unanimously 6-0.

A motion to exit Executive Session was made by F. Betrus and seconded by S. Zogby. Motion passed unanimously 6-0.

The Agency received the November 4, 2013 Meeting Minutes. *A motion to approve the November 4, 2013 Meeting Minutes with edits was made by M.F. Messenger and seconded by S. Zogby. Motion passed unanimously 6-0.*

A request to ratify action taken by the Agency in connection with granting a Declaration of Covenants and Restrictions for the Rome Industrial Development Corporation (UPS – Cold Point) Facility and authorizing the form and execution of related documents. *A motion to ratify action taken by the Agency in connection with granting a Declaration of Covenants and Restrictions for the Rome Industrial Development Corporation (UPS – Cold Point) Facility and authorizing the form and execution of related documents was made by F. Betrus and seconded by M.F. Messenger. Motion passed 5-0-1 with D. Grow abstaining.*

M. Fitzgerald left the meeting.

A request by Rome Hospitality Group Request to reconsider financial assistance. Rome Hospitality Group sent a letter to the Agency in which the Board Members received. Andy Patel stated that he has been developing hotels in Oneida County for 10 years. He has developed the Hampton Inn in Utica and the Holiday Inn Express also in Utica- both which received Utica IDA benefits. He also stated that he has developed 20 hotels in New York and all except one received 20 IDA benefits. He said overall they have been very happy in Oneida County and Rome has presently been a challenge. He stated that it was difficult to convince his investors to locate a hotel in Rome. Based on his past IDA projects he did not anticipate any resistance. In his experience building another hotel in close proximity to another would not deplete revenue from another hotel. For example he built the Hampton Inn and Holiday Inn Express in Utica- close to each other and there was no effect. He also stated that in the construction of this hotel he would use local banks, local labor and local trades. He also stated that without benefits his

investors might back out of the land sale. *D. Grow requested that Patel send the market study that he completed to the OCIDA for their review. A motion for a supplemental inducement resolution including sales tax exemption contingent of receipt of an acceptable market study was made by E. Quadraro and seconded by F. Betrus. Motion passed unanimously 5-0.*

A request to consider a sales tax exemption for 394 Hangar Road for major interior improvements to the hangar building. Request is associated with extensive improvements to the boiler system in one bay to accommodate a business expansion on the part of Premier. The installation of the dedicate boilers allows for Premier to offer customers an enhanced service of painting year round; allowing for Premier not to paint in Bay 6 only when it is warm. The possible benefits are \$40,000 which requires no public hearing. *A motion to approve a sales tax exemption for 394 Hangar Road for major interior improvements to the hangar building was made by F. Betrus and seconded by S. Zogby. Motion passed unanimously 5-0.*

A request by Mohawk Valley EDGE for use of the Special Economic Development Fund. The 2013 budget designated monies to be set aside for special economic development purposes. Mohawk Valley EDGE is requesting \$25,000 to be used for support of the filing of required application for federal and local permitting for the Marcy Nanocenter at SUNYIT project. This would include the new Section 404 Permit Application to the Buffalo District Office of the Army Corps. Of Engineers, the Amended Preliminary Development Plan application to the Town of Mary and the Final Development Plan review with the Town of Marcy. Funds will be used to offset EDGE costs for engineering, legal and testing services on various options required for site cut/fill options for the project site. *A motion to approve \$25,000 to Mohawk Valley EDGE from the Special Economic Development Fund was made by S. Zogby and seconded by E. Quadraro. Motion passed unanimously 5-0.*

The Agency received the most recent financial statements. M. Carney reported that the financial statements had no significant changes. Agency received the financials as presented.

Old Business

S. Papale stated that Daimler (Orion Bus) has not met the conditions of their PILOT Agreement and will be put on notice.

S. Papale stated that RIDC may come back and ask for the termination of 5880 Success Drive.

S. Papale stated that the Agency has received the market study and letter from Asterhill Community Planning & Development Services in regards to the Park Drive Estates project and distributed it to the Agency. The letter requested a three-year total tax abatement with year 4 and 5 going to \$80k per year as well as a sales tax exemption. The Agency has not called for a public hearing yet. Legal Counsel has reviewed the materials and deemed that the project is eligible for benefits. *A motion to drop the market study contingency on the inducement resolution and include sales tax exemption was made by S. Zogby and seconded by E. Quadraro. Motion passed unanimously 4-0-1 with D. Grow abstaining.*

There being no further business, the meeting was adjourned at 10:27 AM upon a motion by S. Zogby and seconded by D. Grow. Motion passed unanimously 5-0.

Respectfully recorded,
Jennifer Waters