

**Authorizing Resolution  
Griffiss Real Estate Group, LLC  
2020 Facility Refinance**

Date: December 18, 2020

At a meeting of the Oneida County Industrial Development Agency (the "Agency") via WebEx hosted at 584 Phoenix Drive, Rome, New York on the 18th day of December 2020, the following members of the Agency were:

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

EDGE Staff Present: Shawna Papale, Steve DiMeo, Bill VanShufflin, Maureen Carney, Mark Kaucher, Tim Fitzgerald

Others Present: Mayor Izzo, Linda Romano, Laura Ruberto, Mark Levitt, Scott Stephen (MGS).

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the proposed refinance of the Griffiss Real Estate Group, LLC Facility.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Ferris Betrus voting aye;  
Michael Fitzgerald voting aye;  
David Grow voting aye;  
Mary Faith Messenger voting aye;  
Kirk Hinman voting aye;  
Eugene Quadraro voting aye;  
Steve Zogby voting aye.

RESOLUTION OF THE AGENCY APPROVING FINANCIAL ASSISTANCE IN THE FORM OF ADDITIONAL MORTGAGE RECORDING TAX EXEMPTIONS, AND AUTHORIZING THE AGENCY TO EXECUTE THE LOAN DOCUMENTS AND RELATED DOCUMENTS WITH RESPECT TO THE GRIFFISS REAL ESTATE GROUP, LLC FACILITY LOCATED IN THE CITY OF ROME, ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Griffiss Real Estate Group, LLC (the "Company") entered into a lease-leaseback transaction with the Oneida County Industrial Development Agency (the "Agency") in which the Agency assisted in the renovation of a 6,500± square foot vacant portion of the Griffiss Surgery Center (the "Improvements") located at 105 Dart Circle, City of Rome, Oneida County, New York (the "Land") and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of providing multi-specialty, ambulatory surgery operating rooms and associated support facilities (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation and equipping of the Improvements is referred to as the "Project"); and

WHEREAS, by resolution adopted on December 15, 2017 the Agency approved exemptions from mortgage recording taxes and exemptions from sales taxes, which is consistent with the Agency's Uniform Tax Exemption Policy (the "Financial Assistance"); and

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

WHEREAS, the Company further leases the Facility to Griffiss EC, LLC (the "Sublessee") for its operation upon the terms and conditions contained in a Lease Agreement dated March 31, 2011, as amended (collectively, the "Sublease Agreement"); and

WHEREAS, NBT Bank, National Association ("NBT") financed a portion of the costs of the Project by making (a) a construction loan to the Sublessee in the maximum principal amount of \$1,000,000.00 (the "Construction Loan"), to be secured by (i) a Fee and Leasehold Mortgage and Security Agreement dated on or about October 23, 2018 (the "Construction Mortgage") from the Agency and the Company to NBT, also executed

by the Sublessee; (ii) a Collateral Assignment of Leases and Rents dated on or about October 23, 2018 (the "Construction Assignment") from the Agency and the Company to NBT and (iii) a Security Agreement dated on or about October 23, 2018 (the "Construction Security Agreement") from the Agency and the Company to NBT and (b) a loan to the Company in the maximum principal amount of \$165,805.74 (the "New Advance"), secured by (i) a Fee and Leasehold Mortgage and Security Agreement dated on or about October 23, 2018 (the "Gap Mortgage") from the Agency and the Company to NBT; (ii) a Mortgage Consolidation, Extension and Modification Agreement ("Mortgage CEMA") with attached Consolidated Fee and Leasehold Mortgage and Security Agreement in the amount of \$953,668.00 dated on or about October 23, 2018 (the "Consolidated Mortgage") from the Agency and the Company to NBT; (iv) a Collateral Assignment of Leases and Rents dated on or about October 23, 2018 (the "Consolidated Assignment") from the Agency and the Company to NBT and (v) a Security Agreement dated on or about October 23, 2018 (the "Consolidated Security Agreement") from the Agency and the Company to NBT; and

WHEREAS, the Company previously entered into a Mortgage and Security Agreement (the "2011 Mortgage") for the benefit of the Bank securing the principal sum of \$1,140,000.00; and

WHEREAS, the Company and the Bank subsequently consolidated the liens of the Construction Mortgage and the 2011 Mortgage into one mortgage that secures a principal sum not to exceed \$1,368,302.16 evidenced by a Consolidated Mortgage from the Agency and the Company to NBT (the "Consolidated Mortgage"); and

WHEREAS, the Company now wishes to refinance the debt evidenced by the Consolidated Mortgage by securing a loan from Adirondack Bank (the "Bank") in the principal sum not to exceed \$1,448,700.00 to be secured by a mortgage from the Agency and the Company to the Bank (the "Mortgage"); and

WHEREAS, the Company has requested the Agency join in the Mortgage and any other financing documents requested by Bank to consolidate the liens; and

WHEREAS, the Company is requesting that portion of the mortgage recording tax exemption previously approved by the Agency but not utilized in the amount of \$2,121.71 be extended to the recording of the Mortgage; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Mortgage; and

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

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a “project”, as such term is defined in the Act; and

(c) It is desirable and in the public interest for the Agency to enter into the Mortgage and extend the balance of the unused mortgage recording tax exemption to the recording of the Mortgage; and

(d) The Mortgage, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency grants the Bank a mortgage and security interest in and assigns its interest in related leases at the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) grant to the Bank a mortgage and security interest in and assign to the Bank its rights in any leases at the Facility; (ii) execute, deliver and perform the Mortgage, containing the Agency’s customary language and subject to review and approval by Agency counsel; and (iii) extend the balance of the mortgage recording tax exemption to the recording of the Mortgage, in an amount not to exceed \$2,121.71.

Section 3. The form and substance of the Mortgage is hereby approved, subject to the conditions described in Section 2 of this resolution.

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Mortgage, in the form to be approved by Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the “Closing Documents”). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all

such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

