

**Transcript Document No. 8**

**Inducement Resolution  
Crane-Ballou LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING CRANE-BALLOU LLC, THE PRINCIPALS OF CRANE-BALLOU 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, Crane-Ballou LLC, on behalf of itself and/or the principals of Crane-Ballou 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 (i) acquisition of an 8,400± square foot, single-story brick building and a 10,500± square foot, two-story concrete block building (collectively, the "Improvements") situated on a 1.3± acre parcel of land situated at 316 and 326 Broad Street, City of Utica, Oneida County, New York (collectively, the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation and Mohawk Valley Community College (each a "Sublessee" and collectively, the "Sublessees") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition, renovation 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 Company will enter into a long-term sublease with the Sublessees; and

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

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of:

- Exemptions from mortgage recording taxes, the value of which is estimated at \$7,000;
- Exemptions from sales and use taxes on materials and/or equipment acquired and installed in connection with the Project, the value of which is estimated at \$25,000 but will not exceed \$27,500; and
- 100% abatement of real property taxes for a period of ten (10) years, only with respect to that portion of the Facility occupied by the Sublessee and used by the Sublessees for educational and public purposes,

which 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.

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 Issuer constitutes a "State Agency"; and

WHEREAS, to aid the Issuer in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Issuer 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 Issuer; and

WHEREAS, the Questionnaire has been reviewed by the Issuer.

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

Section 4. (a) The Company is herewith and hereby appointed the agent of Agency to acquire, demolish, renovate and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to demolish, renovate and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

(b) Based upon representations made by the Company in the Application, the value of the sales tax to be abated relating to the demolition, renovation and equipping of the Facility is currently estimated at \$25,000.00 but shall not exceed \$27,500.00. The Company acknowledges that the financial assistance granted by the Agency is limited to \$23,200.00, and any exemptions claimed by the Company that exceed this amount may be subject to recapture by New York State.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

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 July 17, 2015 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
David Grow  
Mary Faith Messenger  
Eugene Quadraro  
Steven Zogby

Staff Present: Shawna Papale  
Jennifer Waters

Others Present: Mark Levitt, Esq.  
Caroline Levitt, Esq.

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

Voting Aye

Voting Nay

Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
Mary Faith Messenger  
Eugene Quadraro

None

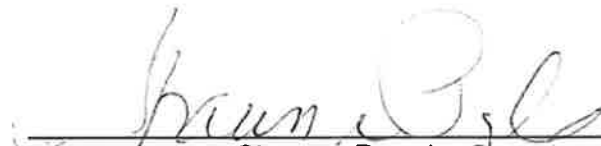
David Grow and Steve Zogby abstained

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 29th day of June 2016.

  
\_\_\_\_\_  
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 \_\_\_\_\_ 2015 at \_\_\_\_ a.m., local time, at the Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York in connection with the following matters:

Crane-Ballou LLC, on behalf of itself or an entity to be formed on its behalf (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (i) acquisition of an 8,400± square foot, single-story brick building and a 10,500± square foot, two-story concrete block building (collectively, the "Improvements") situated on a 1.3± acre parcel of land situated at 316 and 326 Broad Street, City of Utica, Oneida County, New York (collectively, the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation and Mohawk Valley Community College (collectively, the "Sublessee") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition, demolition, renovation 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 exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of ten (10) years during which time the Company will pay no taxes for the space occupied by the Sublessee and used by the Sublessee for educational and public purposes, 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.

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: \_\_\_\_\_, 2015

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



## EXHIBIT B

### MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2015 Real Estate Lease  
Crane-Ballou 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:

Crane-Ballou LLC, on behalf of itself or an entity to be formed on its behalf (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (i) acquisition of an 8,400± square foot, single-story brick building and a 10,500± square foot, two-story concrete block building (collectively, the "Improvements") situated on a 1.3± acre parcel of land situated at 316 and 326 Broad Street, City of Utica, Oneida County, New York (collectively, the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation and Mohawk Valley Community College (collectively, the "Sublessee") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition, demolition, renovation 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 exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of ten (10) years during which time the Company will pay no taxes for the space occupied by the Sublessee and used by the Sublessee for educational and public purposes, 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.

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.

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Shawna Papale, Secretary

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

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

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on \_\_\_\_\_, 2015 at \_\_\_\_\_ a.m. local time, at the Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York, with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Secretary

EXHIBIT C

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

\_\_\_\_\_, 2015

Gary Thurston, Member  
Crane-Ballou LLC  
4828 Cedarville Road  
Syracuse, New York 13215

RE: *Oneida County Industrial Development Agency  
2015 Lease-Leaseback Transaction (Crane-Ballou LLC Facility)*

Dear Mr. Thurston:

Pursuant to a resolution duly adopted on July 17, 2015, Oneida County Industrial Development Agency (the "Agency") appointed Crane-Ballou LLC, and/or an entity formed or to be formed on its behalf (collectively, the "Company") its agent in connection with a transaction in which the Agency will assist in the (i) acquisition of an 8,400± square foot, single-story brick building and a 10,500± square foot, two-story concrete block building (collectively, the "Improvements") situated on a 1.3± acre parcel of land situated at 316 and 326 Broad Street, City of Utica, Oneida County, New York (collectively, the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation and Mohawk Valley Community College (collectively, the "Sublessee") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the demolition, renovation 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 and 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, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the "**Crane-Ballou 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 also 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 demolishing, renovating, and equipping the Facility, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.

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

The aforesaid appointment of the Company as agent of the Agency to demolish, renovate and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) July 17, 2016, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by

such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Based upon representations made by the Company in the Application, the value of the sales tax to be abated relating to the demolition, renovation and equipping of the Facility is currently estimated at \$21,000.00 but shall not exceed \$23,200.00. The Company acknowledges that the financial assistance granted by the Agency is limited to \$23,200.00, and any exemptions claimed by the Company that exceed this amount may be subject to recapture by New York State.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to 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.

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:

CRANE-BALLOU LLC

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

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF CRANE-BALLOU LLC WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, Crane-Ballou LLC (hereinafter referred to as the "Company") has presented an application (the "Application") to the Oneida County Industrial Development Agency (the "Agency") requesting that the Agency provide financial assistance relating to the (i) acquisition of an 8,400± square foot, single-story brick building located at 326 Broad Street (the "Studebaker Building") and a 10,500± square foot, two-story concrete block building located at 316 Broad Street (the "High Bay Building") (the Studebaker Building and the High-Bay Building, collectively, the "Improvements") situated on a 1.3± acre parcel of land in the City of Utica, Oneida County, New York (the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation (the "Foundation") and Mohawk Valley Community College (the "College") (the Foundation and the College are each a "Sublessee" and collectively, the "Sublessees") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the acquisition, demolition, renovation and equipping of the Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the acquisition, construction, and equipping of the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, pursuant to the Regulations, the Agency has examined the EAF order to make a determination as to the potential environmental significance of the Facility.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, and based further upon the Agency's knowledge of the area surrounding the Facility and such further investigation of the Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Facility:

- (A) The Facility is as described in the Application and the EAF;
- (B) The Facility constitutes an "Unlisted Action" (as defined in the Regulations);
- (C) No potentially significant impacts on the environment are noted in the EAF for the Facility, and none are known to the Agency;
- (D) The Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;
- (E) The Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);
- (F) The Facility will not conflict with the community's current plans or goals as officially approved or adopted;
- (G) The Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;
- (H) The Facility will not result in a major change in the use of either the quantity or type of energy;
- (I) The Facility will not result in the creation of a hazard to human health;
- (J) The Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;
- (K) The Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;
- (L) The Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;



(M) The Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7(c).

Section 2. The Agency hereby determines that the Facility will not have a significant impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the Facility. As a result, the Agency has prepared a negative declaration with respect to the Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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

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

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and 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 Board of Directors of the Agency duly convened in public session on July 17, 2015 at 8 a.m. local time, at 584 Phoenix Drive, Rome, New York at which the following members were:

Members Present: Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
David Grow  
Mary Faith Messenger  
Eugene Quadraro  
Steven Zogby

Staff Present: Shawna Papale  
Jennifer Waters

Others Present: Mark Levitt, Esq.  
Caroline Levitt, Esq.

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

Voting Aye

Voting Nay

Ferris Betrus  
Natalie Brown  
Michael Fitzgerald  
Mary Faith Messenger  
Eugene Quadraro

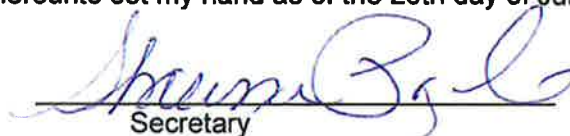
None

David Grow and Steve Zogby abstained

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all directors 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 as of the 29th day of June 2016.

  
Secretary



## MINUTES OF PUBLIC HEARING

### Oneida County Industrial Development Agency Real Estate Lease Crane-Ballou LLC Facility

1. Shawna Papale, Executive Director of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Shawna Papale, also being the Secretary of the Issuer, recorded the minutes of the hearing.
3. The Executive Director then described the proposed project and related financial assistance as follows:

Crane-Ballou LLC, on behalf of itself or an entity to be formed on its behalf (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the (i) acquisition of an 8,400± square foot, single-story brick building and a 10,500± square foot, two-story concrete block building (collectively, the "Improvements") situated on a 1.3± acre parcel of land situated at 316 and 326 Broad Street, City of Utica, Oneida County, New York (collectively, the "Land"); (ii) partial demolition and renovation of the Improvements and (iii) acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of redeveloping the Improvements to be used by Mohawk Valley Community College Foundation and Mohawk Valley Community College (collectively, the "Sublessee") for educational and public purposes (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition, demolition, renovation 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 exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes for a period of ten (10) years during which time the Company will pay no taxes for the space occupied by the Sublessee and used by the Sublessee for educational and public purposes, which financial assistance represents a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final

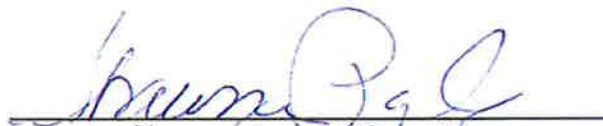
Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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 Executive Director 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. Below is a listing of the persons heard and a summary of their views.

**John Kenealy, Gary Thurston, Lorraine Hennings Grabowski, Anayce Grabowski, Frank DuRoss and Tom Squires attended on behalf of the Company. No comments were made.**

5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at 9:30 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 August 20, 2015 at 9:00 a.m. local time, at the Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York, with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of June 29, 2016.

  
Secretary

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/Treasurer  
Executive Director

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



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

David C. Grow, Chairman  
Natalie Brown, Vice Chairman

Ferris Betrus Jr.  
Michael Fitzgerald  
Mary Faith Messenger  
Eugene Quadraro  
Steven Zogby

August 6, 2015

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

**Re: Crane-Ballou LLC Facility**

Dear Sir:

On August 20, 2015 at 9:00 a.m., local time, at Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Crane-Ballou LLC. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

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

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

Shawna M. Papale, Executive Director



Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/Treasurer  
Executive Director

Jennifer Waters  
Assistant Secretary

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David C. Grow, Chairman  
Natalie Brown, Vice Chairman

Ferris Betrus Jr.  
Michael Fitzgerald  
Mary Faith Messenger  
Eugene Quadraro  
Steven Zagby

August 6, 2015

Robert Palmieri, Mayor  
City of Utica  
One Kennedy Plaza  
Utica NY 13502

**Re: *Crane-Ballou LLC Facility***

Dear Sir:

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ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

  
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/Treasurer  
Executive Director

Jennifer Waters  
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David C. Grow, Chairman  
Natalie Brown, Vice Chairman

Ferris Betrus Jr.  
Michael Fitzgerald  
Mary Faith Messenger  
Eugene Quadraro  
Steven Zogby

August 6, 2015

Christopher Salatino, President  
Board of Education  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

**Re: Crane-Ballou LLC Facility**

Dear Sir:

On August 20, 2015 at 9:00 a.m., local time, at Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Crane-Ballou LLC. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:   
Shawna M. Papale, Executive Director

c: Bruce Karam, Superintendent of Schools

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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

Shawna M. Papale, being duly sworn, deposes and says:

On August 6, 2015 she deposited in a post office box regularly maintained by the United States Government in the City of Rome, New York, a copy of the Notice of Public Hearing to be held on the 20th day of August 2015 at 9:00AM local time, at Oneida County Office Building, Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, City of Utica, Oneida County, New York 13502 and the deviation notices relating to a meeting to be held on the 21<sup>st</sup> day of August 2015 at 8:00AM local time at 584 Phoenix Drive, Rome, New York 13441 relating to the **Crane-Ballou LLC Facility**, copies of said Notices are attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

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

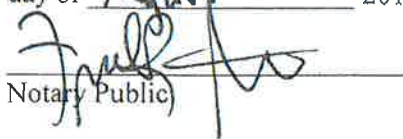
Robert Palmieri  
Mayor, City of Utica  
One Kennedy Plaza  
Utica, New York 13502

Christopher Salatino, President  
Board of Education  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

Bruce Karam, Superintendent  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

  
Shawna M. Papale

Sworn to before me this 6  
day of August 2015

  
Notary Public

FREDERICK J ARCURI  
Notary Public, State of New York  
No. 02AR6108720  
Qualified in Oneida County  
Commission Expires April 19, 2012