

**Inducement Resolution
Utica First Insurance Company Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING UTICA FIRST INSURANCE COMPANY, THE PRINCIPALS OF UTICA FIRST INSURANCE COMPANY, 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, Utica First Insurance Company, on behalf of itself and/or the principals of Utica First Insurance Company, 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively 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 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 sales and use taxes on materials and/or equipment used or incorporated in constructing the Improvements and abatement of real property taxes for ten years on the increased assessment resulting from the Project, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, based upon representations made by the Company, the value of the sales tax exemptions is estimated at \$85,000 but shall not exceed \$93,500; 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. (a) The acquisition, construction and equipping of the Facility and the Agency's financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New

York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.

- (b) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, construction and equipping of the Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.

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, construction and equipping of the Facility and will provide Financial Assistance with respect thereto.

Section 4.

The Company is herewith and hereby appointed the agent of Agency to acquire, construct 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 construct and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the company. The Agency hereby appoints the agents, subagents, contractors,

subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the 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 May 15, 2015 at eight a.m., local time, at Rome, New York which the following members were:

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

Staff Present: Maureen Carney
Shawna Papale
Jennifer Waters
Steve DiMeo

Others Present: Mark Levitt, Esq.
Caroline Levitt, Esq.
Laura Ruberto
Tom Valenti
Larry Adler
Fred Swayze
Bob Wilmott

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

Voting Aye

Ferris Betrus
David Grow
Mary Faith Messenger
Eugene Quadraro

Voting Nay

None

(Michael Fitzgerald and Steven Zogby 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 15th day of May 2015.


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 14th day of July 2015 at 9AM, local time, at Whitestown Community Center, One Championship Way, Whitesboro, New York, in connection with the following matters:

Utica First Insurance Company, on behalf of itself, the principals of Utica First Insurance Company 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and 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 constructing the Improvements and abatement of real property taxes for ten years on the increased assessment resulting from the Project, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: _____, 2015

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2015 Real Estate Lease
Utica First Insurance Company 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:

Utica First Insurance Company, on behalf of itself, the principals of Utica First Insurance Company 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

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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 _____, 2015 at _____ a.m. local time, at Town of Whitestown Community Center, One Championship Way, Whitesboro, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

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

Secretary

EXHIBIT C

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

_____, 2015

Scott Shatraw, Sr. VP and CFO
Utica First Insurance Company
5981 Airport Road
Oriskany NY 13424

RE: *Oneida County Industrial Development Agency
2015 Lease-Leaseback Transaction (Utica First Insurance Company Facility)*

Dear Mr. Shatraw:

Pursuant to a resolution duly adopted on May 15, 2015, Oneida County Industrial Development Agency (the "Agency") appointed Utica First Insurance Company, 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively 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 equipping and completion of any buildings, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with construction and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection

with construction 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 "**Utica First Insurance Company 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 constructing 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 construction materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

The aforesaid appointment of the Company as agent of the Agency to construct and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) May 15, 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.

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:

UTICA FIRST INSURANCE COMPANY

By: _____
Name:
Title:

STATE OF NEW YORK)
)ss
 County of Oneida)

**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 14th day of July 2015 at 9AM, local time at Whitestown Community Center, One Championsh Way, Whitesboro, New York in connection with the following matters:

Utica First Insurance Company, on behalf of itself the principals of Utica First Insurance Company 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,800± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition")

Patricia Zehr of the City of Utica, in said county, being duly sworn, says she is the Principal Clerk of the Utica Observer-Dispatch the Publishers of (Observer-Dispatch), a daily newspaper printed and published in the city of Utica, County and State aforesaid, and that an advertisement of which the attached is a copy, cut from the columns of said paper has been regularly published in said paper on each of the following dates:

6/30/15

Patricia Zehr

Sworn to before me this

30 day of June 2015
Theresa B McFadden
 NOTARY PUBLIC ONEIDA CO., N.Y.

THERESA B MCFADDEN
 NOTARY PUBLIC-STATE OF NEW YORK
 No. 01MC6303520
 Qualified in Madison County
 My Commission Expires May 12, 2018

(The 2015 Addition and the Existing Improvements, collectively, the "Improvements," situated on a 5.7± acre parcel of land located on 588 Airport Road, Whitesboro, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the "Improvements"), all to be used for the purpose of providing equipment and casualty insurance services (the Land and Improvements is referred to collectively as the "Facility" and the renovation, construction or the 2015 Addition and Improvements collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company and at the end of the lease term, the Agency will terminate its financial assistance to the Facility. The Agency consent to the Agency providing financial assistance in the form of exemptions from sales and use taxes on property taxes levied on the Facility. The Agency will provide assistance in the form of equipment used or incorporated in constructing the Facility. The Agency will provide assistance in the form of equipment used or incorporated in constructing the Facility. The Agency will provide assistance in the form of equipment used or incorporated in constructing the Facility. The Agency will provide assistance in the form of equipment used or incorporated in constructing the Facility.

A representative of the Agency will at the above-stated time and place hear and accept, written comments from all persons who appear in person or by proxy at the proposed financial assistance to the Company of the Agency. 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 Agency's office at Oneida County Industrial Development Agency, Oneida County, New York.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Dated: June 28, 2015
 By: Shawna M. Papale
 Executive Director
 UD-BJ02015

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency 2015 Real Estate Lease Utica First Insurance Company 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:

Utica First Insurance Company, on behalf of itself, the principals of Utica First Insurance Company 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

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

None.

5. The Chairman 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 July 14, 2015 at 9:00 a.m. local time, at Town of Whitestown Community Center, One Championship Way, Whitesboro, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of October 14, 2015.


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; www.mvedge.org

David C. Grow, Chairman
Natalie Brown, Vice Chairman

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

June 26, 2015

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

Re: *Utica First Insurance Company Facility*

Dear Sir:

On July 14, 2015 at 9:00 AM, local time, at Whitestown Community Center, One Championship Way, Westmoreland Road, Whitesboro, New York 13492, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Utica First Insurance Company. 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

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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David C. Grow, Chairman
Natalie Brown, Vice Chairman

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

June 26, 2015

Mr. Charles R. Gibbs, Supervisor
Town of Whitestown
8539 Clark Mills Road
Whitesboro, NY 13492

Re: *Utica First Insurance Company Facility*

Dear Sir:

On July 14, 2015 at 9:00 AM, local time, at Whitestown Community Center, One Championship Way, Westmoreland Road, Whitesboro, New York 13492, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Utica First Insurance Company. 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

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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David C. Grow, Chairman
Natalie Brown, Vice Chairman

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

June 26, 2015

Mr. Thomas Schoen, Jr., President
Board of Education
Whitesboro Central School District
65 Oriskany Blvd. Suite 1
Whitesboro, NY 13492

Re: *Utica First Insurance Company Facility*

Dear Sir:

On July 14, 2015 at 9:00 AM, local time, at Whitestown Community Center, One Championship Way, Westmoreland Road, Whitesboro, New York 13492, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Utica First Insurance Company. 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

c: Mr. David Langone, District Superintendent

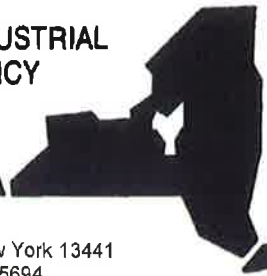
Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Executive Director
Secretary/Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive, Rome, New York 13441
(315) 338-0393, fax (315) 338-5694
info@mvedge.org; www.mvedge.org

David C. Grow
Chairman

Natalie Brown
Vice Chairman

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

June 26, 2015

Mikale Billard, Clerk
Oneida County Board of Legislators
800 Park Avenue
Utica NY 13501

Re: *Utica First Insurance Company Facility*

Dear Mr. Billard:

On July 14, 2015 at 9:00 AM, local time, at Whitestown Community Center, One Championship Way, Westmoreland Road, Whitesboro, New York 13492, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Utica First Insurance Company. 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.

We are providing this notice to you as Clerk of the Oneida County Board of Legislators as a courtesy, so that you may distribute a copy to any Board members who represent 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 Papale, Secretary

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 14th day of July 2015 at 9AM, local time, at Whitestown Community Center, One Championship Way, Whitesboro, New York, in connection with the following matters:

Utica First Insurance Company, on behalf of itself, the principals of Utica First Insurance Company 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 (i) renovations to an existing 20,300± square foot commercial facility (the "Existing Improvements"); (ii) construction of a 6,600± square foot addition to the Existing Improvements and expansion of the parking facility (collectively, the "2015 Addition") (the 2015 Addition and the Existing Improvements, collectively, the "Improvements") situated on a 5.74± acre parcel of land located on 5981 Airport Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing property and casualty insurance services (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation of the Existing Improvements, construction of the 2015 Addition and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and 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 constructing the Improvements and abatement of real property taxes for ten years on the increased assessment resulting from the Project, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: June 26, 2015

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

Gregory K. Kelahan
Superintendent of Schools
(315) 768-2058
(315) 768-2057 (fax)

Oriskany Central School District

1313 Utica Street
Oriskany, NY 13424-0539
Towns of Whitestown – Marcy – Floyd – Rome

David M. Dreidel
School Business Executive
(315) 768-2058
(315) 768-2057 (fax)

August __, 2015

Oneida County Industrial Development Agency
584 Phoenix Drive
Rome, New York 13441

Re: *Utica First Insurance Company*

Ladies and Gentlemen:

We understand the Oneida County Industrial Development Agency conducted a public hearing on July 14, 2015 in connection with a project to be undertaken by Utica First Insurance Company.

We would like to confirm that the Oriskany Central School District has received a copy of the notice of public hearing describing the project and the proposed financial assistance, and hereby waives the requirement to receive advance notice of said hearing as an affected taxing jurisdiction pursuant to Section 859-a of the General Municipal Law.

Very truly yours,



Tad Beaver
President
Board of Education

“Commitment to Excellence”

Board of Education

Tad W. Beaver, President *Carl V. Graziadei, V. President*
Shirley M. Burtch, Charles B. Courtney, Therese M. Hanna, Amy L. Mayo, Donald F. Rothdiener, II

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