
APPLICATION FOR FINANCIAL ASSISTANCE

Oneida County Industrial Development Agency

584 Phoenix Drive
Rome, New York 13441-1405
(315) 338-0393 telephone
(315) 338-5694 fax

Shawna M. Papale, Executive Director

A non-refundable application fee of \$500.00 must be submitted at the time of application along with a \$1000 commitment fee that will be submitted at the time of application; the \$1000 commitment fee will be applied at closing.

Please submit the original application, SEQR form and Cost/ Benefit and two (2) copies along with an electronic copy of the application, SEQR form and Cost/ Benefit with the applicable fee.

All applications must be submitted 10 days prior to meeting.

Research Associates of Syracuse, Inc.

Name of Applicant

Number (to be provided by the agency)

Note to Applicant:

The information requested by this application is necessary to determine the eligibility of your project for Agency benefits. Please answer **all** questions, inserting “none” or “not applicable” where appropriate. If you are providing an estimate, please indicate by inserting “est” after the figure. Attach additional sheets if more space is needed for a response than is provided.

Return the original application and two copies with a check in the amount of \$1500.00 made payable to: **Oneida County Industrial Development Agency (OCIDA)**, 584 Phoenix Drive, Rome, New York 13441-1405, Attn.: Shawna M. Papale, Executive Director. \$1000 will be applied at closing against the IDA legal fees. In addition, an electronic version of the application (signed), SEQR form (signed), and Cost/benefit to spapale@mvedge.org.

Upon the submission of this application to the IDA, this applicant becomes a public document. Be advised that any action brought before the OCIDA is public information. All agenda's for the OCIDA are issued prior to full agency meetings and posted in public domain. If there is information that the applicant feels is proprietary please identify as such and that information will be treated confidentially to the extent permitted by law.

By signing and submitting this Application, the Applicant acknowledges that it received a copy of the Uniform Tax Exemption Policy and the Oneida County IDA Penalty for Failure to Meet Employment Levels as adopted by the Agency and Agency Memorandums pertaining to the benefits of projects financed through the Agency.

A project financed through the Agency involves the preparation and execution of significant legal documents. Please consult with an attorney before signing any documents in connection with the proposed project. You will receive an engagement letter from the OCIDA legal counsel. You will be asked to sign the engagement letter acknowledging you understand the legal fees you will be responsible for them and also acknowledge what the process is. Should you not close and legal services have been rendered by the OCIDA legal counsel, your company will be responsible for those costs.

If your project requires a public hearing, a representative of the applicant is required to be present. A date will be coordinated by the OCIDA legal counsel.

If you have questions how to calculate your companies IDA application fee please consult with the Memorandum to Companies Sale – Leaseback Transactions or please contact the IDA Executive Director.

Part I: Applicant Information

Note: In responding to the following questions, please keep in mind that the Applicant will be party to all of the documents and is the individual or entity which will receive the actual financial assistance from the Agency.

Applicant

1(a) Applicant's Legal Name: Research Associates of Syracuse, Inc.

1(b) Principal Address: 111 Dart Circle

Rome, NY 13441

1(c) Telephone/Facsimile Numbers: Phone: (315) 339-4800

Fax: (315) 339-8870

1(d) Email Address: lames@ras.com, bmoore@ras.com

1(e) Federal Identification Number: [REDACTED]

1(f) Contact Person: Lawrence Ames or Brian Moore

1(g) Is the Applicant a Corporation:
If yes, Public Private
If public, on which exchange is it listed?

Subchapter S

Sole Proprietorship

General Partnership

Limited Partnership

Limited Liability Corporation/Partnership

DISC

Other(specify)

1(h) State of Organization (if applicable) New York

Applicant's Stockholders, Directors and Officers (or Partners)

2(a) Provide the following information with respect to parties with 15% or more in equity holdings:

<u>Name</u>	<u>Address</u>	<u>Percentage of Ownership</u>
Brian D. Moore	19 Merritt Place New Hartford, NY	90

2(b) Is the Applicant, or any of the individuals listed in 2(a) above, related directly or indirectly to any other entity by more than 50% common ownership? If so, indicate name of such entity and the relationship.

No

2(c) Is the Applicant affiliated with any other entity, directly or indirectly, other than as listed in the response to 2(a) above? If yes, please indicate name and relationship of such other entity and the address thereof:

No

Applicant's Counsel and Accountant

3(a). Applicant's Attorney

Name/Title: _____ Jeffrey T. Lottermoser, Jr, Esq. _____

Firm: _____ The Law Offices of William Borrill _____

Address: _____ 23 Oxford Rd. _____

_____ New Hartford, NY 13413 _____

Telephone/Fax: _____ Phone (315) 223-3084 _____

_____ Fax (315) 735-7924 _____

3(b) Applicant's Accountant

Name/Title: _____ William Killory _____

Firm: _____ Dermody, Burke & Brown _____

Address: _____ 120 Corporate Drive _____

_____ Auburn, NY 13021 _____

Telephone/Fax: _____ (315) 253-6273 _____

_____ (315) 253-0890 _____

Business Description

4(a) Describe the nature of your business and principal products and/or services. Attach additional sheets if necessary.

Founded in 1986, Research Associates of Syracuse (RAS) provides cutting-edge Electronic Warfare (EW) engineering services to the Pentagon, the US intelligence community, and several Department of Defense (DoD) branches and large prime contractors. RAS also collaborates with other small businesses. Program efforts include analysis of the current state of the art, research of innovative approaches to challenging technical problems, software development, demonstrations of new or enhanced capabilities, and integration into new or existing systems.

RAS personnel include an IEEE Life Fellow and an Association of Old Crows EW Technology Hall of Fame member. Our personnel have authored four books on ELINT and EW. Many hold advanced degrees. RAS engineers and researchers have presented training courses and defense seminars around the world. RAS personnel form a close-knit team with a customer to define operational requirements, establish achievable approaches to programs, and then execute them on time and on budget.

Part II: Project Information

5(a) Explain your project in detail. This description should include explanation of all activities which will occur due to this project. Attach additional sheets if necessary.

The proposed project is securing a standard PILOT agreement to support growth of company operations at the current location in Rome, NY.

A brief historical summary of 111 Dart Circle, Rome:

Following the closure of the Griffiss Air Force Base, this parcel was the first property developed in the Griffiss Business and Technology Park in collaboration with GLDC via the Federal Government. At that time, no assessment value for the property existed. An annual amount of \$5,600 was determined suitable as payment to the City of Rome for providing safety services (police and fire) and established as a PILOT.

This PILOT is expected to expire 1 May 2015, when the property is scheduled to return to the regular tax role. When that happens, the annual tax burden will dramatically increase from the current \$5,600 annual PILOT to an estimated \$36,000 in taxes per year, creating immediate business issues for RAS.

The facility at 111 Dart Circle was designed in in such a way as to accommodate future expansion. Plans for additional square footage were created during the original design phase.

A brief historical summary of RAS:

Founded by two former engineers from Syracuse Research Corporation (SRC), RAS opened and operated from a single location in North Syracuse, NY from its inception in 1986.

RAS expanded and started several additional divisions in addition to the Research Division. A satellite office was opened in Rome, NY in 2004, creating 10 new positions. RAS secured a 10 year lease for the Rome facility which expires in September 2014 and includes the current annual PILOT payments of \$5,600 as terms in the lease. The expansion elevated the total number of RAS associates between the North Syracuse and Rome locations to 41.

Between 2004 and 2009, RAS continued to grow, spinning off or selling several divisions, keeping research and development as the primary focus of the core business. RAS consolidated to the Rome, NY location in 2009, closing the North Syracuse location and transferring 4 positions to Rome, NY, raising the number of associates in Rome to 16. This decision was based on several factors, not all inclusive, but including:

The Utica / Rome area is home to a pool of talent from which RAS wished to recruit.

Proximity to the Air Force Research Laboratory / Rome (AFRL / Rome), as RAS had open contracts with AFRL / Rome and was granted access to their facilities.

There is visibility value in having a base of operations within the Griffiss Business and Technology Park and proximity to other small technical businesses with whom RAS collaborates.

On December 31, 2013, the two founders of RAS sold their interest to a single member of the management team.

The new owner of RAS wishes to secure a standard PILOT agreement to accompany a new facility lease agreement. A standard PILOT agreement will support company growth initiatives by allowing RAS to remain competitive and achieve growth goals while continuing to operate and expand at the current location in Rome. The requested standard PILOT will provide:

1. 5 years at 66% abatement of taxes (years 1 – 5)
2. 5 years at 33% abatement of taxes (years 6 – 10)

Granting a standard PILOT will still result in a significant increase to tax payments when considering the current annual amount versus the full estimated annual taxes of \$36,000.

1. Years 1 – 5: Increase from \$5,600 to \$12,000 per year; an increase of 214%
2. Years 6 – 10: Increase from \$5,600 to \$24,000 per year; an increase of 428%

While these increases are significant, they are palatable compared to the full estimated annual tax liability.

Reasons for Project

6(a) Please explain in detail why you want to undertake this project.

Continuing operations at the Rome, NY location is attractive for several reasons, not all inclusive, but includes:

RAS currently operates from the Rome location, where the organization is well known and established. The Utica / Rome area is where many of our associates call home.

The Utica / Rome area contains several institutions of higher learning from which the company recruits and / or collaborates.

Proximity to the Air Force Research Laboratory / Rome and their facilities.

Value in operating in the Griffiss Business and Technology Park and close to other small technical businesses with whom RAS has collaborated previously and wishes to do so in the future.

Activities include all basic company operations and expansion of technical engineering staff to accommodate current and additional contract work.

6(b) Why are you requesting the involvement of the Agency in your project?

Agency involvement will support RAS in securing a PILOT agreement. A PILOT agreement will support company growth initiatives by helping RAS maintain reasonable overhead to remain competitive and achieve growth and prevent relocation outside of NY State.

6(c) How will the Applicant's plans be affected if Agency approval is not granted?

As a matter of due diligence in consideration of relocation, RAS researched available options and has formed relationships with professionals in the commercial real estate and economic development arenas. Information collected supported consideration of options / locations and calculation of estimated costs. Plans, as set forth in this application, support one option, a new PILOT agreement at the project address to accompany a new facility lease for continued operations at the Rome, NY facility.

RAS has determined expenses for relocation will be significant. Included are calculations for expenses related to lost productivity during relocation. Research conducted by RAS has determined expenses for relocation within the

CNY geographic area are not significantly lower than those for relocation to an area outside CNY or even outside the State of New York.

In the event the Agency does not support a PILOT arrangement, RAS will make a decision from identified options / locations.

6(d) Is the proposed project reasonably necessary to discourage the Applicant from removing such other plant or facility to a location outside the State of New York?
[X] Yes [] No **If yes, please explain briefly.**

Overall business costs in New York State, including those for energy, employee benefits, and taxes, are some of the highest in the country, as is the Sales Tax in Oneida County, making relocation to a destination outside NY State very attractive. While labor costs, on average, are slightly lower in New York State (outside of NY City) than some other states, high energy and tax costs more than consume that difference.

Advances in telephony, networking technologies and cloud-based collaborative tools easily support interfacing with potential clients, current customers, institutions of higher learning, and program partners, making relocation to a destination outside NY State all the more attractive.

Options / locations include relocation outside NY State, such as the Route 128 technology corridor in MA or the Research Triangle Park near Raleigh, NC. Economic incentives associated with each of these locations will help offset costs associated with relocation, allowing RAS to fully recover within 5 years with relocation to MA, 4 years with relocation to NC. Potential for an annual increase in overhead due to taxes, \$12,000 per year for the first 5 years, increased to \$24,000 per year for the subsequent 5 years, causes RAS to explore relocation as a viable business decision.

Is the proposed project reasonably necessary to preserve the competitive position of the Applicant in its respective industry? [X] Yes [] No **If yes, please explain briefly.**

Competitive advantages of small businesses include increased flexibility and lower operating costs when compared to large businesses. As explained in preceding sections, expenses for relocation will be significant. Such expenses will need to be folded into operational costs and result in increases to pricing. Likely results include making RAS less competitive when compared to other bidders for new or follow-on work. However, relocation to a facility outside NY State is likely to offset the majority of relocation expenses, over time, making this an option attractive.

Securing a PILOT agreement to accompany a new lease agreement for the current operating location in Rome, NY preserves competitive advantage and will allow RAS to consider expansion locally.

6(e) Will financing by the Agency result in the removal or abandonment of a plant or other facility of the applicant or any related entity presently located in another area of New York State?
[] Yes [X] No **If yes, please explain briefly the reason for the move.**

6(f) Has the Applicant or any related entity previously secured financial assistance in Oneida County (whether through the Agency, the Empire State Development Corporation, or any other entity)? [] Yes [X] No

If yes, please explain (indicate date of benefit, location of facility and outstanding balance).

- 6(g) Has the Applicant or any related entity secured financial assistance anywhere within the United States within the last 90 days or does the Applicant or any related entity anticipate receiving financial assistance within the next 90 days? Yes No
If yes, please explain.

- 6(h) Check all categories best describing the **type of project**:

- Manufacturing
 Industrial Assembly or Service
 Research and Development
 Warehousing
 Commercial or Recreational
 Pollution Control (specify) _____
 Other (specify) _____

- 6(i) Check all categories best describing the **scope of the project**:

- Acquisition of land
 Acquisition of existing building
 Renovations to existing building
 Construction of addition to existing building
 Demolition of existing building
 Construction of a new building
 Acquisition of machinery and/or equipment
 Installation of machinery and/or equipment
 Other (specify) __In this application, "acquisition" is actually a Pilot _____

6(j) Please indicate the financial assistance you are requesting of the Agency, and provide the estimated value of said assistance. Attach a sheet labeled Annual PILOT that shows the annual utilization of the Real Property Tax Abatement by year and by taxing jurisdiction.

Assistance	Estimated Value
[X] Real Property Tax Abatement	\$ ___ 178,200* ___
[] Mortgage Tax Exemption	\$ _____
[X] Sales and Use Tax Exemption	\$ ___ \$4,900 ___
[] Issuance by the Agency of Tax Exempt Bonds	\$ _____

*Calculations for Real Property Tax Abatement

Assumption of \$36,000 in annual property taxes

Years 1 – 5: 66% abatement of \$36K/yr = \$118,800

Years 6 – 10: 33% abatement of \$36K/yr = \$59,400

Total: \$178,200

**Calculations for Sales and Use Tax Exemption

Necessities for each of 10 new RAS employees:

Office furniture (desk, chair, bookcase, filing cabinet, whiteboard, supplies) ~ \$2,000 each (estimated)

Computer and peripherals ~ \$3,000 each (estimated)
(PC, dual monitors, Windows Operating System, MS Office, antivirus software)

Shared network printer / copier ~ \$6,000 (estimated)

Total per employee: \$5,000 X 10 = \$50,000

Printer / copier: \$6,000

Total: \$56,000

Oneida County Sales Tax (8.75%) = \$4,900

Part III: Facility Information

Facility (Physical Information) If multiple locations please provide information on all.

7(a) Street Address of Facility:

__111 Dart Circle_____

7(b) City, Town and/or Village:

__Rome, NY 13441_____

*(Note: It is important that you list **all** incorporated municipalities in which the facility lies. This information will be used in scheduling a public hearing as required by statute.)*

7(c) School District:

__Rome_____

7(d) Tax Account Number(s):

__243.000-0001-001.002-2_

__SWIS: 301301_____

Attach copies of the most recent real property tax bills. Include copies for all taxing jurisdiction for the site/ facility that IDA assistance is being sought.

7(e) For what purpose was the facility site most recently used (i.e., light manufacturing, heavy manufacturing, assembly, etc.)?

The facility site is most recently used for research and development by a professional services engineering firm.

7(f) Zoning Classification of location of the project:

__Manufacturing_____

7(g) Please describe in detail the facility to be acquired, constructed or renovated (including number of buildings, square footage, number of floors, type of construction,) and attach plot plans, photos or renderings, if available. **Please be as specific as possible.**

The facility consists of a single building situated on a lot of approximately 2 acres on the site of the former Griffiss Air Force Base, now the Griffiss Business and Technology Park. The building was constructed in 2000. A parking lot adjacent to the building accommodates 33 automobiles. The building is constructed of wooden frame covered by stucco and has a flat roof. It has one level and is approximately 7400 in total interior square feet. Glass entrance doors admit guests to a reception area in the front. Adjacent to the front main entrance is a section of glass

windows which serves as a meeting area. Office spaces ring the outer walls on the left, right, and rear walls. The remaining interior area is comprised of kitchenette, lavatories, conference room, and an 860 square foot interior room without windows. This area serves as an access-limited laboratory.

The design of the facility best supports a professional services organization with a need for access control to not only the building, but specific interior sections as well. This was the builder / owner's intent when the building was designed, as he operated a professional services business from this location for several years prior to offering it for lease.

The building is equipped with modern HVAC, fire alarm and security systems. Access is controlled by badge readers located at the front main entrance and at the interior windowless room.

7(h) Has construction or renovation commenced? [] Yes [X] No

If yes, please describe the work in detail, including the date of commencement.
No modification to the property is proposed.

If no, indicate the estimated dates of commencement and completion:

Construction commencement: _____ N/A _____

Construction completion: _____ N/A _____

7(i) Will the construction or operation of the facility or any activity which will occur at the site require any local ordinance or variance to be obtained or require a permit or prior approval of any state or federal agency or body (other than normal occupancy and/or construction permits)?

[] Yes [X] No

If yes, please describe.

7(j) Will the project have a significant effect on the environment? [] Yes [X] No

Important: please attach Environmental Assessment Form to this Application.

7(k) What is the useful life of the facility? _____ 50 _____ years

7(l) Is the site in an Empire Zone? [] Yes [] No

If yes, which Empire Zone: _____

Is project located in a former Empire Zone or distressed area: [] Yes [] No

Provide detail.

Facility (Legal Information)

8(a) With respect to the **present owner** of the facility, please give the following information:
(Note: the present owner is not necessarily the user of the facility, but that party which holds legal title to the facility.)

Legal Name: _____ Dart Properties__ c/o Michael Baldwin _____

Address: _____ 421 Broad Street, Suite 9 _____

_____ Utica, NY 13501 _____

Telephone: _____ (315) 790-5456 _____

Balance of Mortgage: _____ N/A _____

Holder of Mortgage: _____ N/A _____

If the Applicant is not the present owner of the facility, please attach any written agreements and contracts concerning the acquisition of the real property and/or equipment.

8(b) Is there a legal relationship, directly or indirectly, by virtue of common control or through related persons, between the Applicant and the present owner of the facility?
[] Yes [] No. If yes, please explain.

8(c) Will a related real estate holding company, partnership or other entity, be involved in the ownership structure of the transaction?
[] Yes [] No. If yes, please explain.

8(d) Will the title owner of the facility/ property also be the user of the facility?
[] Yes [] No. If no, please explain.
RAS leases the entire space at the titled owner is not a user.

8(e) Is the Applicant currently a tenant in the facility? [] Yes [] No

8(f) Are you planning to use the entire proposed facility?
[X] Yes [] No

If no, please give the following information with respect to tenant(s) which will remain in the facility after the completion of the project:

<u>Name of Tenant</u>	<u>Floors Occupied</u>	<u>Square Feet Occupied</u>	<u>Nature of Business</u>
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8(g) Are any of the tenants related to the owner of the facility?
[] Yes [X] No
If yes, please explain.

8(h) Will there be any other users other than the applicant to the IDA be utilizing the facility?
[] Yes [X] No
If yes, please explain. Provide detail of the contractual arrangement including any financial exchange for the use of the site or property.

Equipment

9(a) List the principal items or categories of equipment to be acquired as part of the project. (As soon as one is available but prior to final authorizing resolution, please submit a detailed inventory of said equipment.)

Equipment is not applicable to this application

9(b) Please provide a brief description of any equipment which has already been purchased or ordered, attach all invoices and purchase orders, list amounts paid and dates of expected delivery. Attach a sheet if needed.

Equipment is not applicable to this application

9(c) What is the useful life of the equipment? _____ N/A _____ years

Part IV: Employment Information

10(a) Estimate how many construction jobs will be created or retained as a result of this project.

Construction Jobs _____ 0 _____

10(b) Estimate how many jobs will be created as a result of this project.

Permanent Jobs to be created by Project at Applicant’s facility _____ 10 _____ FTE

Average Salary of these jobs: \$ _____ \$90,000 _____

RAS intends to expand company capabilities and achieve growth goals by creating and filling 10 job openings for technical professionals.

10 (c) What is the applicant entity’s current level of employment in Oneida County at the time of application. Please indicate in full time equivalents (FTE).

RAS offers a competitive salary and benefits package. RAS encourages continued education for the personal and professional development of staff members, offering company paid tuition reimbursement.

RAS also offers college internships both during the academic school year and over the summer. RAS is currently sponsoring 2 students and has done so for the last 12 months, providing them with real world experience while working alongside experienced professionals.

The 15 positions listed below are current employees at the Rome, NY location.

With the addition of the 10 new positions listed in 10(b), this will bring total employment to 25 associates.

Permanent Jobs to be retained by Project at location to be assisted with the requested IDA benefits _____ 15 _____ FTE

Average Salary of these jobs: \$ _____ 111,000 _____

Other locations in Oneida County _____ N/A _____ FTE

Average Salary of these jobs: \$ _____

Employment in other NYS locations, list below _____ N/A _____ FTE

Average Salary of these jobs: \$ _____

10(c) Please list the NIC codes for the jobs affiliated with this project.
892.1

Part V: Estimated Project Cost and Financing

11(a) List the costs necessary for the construction, acquisition or renovation of the facility. Do **not** include working capital needs, moving expenses, work in progress, stock in trade, Applicant's debt repayment, real estate broker fees or your legal fees.

Acquisition of Land	_____0_____
Acquisition of Building(s)	_____0_____
Renovation Costs	_____0_____
New Construction of Buildings	_____0_____
Machinery and Equipment (other than furniture costs)	_____0_____
Fixtures	_____0_____
Installation Costs	_____0_____
Fees (other than your own broker and legal fees)	_____0_____
Legal Fees (IDA legal fees, Applicant legal fees)	___\$10,000_(estimated)___
Architectural/Engineering	_____0_____
Interest on Interim Financing	_____0_____
Other (specify)	_____0_____
Subtotal	_____0_____
Agency Fee¹	_____ \$1,500 _____
Total Project Cost	_____ \$11,500 _____

¹See Attached Fee Schedule (Page 19) for Agency Fee amount to be placed on this line

11(b) What amount of the Total Project Cost is the Applicant requesting financing by the Agency?
 _____ \$0 _____

Real Estate Taxes

12(a) For each tax parcel which comprises the facility, please provide the following information, using figures from the most recent tax year:

Tax Acct #	Current Assessed Value (Land)	Current Assessed Value (Building)	Real Estate Taxes
SWIS: 301301	\$55,000	\$562,000	\$36,000

12(b) Address of Receiver of Town and/or Village Taxes:

_____ Office of the City Treasurer _____
 _____ 198 N. Washington Street _____
 _____ Rome, NY 13440 _____

12(c) Address of Receiver of School Taxes:

_____ Rome City School District _____
 _____ 409 Bell Road _____
 _____ Rome, NY 1440 _____

12(d) Will the completion of the proposed project result in the increase of the assessment of any of the parcels named above? [] Yes [X] No

If yes, please indicate which tax account numbers will be affected.

The project is to secure a PILOT agreement. An assessment is anticipated.

Financial Information

13(a) Has the Applicant contacted any bank, financial/lending institution or private investor with respect to the financing of the proposed project?

Yes No

If yes, please provide details.

13(b) Has the Applicant received a commitment letter for said financing?

Yes No

If yes, please submit a copy of said commitment letter along with this Application.

13(c) please complete the Cost/Benefit Analysis form and attach to this Application. As you complete and have questions please call.

REPRESENTATIONS AND CERTIFICATION BY APPLICANT

The undersigned requests that this Application be submitted for review to the Oneida County Industrial Development Agency's Board of Directors.

Approval of the Application can be granted solely by this Agency's Board of Directors. The undersigned acknowledges that Applicant shall be responsible for all costs incurred by the Agency and its counsel in connection with the attendant negotiations whether or not the transaction is carried to a successful conclusion.

The Applicant further understands and agrees with the Agency as follows:

1. **Annual Sales Tax Filings.** In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant.
2. **Annual Employment Reports.** The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site as well as tax benefits received with the action of the OCIDA.
3. **Absence of Conflict of Interest.** The Applicant has consulted the OCIDA website of the list of the Agency members, officers and employees of the Agency. No member, officer, or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as herein after described:
4. **Hold Harmless.** Applicant hereby releases Oneida County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects

the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

5. The applicant acknowledges that the OCIDA has disclosed that the actions and activities of the OCIDA are subject to the Public Authorities Accountability Act signed into law January 13, 2006 as Chapter 766 of the 2005 Laws of the State of New York.

The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Agency will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Research Associates of Syracuse, Inc.
(Applicant)

By: Brian D. Moore

Name: Brian D. Moore

Title: President

Date: 10/27/2014

If the application has been completed by or in part by other than the person signing this application for the applicant please indicate who and in what capacity:

By: Lawrence Ames

Name: Lawrence Ames

Title: Controller

Date: 10/27/2014

Return the original application and two copies with a check in the amount of \$1500.00 made payable to: **Oneida County Industrial Development Agency (OCIDA)**, 584 Phoenix Drive, Rome, New York 13441-1405, Attn.: Shawna M. Papale, Executive Director. \$1000 will be applied at closing against the IDA legal fees. In addition, an electronic version of the application (signed), SEQR form (signed), and Cost/benefit to spapale@mvedge.org.

Agency Fee Schedule

Commitment Fee: \$1,000 – due following the initial inducement but prior to scheduling of the public hearing; this amount is non-refundable if the applicant fails to close on the project before the IDA. Upon closing with the IDA this amount is applied to the legal closing fees.

Bond Fees: ½ of 1% of total bond amount

IDA Agency Fee: PILOT, Mortgage Recording Exemption, Sales Tax Exemption:

- o Up to a \$1.0 Million project - \$5,000
- o Above \$1.0 Million project up to \$10.0 Million project – ½ of 1% of total project cost.
- o Above \$10.0 Million project – ½ of 1% of total project cost up to \$10.0 Million plus incremental increase of ¼ of 1% of total project above \$10.0 Million.

Agency Counsel fee:

Set by Bond/Transaction Counsel based upon the nature and complexity of the transaction. This applies to bond and non-bond transactions (leasebacks, sale-leasebacks, etc).

Agency Counsel fees in Bond and non bond transactions will not normally exceed the greater of (a) 2% of the Bond amount or project costs or (b) a minimum is in customary transactions \$8,500 to \$10,000.

Annual Fee:

For the term in which the property remains in the IDA's name, an annual lease payment is due in the amount of \$500. The first payment is due at closing. This amount is due on the anniversary date of the first date of the month in which the IDA documents were executed. For annual fees not paid and delinquent, a late charge of \$50 per month will be levied until such time the fee plus late charges are paid.

Other fees:

For an IDA property which requires follow up action – a 1/8 of one percent of the total reissuance, redemption, new or revised mortgage, refinancing, spreading agreement or other transaction requiring action of the IDA shall be 1/8 of one percent of total project amount for a minimum payment to the IDA of \$500.