

**Transcript Document No. 10(a)**

**Final Authorizing Resolution  
JGV, LLC Facility**

Date: December 15, 2017

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on the 15th day of December 2017, the following members of the Agency were:

Members Present: F. Betrus(via video conf.), M. Fitzgerald, D. Grow, E. Quadraro, M. F. Messenger, S. Zogby

EDGE Staff Present: S. J. Dimeo, S. Papale, J. Waters, M. Carney, A. Gerardo, M. Kaucher

Others Present: L. Ruberto, Bond, Schoeneck & King; M. Levitt, Levitt & Gordon; City of Rome Mayor J. Izzo; Heather Bloomquist, Griffiss EC, LLC; Frank Driscoll, Vicks Lithograph; Luke Lewis, Lewiston at Clinton St. LLC; Bill Maxim, NE Regional Council of Carpenters.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to proposed financial assistance to JGV, LLC.

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

Voting Aye

Voting Nay

F. Betrus  
D. Grow  
M.F. Messenger  
E. Quadraro  
S. Zogby

M. Fitzgerald abstained from the discussion and the vote.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE JGV, LLC FACILITY LOCATED IN THE TOWN OF WHITESTOWN, ONEIDA COUNTY.

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

WHEREAS, JGV, LLC (the "Company") has requested that the Agency provide certain financial assistance, consisting of exemptions from real property taxes and sales taxes (the "Financial Assistance"), for a project (the "Project") consisting of acquisition and renovation of a 103,000± square foot building (the "Improvements") situated on a 9.16± acre parcel of land located at 123 Dry Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of publishing and distributing educational music methods and preserving employment (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation and equipping of the Improvements is referred to as the "Project") (the Land, the Improvements and the Equipment are referred to collectively as the "Facility"); and

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

WHEREAS, the Company will further lease the Facility to Vicks Logistics Corp. (the "Sublessee") pursuant to a Sublease Agreement between the Company and the Sublessee (the "Sublease Agreement"); and

WHEREAS, the Agency by resolution duly adopted on November 17, 2017 (the "Inducement Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Agency by letter dated December 6, 2017 notified all affected taxing jurisdictions of its intention to consider a resolution approving the proposed financial assistance and the reasons that the Agency was deviating from its Uniform Tax Exemption Policy; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the Project and the Agency's leasehold interest in the Facility; and

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

Section 1. The Agency hereby finds and determines:

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

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

(c) The acquisition, renovation and equipping of the Facility, the leasing of the Facility to the Company and the Agency's Financial Assistance with respect thereto, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The acquisition, renovation, equipping and financing of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency on November 17, 2017 encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to undertake the Project; and

(h) The Lease Agreement is an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement is an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") by and among the Company, the Sublessee and the Agency will be an effective instrument whereby the Company and the Sublessee agree to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and

(l) The Jobs Creation and Recapture Agreement (the "Jobs Creation Agreement") by the Company and the Sublessee for the benefit of the Agency will be an effective instrument whereby the Company and the Sublessee agree that the Financial Assistance is conditioned upon maintaining certain employment levels as a result of the Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute and deliver the Environmental Compliance and Indemnification Agreement and (vii) provide the Financial Assistance to the Company in support of the Project.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Jobs Creation Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

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

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

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

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

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 15th day of December 2017 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement, Leaseback Agreement, PILOT Agreement, Environmental Compliance and Indemnification Agreement and Job Creation Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said 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, (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 this 27th day of February 2018.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Shawna M. Papale, Secretary

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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

Curnin C. Maloy, being duly sworn, deposes and says:

On December 6, 2017 she deposited in a post office box regularly maintained by the United States Government in the City of Utica, New York, a copy of a deviation notice regarding a final authorizing resolution to be considered by the Oneida County Industrial Development Agency relating to the **JGV, LLC Facility**, at a meeting to be held on December 15, 2017 at 8:00 AM, local time, at Oneida County IDA, 584 Phoenix Drive, City of Rome, New York, copy of said notice is attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

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

Timothy Gafney, Superintendent  
Oriskany Central School District  
1313 Utica Street  
Oriskany, New York 13424

Shaun J. Kaleta, Supervisor  
Town of Whitestown  
8539 Clark Mills Road  
Whitesboro, New York 13492

Alicia D. Koster  
School Business Administrator  
Oriskany Central School District  
1313 Utica Street  
Oriskany, New York 13424

Therese Hanna, President  
Board of Education  
Oriskany Central School District  
1313 Utica Street  
Oriskany, New York 13424

  
Curnin C. Maloy

Sworn to before me this 11<sup>th</sup>  
day of December, 2017

  
\_\_\_\_\_  
Notary Public

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
Executive Director

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



584 Phoenix Drive, Rome, New York 13441  
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[info@mvedge.org](mailto:info@mvedge.org); [www.mvedge.org](http://www.mvedge.org)

David C. Grow, Chairman  
L. Michael Fitzgerald, Vice Chairman  
Mary Faith Messenger, Treasurer

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

December 6, 2017

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

**Re: JGV, LLC Facility**

Dear Sir:

On December 15, 2017 at 8:00 AM, local time, at 584 Phoenix Drive, Rome, New York 13441, the Oneida County Industrial Development Agency (the "Agency") will meet to consider a final authorizing resolution regarding the above-referenced project for the use of JGV, LLC (the "Company").

The Company has applied to the Agency for financial assistance in connection with the acquisition and renovation of a 103,000± square foot building (the "Improvements") situated on a 9.16± acre parcel of land located at 123 Dry Road, Town of Whitestown, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the purpose of publishing and distributing educational music methods and preserving employment (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the renovation and equipping of the Improvements is referred to as the "Project").

The Agency contemplates it will grant to the Company financial assistance in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Facility and abatement of real property taxes on the Facility for a period of ten (10) years (collectively, the "Financial Assistance").

The Financial Assistance contemplated by the Agency constitutes a deviation from its Uniform Tax Exemption Policy (the "Policy") in the following respects: the Company will make fixed PILOT Payments in the following amounts:

Year 1	\$16,388.05
Year 2	\$16,715.81
Year 3	\$17,050.13

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
Executive Director

Jennifer Waters  
Assistant Secretary

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**OCIDA**



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Year 4	\$17,391.13
Year 5	\$17,738.95
Year 6	\$36,187.46
Year 7	\$36,911.21
Year 8	\$37,649.43
Year 9	\$38,402.42
Year 10	\$39,170.47

The PILOT Payments will be allocated among the taxing jurisdictions in the same proportion that taxes would have been allocated, but not for the Agency's involvement. For the purpose of calculating the allocations, the prior year's tax rate shall be used.

The Agency is deviating from its policy for the following reasons:

1. The nature of the proposed project – *The Facility will be acquired to preserve the existing operation and as an enhancement to the Company's operations. The Company is also a long-standing manufacturer in Oneida County, and the Agency wishes to support and encourage the growth of manufacturing facilities.*
2. The nature of the property before the project begins – *The Facility is an existing distribution center which has been sold to an out-of-state entity, which entity is now selling the Facility. The Company wishes to acquire the Facility to preserve its operations in the Town of Whitestown. The other bidders are also out-of-state and, if one of them has the successful bid, they would likely shift operations out of New York State.*
3. The extent to which a project will create or retain permanent, private sector jobs -- *The Company will retain 32 employees at the Facility, and protect at least 15 employees at the Company's operation. These jobs would likely be lost if the Company did not acquire the Facility.*
4. The amount of private sector investment generated or likely to be generated by the proposed project – *The Financial Assistance will allow the Company to invest significant capital into renovations.*
5. The impact of the project and the proposed tax exemptions on affected tax jurisdictions – *A fixed PILOT Payment will allow the Company and the taxing jurisdictions to more accurately budget.*



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You are welcome to attend such meeting 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 315-338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:   
Shawna M. Papale, Executive Director

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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 315-338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:  /CCM  
Shauna M. Papale, Executive Director

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Therese Hanna, President  
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By:   
Shawna M. Papale, Executive Director

c: Timothy Gaffney, Superintendent  
Alicia D. Koster, School Business Administrator