

**Inducement Resolution
Griffiss Utility Services Corporation Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS IN AN AMOUNT SUFFICIENT TO FINANCE CERTAIN COSTS OF THE GRIFFISS UTILITY SERVICES CORPORATION FACILITY, APPOINTING GRIFFISS UTILITY SERVICES CORPORATION, THE PRINCIPALS OF GRIFFISS UTILITY SERVICES CORPORATION AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE ISSUER FOR THE PURPOSE OF CONSTRUCTING, RENOVATING AND EQUIPPING THE FACILITY, OR, IN THE ALTERNATIVE, IN CONNECTION WITH A SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION FOR SUCH FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Griffiss Utility Services Corporation, on behalf of itself and/or the principals of Griffiss Utility Services Corporation 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 "Issuer") to enter into a transaction in which the Issuer will assist in (1) the renovation, upgrade, extension and reconstruction of the approximately 77,500 sq. ft. steam and electricity generation facility (the "Existing Facility") owned by the Company located on certain land at 655 Ellsworth Road in the City of Rome, Oneida County, New York (the "Land"), (2) the acquisition and construction on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) the acquisition and installation in the Existing Facility and the Addition of certain furniture, machinery and equipment (collectively, the "Equipment") (the Land, the Existing Facility, the Addition, and the Equipment being collectively referred to as the "Facility"), all for the purpose of expanding and enhancing the Company's steam and electricity generation facility to support the Griffiss Business and Technology Park, including the following as they relate to the construction, renovation, reconstruction and equipping of such buildings, whether or not any materials 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, renovation, upgrade, extension, reconstruction and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and

supplies, materials and services of every kind and description used in connection with construction, renovation, upgrade, extension, reconstruction and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building; or, in the alternative, to enter into a sale-leaseback transaction in connection with the Facility; and

WHEREAS, the Facility will be leased back to the Company pursuant to a Leaseback Agreement between the Agency and the Company (the "Leaseback Agreement") and 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

WHEREAS, the Act authorizes and empowers the Issuer 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, in addition to the issuance of the Bonds, if any, the Issuer contemplates that it will provide financial assistance to the Facility, in the form of exemptions from mortgage recording tax and abatement of real property tax, which benefits represent a deviation from the Issuer's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein; and

WHEREAS, prior to the issuance of the Bonds, or, in the alternative, prior to the closing of a sale-leaseback or 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 Issuer, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the issuance of the Bonds, or, in the alternative, prior to the closing of a sale-leaseback or 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 Issuer has given due consideration to the application of the Company and to representations by the Company that the proposed issuance of Bonds or, in the alternative, the proposed sale-leaseback transaction or lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility

Facility in the County or is necessary to maintain the competitive position of the Company in its industry; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQRA"), the Issuer constitutes a "State Agency."

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

Section 1. Based upon the Environmental Assessment Form completed by the Company and reviewed by the Issuer and other representations and information furnished by the Company regarding the Project Facility, the City of Rome (the "Lead Agency") determined on October 10, 2008 that the action relating to the construction, renovation, upgrade, extension, reconstruction, equipping and operation of the Project Facility is a Type I action, as that term is defined in the State Environmental Quality Review Act ("SEQRA") (Article Eight of the Environmental Conservation Law). The Lead Agency also determined that the action will not have a "significant effect" on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of the SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under that Act or as may be deemed advisable by the Chairman or Executive Director of the Issuer or counsel to the Issuer.

Section 2. (a) The construction, renovation, upgrade, extension, reconstruction and equipping of the Facility and the financing thereof by the Issuer, through the issuance of industrial development revenue bonds pursuant to the Act, or, in the alternative, the lease back of the Facility to the Company by the Issuer pursuant to a sale-leaseback transaction or lease-leaseback transaction, 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 Issuer to issue the Bonds, or in the alternative, to enter into a sale-leaseback

transaction or lease-leaseback transaction, for the purpose of financing the costs of the construction, renovation, upgrade, extension, reconstruction and equipping of the Facility, together with necessary incidental expenses in connection therewith as reflected in the Company's application to the Issuer and as amended from time to time prior to the issuance of the Bonds or, in the alternative, prior to the closing of the sale-leaseback or lease-leaseback transaction.

Section 3.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Issuer and the Company setting forth the undertakings of the Issuer and the Company with respect to the issuance of the Bonds, or, in the alternative, the closing of the sale-leaseback or lease-leaseback transaction, and the development of the Facility (the "Agreement") are hereby approved. The Chairman of the Issuer is hereby authorized, on behalf of the Issuer, 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 4.

Subject to the conditions set forth in Section 4.02 of the Agreement, the Issuer shall (i) if Bonds are issued, issue the Bonds in an amount and with maturities, an interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer, (ii) acquire, construct, renovate and equip the Facility, (iii) if Bonds are issued, secure the Bonds in such manner as the Issuer, the Company and the Purchaser(s) of the Bonds mutually deem appropriate. If the proceeds of the sale of the Bonds, if Bonds are issued, are insufficient to finance completion of the construction, renovation, upgrade, extension, reconstruction and equipping of the Facility, the Issuer will, subject to the terms of the Agreement, and upon the request of the Company, take such actions and execute such documents as may be necessary to effect the issuance from time to time of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the costs of completing the Facility.

Section 5.

The law firm of Bond, Schoeneck & King, PLLC is appointed Bond Counsel in connection with the issuance of the Bonds, or, in the alternative, Transaction Counsel in connection with the sale-leaseback transaction or lease-leaseback transaction.

Section 6.

Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds, if any.

Section 7.

The Chairman of the Issuer 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.

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


M. Fitzgerald voting aye;
D. Grow voting aye;
F. Betrus voting aye;
S. Zogby voting aye; and
E. Quadraro voting aye.

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 Issuer 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 20th day of May 2011.



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 "Issuer") on the ____ day of _____, 2011 at ____ a.m., local time, at Oneida County Industrial Development Agency, 584 Brooks Road, Rome, New York in connection with the following matters:

Griffiss Utility Services Corporation, on behalf of itself and/or the principals of Griffiss Utility Services Corporation and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Issuer to enter into a transaction in which the Issuer will assist in (1) the renovation, upgrade, extension and reconstruction of the approximately 77,500 sq. ft. steam and electricity generation facility (the "Existing Facility") owned by the Company located on certain land at 655 Ellsworth Road in the City of Rome, Oneida County, New York (the "Land"), (2) the acquisition and construction on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) the acquisition and installation in the Existing Facility and the Addition of certain furniture, machinery and equipment (collectively, the "Equipment") (the Land, the Existing Facility, the Addition, and the Equipment being collectively referred to as the "Facility"), all for the purpose of expanding and enhancing the Company's steam and electricity generation facility to support the Griffiss Business and Technology Park. The Facility will be initially operated and/or managed by the Company.

The Issuer will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Issuer will terminate its leasehold interest in the Facility. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease for a term of twenty-five (25) years, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no taxes, which benefits represent a deviation from the Issuer's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein.

A representative of the Issuer 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 Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: June 6, 2011

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

EXHIBIT B

MINUTES OF PUBLIC HEARING
ON _____, 2011

Oneida County Industrial Development Agency
2011 Real Estate Lease
Griffiss Utility Services Corporation Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Issuer"), 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 issuance of the Bonds and the location and nature of the Facility to be financed as follows:

Griffiss Utility Services Corporation, on behalf of itself and/or the principals of Griffiss Utility Services Corporation and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Issuer to enter into a transaction in which the Issuer will assist in (1) the renovation, upgrade, extension and reconstruction of the approximately 77,500 sq. ft. steam and electricity generation facility (the "Existing Facility") owned by the Company located on certain land at 655 Ellsworth Road in the City of Rome, Oneida County, New York (the "Land"), (2) the acquisition and construction on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) the acquisition and installation in the Existing Facility and the Addition of certain furniture, machinery and equipment (collectively, the "Equipment") (the Land, the Existing Facility, the Addition, and the Equipment being collectively referred to as the "Facility"), all for the purpose of expanding and enhancing the Company's steam and electricity generation facility to support the Griffiss Business and Technology Park. The Facility will be initially operated and/or managed by the Company.

The Issuer will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Issuer will terminate its leasehold interest in the Facility. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease for a term of twenty-five (25) years, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no taxes, which benefits represent a deviation

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 _____, 2011 at 9:00AM local time, at Oneida County Industrial Development Agency, 584 Phoenix Drive, Rome, 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 Section 147(f) of the Internal Revenue Code of 1986, as amended, and 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 Section 147(f) and 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 _____.

Secretary

**State of New York }
County of Oneida } ss:**

I, Kathleen A. Vescio,
being sworn, says she is, and during the time hereinafter mentioned, was Legal Advertising Representative of the DAILY SENTINEL, a newspaper printed and published in the County of Oneida, aforesaid; and that the annexed printed Notice was inserted and published in said Newspaper once/ commencing

on the 16th day of June, 2011

to wit: _____

Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein. A representative of the Issuer 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 Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Dated: June 13, 2011
By: /s/ Shawna M. Papale,
Executive Director
6/16-11

Sworn to before me this 16th day of June, 2011

La'Vaun A. Rivers Notary Public

La'Vaun A. Rivers
Notary Public State of New York
County of Oneida
Reg. #01R16062227
My Commission Expires 07-30-2013

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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

Laura S. Ruberto, being duly sworn, deposes and says:

On June 13, 2011 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 Notice of Public Hearing regarding the **Griffiss Utility Services Corporation** Facility, to be held on June 27, 2011 at 9:00 o'clock a.m., 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:

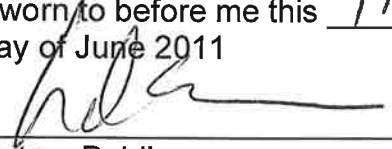
Mr. Anthony J. Picente, Jr.
Oneida County Executive
Oneida County Office Building
800 Park Avenue
Utica, New York 13501

Patricia S. Riedel, President
Board of Education
Rome City School District
409 Bell Road
Rome, New York 13440

James F. Brown, Mayor
City of Rome
198 North Washington Street
Rome, New York 13440



Laura S. Ruberto

Sworn to before me this 17th
day of June 2011


Notary Public

LINDA E. ROMANO
Notary Public, State of New York
ONEIDA COUNTY
Commission Expires Jan. 27, 2013

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/
Executive Director

Julianne Cardone
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
Eugene Quadraro
Michael Valentine
Steven Zogby

June 13, 2011

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

Re: *Griffiss Utility Services Corporation Facility*

Dear Sir:


On June 27, 2011 at 9 o'clock a.m., local time, at the offices of Oneida County Industrial Development Agency, 584 Phoenix Drive, City of Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for the use of Griffiss Utility Services Corporation. 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 *Rome Sentinel*, Rome, 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/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

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David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Eugene Quadraro
Michael Valentine
Steven Zogby

June 13, 2011

James F. Brown, Mayor
City of Rome
198 North Washington Street
Rome, New York 13440

Re: *Griffiss Utility Services Corporation Facility*

Dear Sir:

On June 27, 2011 at 9 o'clock a.m., local time, at the offices of Oneida County Industrial Development Agency, 584 Phoenix Drive, City of Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for the use of Griffiss Utility Services Corporation. 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 *Rome Sentinel*, Rome, 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

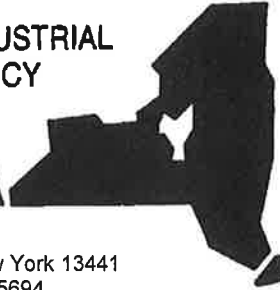
Shawna Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
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OCIDA



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Ferris Betrus Jr.
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Eugene Quadraro
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Steven Zogby

June 13, 2011

Patricia S. Riedel, President
Board of Education
Rome City School District
409 Bell Road
Rome, New York 13440

Re: *Griffiss Utility Services Corporation Facility*

Dear Madame:

On June 27, 2011 at 9 o'clock a.m., local time, at the offices of Oneida County Industrial Development Agency, 584 Phoenix Drive, City of Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for the use of Griffiss Utility Services Corporation. 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 *Rome Sentinel*, Rome, 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*
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.
County Executive

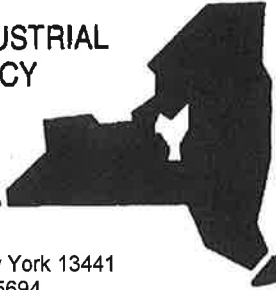
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David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Eugene Quadraro
Michael Valentine
Stephen Zogby

June 13, 2011

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

Re: *Griffiss Utility Services Corporation*

Dear Mr. Billard:

On June 27, 2011 at 9:00 o'clock a.m., local time, at the offices of Oneida County Industrial Development Agency, 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for Griffiss Utility Services Corporation. 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 *Rome-Sentinel* 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 M. Papale*
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 "Issuer") on the 27th day of June 2011 at 9 a.m., local time, at Oneida County Industrial Development Agency, 584 Brooks Road, Rome, New York in connection with the following matters:

Griffiss Utility Services Corporation, on behalf of itself and/or the principals of Griffiss Utility Services Corporation and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Issuer to enter into a transaction in which the Issuer will assist in (1) the renovation, upgrade, extension and reconstruction of the approximately 77,500 sq. ft. steam and electricity generation facility (the "Existing Facility") owned by the Company located on certain land at 655 Ellsworth Road in the City of Rome, Oneida County, New York (the "Land"), (2) the acquisition and construction on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) the acquisition and installation in the Existing Facility and the Addition of certain furniture, machinery and equipment (collectively, the "Equipment") (the Land, the Existing Facility, the Addition, and the Equipment being collectively referred to as the "Facility"), all for the purpose of expanding and enhancing the Company's steam and electricity generation facility to support the Griffiss Business and Technology Park. The Facility will be initially operated and/or managed by the Company.

The Issuer will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Issuer will terminate its leasehold interest in the Facility. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease for a term of twenty-five (25) years, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no taxes, which benefits represent a deviation from the Issuer's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein.

A representative of the Issuer 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 Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: June 13, 2011

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

MINUTES OF PUBLIC HEARING
ON JUNE 27, 2011

Oneida County Industrial Development Agency
2011 Real Estate Lease
Griffiss Utility Services Corporation Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Issuer"), 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 issuance of the Bonds and the location and nature of the Facility to be financed as follows:

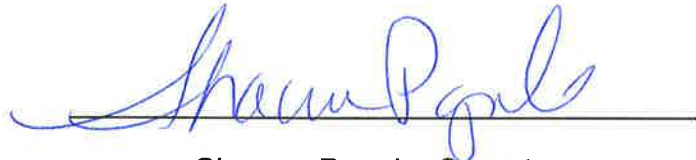
Griffiss Utility Services Corporation, on behalf of itself and/or the principals of Griffiss Utility Services Corporation and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Issuer to enter into a transaction in which the Issuer will assist in (1) the renovation, upgrade, extension and reconstruction of the approximately 77,500 sq. ft. steam and electricity generation facility (the "Existing Facility") owned by the Company located on certain land at 655 Ellsworth Road in the City of Rome, Oneida County, New York (the "Land"), (2) the acquisition and construction on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) the acquisition and installation in the Existing Facility and the Addition of certain furniture, machinery and equipment (collectively, the "Equipment") (the Land, the Existing Facility, the Addition, and the Equipment being collectively referred to as the "Facility"), all for the purpose of expanding and enhancing the Company's steam and electricity generation facility to support the Griffiss Business and Technology Park. The Facility will be initially operated and/or managed by the Company.

The Issuer will acquire a leasehold interest in the Facility and lease back the Facility to the Company. At the end of the lease term, the Issuer will terminate its leasehold interest in the Facility. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease for a term of twenty-five (25) years, exemptions from mortgage recording tax and abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no taxes, which benefits represent a deviation from the Issuer's Uniform Tax Exemption Policy, to be more

particularly described in a Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein.

A representative of the Issuer 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 Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer, 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 9:30AM.



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 June 27, 2011 at 9:00AM local time, at Oneida County Industrial Development Agency, 584 Phoenix Drive, Rome, 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 Section 147(f) of the Internal Revenue Code of 1986, as amended, and 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 Section 147(f) and 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 July 21, 2011


Secretary

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Eugene Quadraro
Michael Valentine
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Jennifer Waters

DATE: June 2, 2012

RE: GUSC Public Hearing

Attendees: Camille Kahler, Dan Maneen

From Agency: Jennifer Waters, Shawna Papale

Public hearing opened at 9:00am.

Dan Maneen received calls regarding the notice of the public hearing and answered any questions that were asked.

No other comment.

Public Hearing was closed at 9:30am.