

Final Authorizing Resolution
GUSC

Date: July 21, 2011

At a meeting of the Oneida County Industrial Development Agency, Utica, New York (the "Agency"), held at 584 Phoenix Drive, Rome, New York on the 21st day of July 2011, the following members of the Agency were:

Present: Natalie Brown
Ferris Betrus (via teleconference)
Michael Valentine
Steven Zogby

Absent: David Grow
Michael Fitzgerald
Eugene Quadraro

Staff Present: M. Bonney
J. Cardone
S. DiMeo
M. Kaucher
J. Waters
P. Zawko

Others Present: C. Kahler, C. Levitt, M. Levitt, L. Romano, L. Ruberto, D. Maneen, F. Tillman, M. Bette, J. Moynihan, P. Goldman, J. Reader, T. Nelson, J. Surace, P. Riedel, J. Simons, L. Summa, P. Hogutz, C. Militello, D. Summa, F. Marasco, L. Adler, J. Brown, J. Shields, H. Cully, K. Houghton

Press: D. Guzewich

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 acquisition of a leasehold interest in a certain industrial development facility more particularly described below (Griffiss Utility Services Corporation) and the leasing of the facility to Griffiss Utility Services Corporation.

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

Ferris Betrus voting aye;
Natalie Brown voting aye;
Michael Valentine voting aye; and
Stephen Zogby voting aye.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, LEASEBACK AGREEMENT, ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, PILOT AGREEMENT, AND RELATED DOCUMENTS WITH RESPECT TO THE GRIFFISS UTILITY SERVICES CORPORATION FACILITY LOCATED AT 655 ELLSWORTH ROAD, CITY OF ROME, 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, the Company desires to (1) renovate, upgrade, extend and reconstruct 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) acquire and construct on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) acquire and install in the Existing Facility and the Addition 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; 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 Agency by resolution duly adopted on May 20, 2011 (the "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 Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in

connection with the transaction contemplated by the lease of the land and the transfer of a leasehold interest in the Facility; and

WHEREAS, the financial assistance contemplated by the Agency constitutes a deviation from its Uniform Tax Exemption Policy (the "Policy") because the Company will receive an abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no real property taxes.

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 construction, renovation, upgrade, extension, reconstruction and equipping of the Facility and the leasing of the Facility to the Company 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 construction, renovation, upgrade, extension, reconstruction and equipping 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 May 20, 2011, 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 lease the Facility; 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 Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") by and between the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency and the Bank for all liability under all such Environmental Laws; and

(k) The Payment-In-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Agency and the Company will be an effective instrument whereby the Agency and the Company set forth the terms of the payments-in-lieu-of taxes that the Company will pay to the Agency; and

(m) The Agency shall deviate from its Policy for the following reasons:

- The nature of the proposed Facility
- The nature of the Facility before the project begins
- The economic condition of the area at the time of the application
- The extent to which the Facility will retain permanent, private sector jobs
- The estimated value of tax exemptions to be provided
- The impact of the Facility and the proposed tax exemptions on affected tax jurisdictions
- The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity
- The amount of private sector investment generated or likely to be generated by the proposed Facility
- The likelihood of accomplishing the proposed Facility in a timely fashion
- The extent to which the proposed Facility will provide additional sources of revenue for municipalities and school districts in which the project is located
- The extent to which the proposed Facility will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

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 Environmental Compliance and Indemnification Agreement, (vi) execute, deliver and perform the PILOT Agreement; and (vii) deviate from its policy.

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 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Oneida County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 21st day of July 2011 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, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement and the PILOT 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 21st day of July 2011.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Secretary

Final Authorizing Resolution
GUSC

Date: August 12, 2011

At a meeting of the Oneida County Industrial Development Agency, Utica, New York (the "Agency"), held at 584 Phoenix Drive, Rome, New York on the 12th day of August 2011, the following members of the Agency were:

Present: Natalie Brown
Ferris Betrus
Michael Fitzgerald
David Grow
Eugene Quadraro
Michael Valentine
Steven Zogby

Staff Present: M. Bonney
J. Cardone
S. Papale

Others Present: L. Romano, M. Levitt, P. Goldman, JRiedel, J. Simons, C. Militello, J. Geiger, P. Hagerty, C. Trevisani, A. Kowalczyk, Jr., J. Nash, L. Adler, K. Houghton, P.Hoven, M. Bette

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 acquisition of a leasehold interest in a certain industrial development facility more particularly described below (Griffiss Utility Services Corporation) and the leasing of the facility to Griffiss Utility Services Corporation.

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

Ferris Betrus voting aye;
Natalie Brown voting aye;
Michael Fitzgerald voting nay;
David Grow voting aye;
Eugene Quadraro voting aye;
Michael Valentine voting aye; and
Stephen Zogby voting aye.

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, LEASEBACK AGREEMENT, ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, PILOT AGREEMENT, AND RELATED DOCUMENTS WITH RESPECT TO THE GRIFFISS UTILITY SERVICES CORPORATION FACILITY LOCATED AT 655 ELLSWORTH ROAD, CITY OF ROME, 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, the Company desires to (1) renovate, upgrade, extend and reconstruct 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) acquire and construct on the Land of an approximately 10,200 sq. ft. addition to the Existing Facility (the "Addition"), (3) acquire and install in the Existing Facility and the Addition 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; 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 Agency by resolution duly adopted on May 20, 2011 (the "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 Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in

connection with the transaction contemplated by the lease of the land and the transfer of a leasehold interest in the Facility; and

WHEREAS, the financial assistance contemplated by the Agency constitutes a deviation from its Uniform Tax Exemption Policy (the "Policy") because the Company will receive an abatement of real property taxes for a period of twenty-five (25) years during which time the Company will pay no real property taxes.

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 construction, renovation, upgrade, extension, reconstruction and equipping of the Facility and the leasing of the Facility to the Company 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 construction, renovation, upgrade, extension, reconstruction and equipping 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 May 20, 2011, 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 lease the Facility; 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 Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") by and between the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency and the Bank for all liability under all such Environmental Laws; and

(k) The Payment-In-Lieu-of-Tax Agreement (the "PILOT Agreement") between the Agency and the Company will be an effective instrument whereby the Agency and the Company set forth the terms of the payments-in-lieu-of taxes that the Company will pay to the Agency; and

(m) The Agency shall deviate from its Policy for the following reasons:

- The nature of the proposed Facility
- The nature of the Facility before the project begins
- The economic condition of the area at the time of the application
- The extent to which the Facility will retain permanent, private sector jobs
- The estimated value of tax exemptions to be provided
- The impact of the Facility and the proposed tax exemptions on affected tax jurisdictions
- The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity
- The amount of private sector investment generated or likely to be generated by the proposed Facility
- The likelihood of accomplishing the proposed Facility in a timely fashion
- The extent to which the proposed Facility will provide additional sources of revenue for municipalities and school districts in which the project is located
- The extent to which the proposed Facility will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

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 Environmental Compliance and Indemnification Agreement, (vi) execute, deliver and perform the PILOT Agreement; and (vii) deviate from its policy.

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 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Oneida County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 12th day of August 2011 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, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement and the PILOT 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 12th day of August 2011.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____


Shawna M. Papale, Secretary

Anthony J. Picente Jr.
County Executive

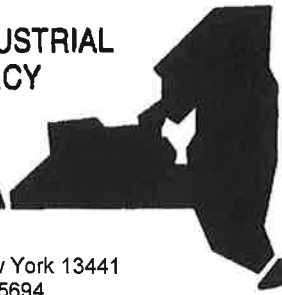
Shawna Papale
Secretary/
Executive Director

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 20, 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 July 21, 2011 at 8:00 a.m. 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 this project for the use of Griffiss Utility Services Corporation (the "Company").

The financial assistance contemplated by the Agency constitutes a deviation from its standard policy in the following respects: the Agency will issue a lease for a term of twenty-five (25) years, grant 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.

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

- ✓ The nature of the proposed Facility
- ✓ The nature of the Facility before the project begins
- ✓ The economic condition of the area at the time of the application: the Facility is located in an area that has been designated an economic development zone pursuant to Article 18-B of the General Municipal Law, and is therefore located in a "highly distressed area" (as defined in Section 854(18) of the New York General Municipal Law) because the Facility is located in a designated Empire Development Zone as described in Article 18-B of the General Municipal Law
- ✓ The extent to which the Facility will retain permanent, private sector jobs
- ✓ The estimated value of tax exemptions to be provided
- ✓ The impact of the Facility and the proposed tax exemptions on affected tax jurisdictions
- ✓ The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

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
Eugene Quadraro
Michael Valentine
Steven Zogby

- ✓ The amount of private sector investment generated or likely to be generated by the proposed Facility
- ✓ The likelihood of accomplishing the proposed Facility in a timely fashion
- ✓ The extent to which the proposed Facility will provide additional sources of revenue for municipalities and school districts in which the project is located
- ✓ The extent to which the proposed Facility will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

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 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

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 20, 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 July 21, 2011 at 8:00 a.m. 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 this project for the use of Griffiss Utility Services Corporation (the "Company").

The financial assistance contemplated by the Agency constitutes a deviation from its standard policy in the following respects: the Agency will issue a lease for a term of twenty-five (25) years, grant 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.

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

- ✓ The nature of the proposed Facility
- ✓ The nature of the Facility before the project begins
- ✓ The economic condition of the area at the time of the application: the Facility is located in an area that has been designated an economic development zone pursuant to Article 18-B of the General Municipal Law, and is therefore located in a "highly distressed area" (as defined in Section 854(18) of the New York General Municipal Law) because the Facility is located in a designated Empire Development Zone as described in Article 18-B of the General Municipal Law
- ✓ The extent to which the Facility will retain permanent, private sector jobs
- ✓ The estimated value of tax exemptions to be provided
- ✓ The impact of the Facility and the proposed tax exemptions on affected tax jurisdictions
- ✓ The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity

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

- ✓ The amount of private sector investment generated or likely to be generated by the proposed Facility
- ✓ The likelihood of accomplishing the proposed Facility in a timely fashion
- ✓ The extent to which the proposed Facility will provide additional sources of revenue for municipalities and school districts in which the project is located
- ✓ The extent to which the proposed Facility will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

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 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

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 20, 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 July 21, 2011 at 8:00 a.m. 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 this project for the use of Griffiss Utility Services Corporation (the "Company").

The financial assistance contemplated by the Agency constitutes a deviation from its standard policy in the following respects: the Agency will issue a lease for a term of twenty-five (25) years, grant 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.

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

- ✓ The nature of the proposed Facility
- ✓ The nature of the Facility before the project begins
- ✓ The economic condition of the area at the time of the application: the Facility is located in an area that has been designated an economic development zone pursuant to Article 18-B of the General Municipal Law, and is therefore located in a "highly distressed area" (as defined in Section 854(18) of the New York General Municipal Law) because the Facility is located in a designated Empire Development Zone as described in Article 18-B of the General Municipal Law
- ✓ The extent to which the Facility will retain permanent, private sector jobs
- ✓ The estimated value of tax exemptions to be provided
- ✓ The impact of the Facility and the proposed tax exemptions on affected tax jurisdictions
- ✓ The impact of the proposed Facility on existing and proposed businesses and economic development projects in the vicinity

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

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
Eugene Quadraro
Michael Valentine
Steven Zogby

- ✓ The amount of private sector investment generated or likely to be generated by the proposed Facility
- ✓ The likelihood of accomplishing the proposed Facility in a timely fashion
- ✓ The extent to which the proposed Facility will provide additional sources of revenue for municipalities and school districts in which the project is located
- ✓ The extent to which the proposed Facility will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

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 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

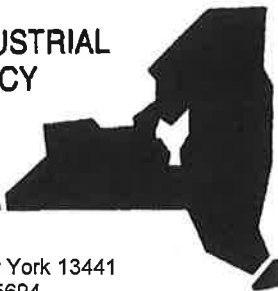
Shawna Papale
Secretary/
Executive Director

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

August 8, 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 August 12, 2011 at 8:00 a.m. local time at 584 Phoenix Drive, Rome, New York 13441, the Oneida County Industrial Development Agency is holding a special meeting for the purpose of ratifying all action taken at the July 21, 2011 meeting regarding this project for the use of Griffiss Utility Services Corporation as well as to address any other business that may come before the Agency.

We are providing this notice to you as a courtesy, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: *Shawna M. Papale*
Shawna M. Papale, Executive Director

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

August 8, 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 August 12, 2011 at 8:00 a.m. local time at 584 Phoenix Drive, Rome, New York 13441, the Oneida County Industrial Development Agency is holding a special meeting for the purpose of ratifying all action taken at the July 21, 2011 meeting regarding this project for the use of Griffiss Utility Services Corporation as well as to address any other business that may come before the Agency.

We are providing this notice to you as a courtesy, as the chief executive officer of an affected tax jurisdiction within which the project is located.

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

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

August 8, 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 August 12, 2011 at 8:00 a.m. local time at 584 Phoenix Drive, Rome, New York 13441, the Oneida County Industrial Development Agency is holding a special meeting for the purpose of ratifying all action taken at the July 21, 2011 meeting regarding this project for the use of Griffiss Utility Services Corporation as well as to address any other business that may come before the Agency.

We are providing this notice to you as a courtesy, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

Shawna M. Papale, Executive Director

c: Patricia Riedel, 1210 Cedarbrook Drive, Rome NY 13440
Jeffrey Simons, Superintendent of Schools