

**Inducement Resolution  
Cardinal Griffiss Realty, LLC  
2017 Facility Amendment**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING CARDINAL GRIFFISS REALTY, LLC, THE PRINCIPALS OF CARDINAL GRIFFISS REALTY, LLC, AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH AN AMENDED LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility");

WHEREAS, the Company leases the Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and pursuant to a Lease Agreement dated as of August 1, 2010 (the "Lease Agreement"), and the Agency leases the Facility back to the Company pursuant to a Leaseback Agreement dated as of August 1, 2010 (the "Leaseback Agreement"); and

WHEREAS, the Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc., a New York business corporation (the "Sublessee") for its operation upon the terms and conditions set forth in a Sublease Agreement, dated as of July 1, 2010 (the "Sublease Agreement") by and between the Company and the Sublessee; and

WHEREAS, the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants, including Sublessee; and

WHEREAS, the Company has applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project"); and

WHEREAS, the Agency and the Company entered into a First Amended and Restated Payment-In-Lieu-of-Tax Agreement dated as of January 1, 2012 (the "PILOT Agreement") making provision for payments-in-lieu-of-taxes to be made by the Company relating to the Facility; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of:

- abatement of real property taxes on the increased assessment resulting from the 2017 Project for a period of ten (10) years and conversion of all PILOT Payments to fixed annual PILOT Payments, the value of which is estimated at \$149,405.00; and
- exemptions from sales and use taxes on materials and/or equipment acquired and installed in connection with the Project, the value of which is estimated at \$25,380.00 but shall not exceed \$27,918.00; and
- exemptions from mortgage recording tax, the value of which is estimated at \$4,875.00,

all of which represents a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the Agency and the Company will amend (a) the Leaseback Agreement to add and include the 2017 Facility and the 2017 Project and (b) the PILOT Agreement to reflect the revised financial assistance; and

WHEREAS, prior to the closing of an amended lease-leaseback transaction, and the granting of any financial assistance, the Agency will conduct a public hearing (the "Hearing") so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, prior to the closing of an amended lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the 2017 Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of an amended lease-leaseback transaction, and the granting of any financial assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed amendment to the PILOT Agreement and proposed lease-leaseback amendment transaction, is either an inducement to the Company and/or the Sublessee to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company and/or the Sublessee in its industry.

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

**Section 1.** (a) The renovation and equipping of the 2017 Facility and the Agency's financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.

- (b) It is desirable and in the public interest for the Agency to enter into an amended lease-leaseback transaction, for the purpose of (i) amending the financial assistance under the PILOT Agreement and (ii) providing financial assistance for the renovation and equipping of the 2017 Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction.

Section 2.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the amended lease-leaseback transaction, and the development of the 2017 Facility (the "Agreement") is hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3.

The Company is herewith and hereby appointed the agent of the Agency to renovate and equip the 2017 Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to renovate and equip the 2017 Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the 2017 Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the

Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the 2017 Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall (a) amend the Leaseback Agreement and the PILOT Agreement, (b) assist the Company in its renovation and equipping of the 2017 Facility and (c) will provide Financial Assistance with respect thereto.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the amended lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the amended lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on December 16, 2016 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: F. Betrus, M. Fitzgerald, D. Grow, M.F. Messenger, E. Quadraro, S. Zogby

EDGE Staff Present: S. Papale, J. Waters, S. DiMeo, A. Gerardo, M. Kaucher, P. Zawko, C. Mercurio

Others Present: Mayor J. Izzo, M. Levitt, C. Levitt, L. Romano, D. Guzewich

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

Voting Aye

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

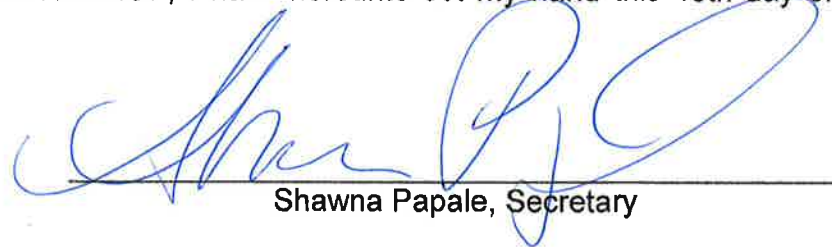
Voting Nay

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of June 2017.



Shawna Papale, Secretary

**EXHIBIT A**  
**NOTICE OF PUBLIC HEARING**

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the \_\_\_\_ day of \_\_\_\_\_ 2017 at \_\_\_\_ a.m., local time, at the offices of the Oneida County Industrial Development Agency located at 584 Phoenix Drive, Rome, New York 13340 in connection with the following matters:

Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants.

The Company has applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project"). The Company and the Agency will amend the Leaseback Agreement to add and include the 2017 Facility and the 2017 Project. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency previously provided financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in constructing the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes on the Existing Improvements for a period of fifteen (15) years pursuant to a First Amended and Restated PILOT Agreement dated as of January 1, 2012 (the "PILOT Agreement"), conditioned upon the Company maintaining certain employment levels. The Agency contemplates that it will (a) provide financial assistance to the Company relating to the 2017 Project in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating and equipping the Company Facility and abatement of real property taxes for a period of ten (10) years during which time the Company will pay a fixed annual PILOT Payment, conditioned upon the Company maintaining certain employment levels at the Facility and (b) amend the PILOT Agreement to provide for fixed PILOT Payments for the Facility for the remaining ten (10) years of the PILOT Agreement, all of which is a deviation from the Agency's Uniform Tax Exemption



Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: January \_\_, 2017

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

## EXHIBIT B

### MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2017 Real Estate Lease Amendment  
Cardinal Griffiss Realty, LLC Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed project and related financial assistance as follows:

Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants.

The Company has applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project"). The

Company and the Agency will amend the Leaseback Agreement to add and include the 2017 Facility and the 2017 Project. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency previously provided financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in constructing the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes on the Existing Improvements for a period of fifteen (15) years pursuant to a First Amended and Restated PILOT Agreement dated as of January 1, 2012 (the "PILOT Agreement"), conditioned upon the Company maintaining certain employment levels. The Agency contemplates that it will (a) provide financial assistance to the Company relating to the 2017 Project in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating and equipping the Company Facility and abatement of real property taxes for a period of ten (10) years during which time the Company will pay a fixed annual PILOT Payment, conditioned upon the Company maintaining certain employment levels at the Facility and (b) amend the PILOT Agreement to provide for fixed PILOT Payments for the Facility for the remaining ten (10) years of the PILOT Agreement, all of which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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

4. The Chairman then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at \_\_\_\_ a.m.

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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 \_\_\_\_\_, 2017 at \_\_\_\_\_ a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Secretary

**EXHIBIT C**

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

\_\_\_\_\_, 2017

Peter Zawko, Manager  
Cardinal Griffiss Realty, LLC  
584 Phoenix Drive  
Rome, New York 13441

RE: *Oneida County Industrial Development Agency  
2017 Lease-Leaseback Amendment (Cardinal Griffiss Realty, LLC Facility)*

Dear Mr. Zawko:

Pursuant to a resolution duly adopted on December 16, 2016, Oneida County Industrial Development Agency (the "Agency") appointed Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on its behalf (collectively, the "Company") its agent in connection with a transaction in which the Agency will assist in the 2017 Project, described below.

The Company entered into a transaction with the Agency whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants. The Company has requested the Agency now assist with renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project").

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the 2017 Facility, and the following activities as they relate to any renovation, equipping and completion of any buildings, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with construction and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the **"Cardinal Griffiss Realty, LLC 2017 Facility"** and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must also execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of constructing and equipping the 2017 Facility, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the 2017 Facility.

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent must claim the sales tax exemption for construction materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

The aforesaid appointment of the Company as agent of the Agency to construct and equip the 2017 Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) December 16, 2017, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Based upon representations made by the Company, the value of the sales tax to be abated relating to the construction and equipping of the 2017 Facility is limited to \$27,918.00, and any exemptions claimed by the Company that exceed this amount will be subject to recapture.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to the 2017 Project. The penalty for failure to file such statement is the removal of your authority to act as an agent.

If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Name Shawna M. Papale  
Title: Executive Director

ACCEPTED & AGREED:

CARDINAL GRIFFISS REALTY, LLC

By: \_\_\_\_\_  
Name:  
Title:

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

I, Jessica Butera,  
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 12th day of January, 20 17

to wit: January 12, 2017

12th January, 20 17

Jessica Butera  
Sworn to before me this 13th day of January, 20 17

Wendy J. Bonvicino Notary Public  
WENDY J. BONVICINO  
Notary Public - State of New York  
No. 01BO5087737  
Qualified in Oneida County  
My Commission Expires Nov. 3, 2017



**LEGAL NOTICE  
NOTICE OF PUBLIC  
HEARING**

**NOTICE IS HEREBY GIVEN** that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 28th day of January 2017 at 9:00 a.m., local time, at the offices of the Agency located at 584 Phoenix Drive, Rome, New York 13340 in connection with the following matters:

Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants.

**ONEIDA COUNTY  
INDUSTRIAL  
DEVELOPMENT AGENCY**

Dated: January 9, 2017  
By: /s/ Shawna M. Papale,  
Executive Director  
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applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project"). The Company and the Agency will amend the Leaseback Agreement to add and include the 2017 Facility and the 2017 Project. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency previously provided financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in constructing the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes on the Existing Improvements for a period of fifteen (15) years pursuant to a First Amended and Restated PILOT Agreement dated as of January 1, 2012 (the "PILOT Agreement"), conditioned upon the Company maintaining certain employment levels. The Agency contemplates that it will (a) provide financial assistance to the Company relating to the 2017 Project in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating and equipping the Company Facility and abatement of real property taxes for a period of ten (10) years during which time the Company will pay a fixed annual PILOT Payment, conditioned upon the Company maintaining certain employment levels at the Facility and (b) amend the PILOT Agreement to provide for fixed PILOT Payments for the Facility for the remaining ten (10) years of the PILOT Agreement, all of which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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

## MINUTES OF PUBLIC HEARING

### Oneida County Industrial Development Agency 2017 Real Estate Lease Amendment Cardinal Griffiss Realty, LLC Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed project and related financial assistance as follows:

Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants.

The Company has applied to the Agency to enter into a transaction in which the Agency will assist in renovations and full build-out of the Company Facility and the acquisition and installation of equipment therein (the "2017 Equipment") to suit the operational needs of the Sublessee and in furtherance of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Company Facility and the 2017 Equipment is referred to as the "2017 Facility" and the renovation and equipping of the 2017 Facility is referred to as the "2017 Project"). The Company and the Agency will amend the Leaseback Agreement to add and include the 2017 Facility and the 2017 Project. At the end of

the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency previously provided financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in constructing the Improvements, exemptions from mortgage recording taxes, and abatement of real property taxes on the Existing Improvements for a period of fifteen (15) years pursuant to a First Amended and Restated PILOT Agreement dated as of January 1, 2012 (the "PILOT Agreement"), conditioned upon the Company maintaining certain employment levels. The Agency contemplates that it will (a) provide financial assistance to the Company relating to the 2017 Project in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating and equipping the Company Facility and abatement of real property taxes for a period of ten (10) years during which time the Company will pay a fixed annual PILOT Payment, conditioned upon the Company maintaining certain employment levels at the Facility and (b) amend the PILOT Agreement to provide for fixed PILOT Payments for the Facility for the remaining ten (10) years of the PILOT Agreement, all of which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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

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 9:15 a.m.



Shawna Papale, Secretary

Anthony J. Picente Jr,  
County Executive

Shawna M. Papale  
Secretary/  
Executive Director/ Treasurer

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



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  
Mary Faith Messenger  
Eugene Quadraro  
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Mark Kaucher

DATE: January 26, 2017

RE: Public Hearing – Cardinal Griffiss Realty Build-Out Project

Attendees: MVEDGE Staff, Mark Kaucher and Peter Zawko

Public hearing opened at 9:00 AM.

Comments: Mr. Zawko asked that he be on record as speaking for the project.

Public Hearing was closed at 9:15 AM.

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 January 26, 2017 at 9:00 a.m. local time, at 584 Phoenix Drive, Rome, New York 13441 with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

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

IN WITNESS WHEREOF, I have hereunto set my hand as of June 15, 2017.

  
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 January 10, 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 the Notice of Public Hearing to be held on the 26<sup>th</sup> day of January 2017 at 9:00 AM local time, at 584 Phoenix Drive, City of Rome, New York, relating to the Griffiss Utility Services Corporation (GUSC), copies of said Notices are attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

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

Jacqueline M. Izzo, Mayor  
City of Rome  
198 North Washington Street  
Rome, New York 13440

Paul Fitzpatrick, President  
Board of Education  
Rome City School District  
409 Bell Road  
Rome, New York 13440

Peter C. Blake, Superintendent  
Rome City School District  
409 Bell Road  
Rome, New York 13440

David Dreidel  
Director of Business and Finance  
Rome City School District  
409 Bell Road  
Rome, New York 13440

  
Curnin C. Maloy

Sworn to before me this 10<sup>th</sup>  
day of January 2017

  
Notary Public

LAURA S. RUBERTO  
Notary Public, State of New York  
Appointed in Oneida County  
Reg. No. 01RU5031396  
Commission Expires August 1, 2018

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  
(315) 338-0393, fax (315) 338-5694  
[info@mvedge.org](mailto:info@mvedge.org); [www.mvedge.org](http://www.mvedge.org)

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

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

January 10, 2017

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

**Re: Cardinal Griffiss Realty, LLC Facility Amendment**

Dear Sir:

On January 26, 2017 at 9 o'clock a.m., local time, at 584 Phoenix Drive, Rome, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Cardinal Griffiss Realty, LLC. 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 *Daily 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

Jennifer Waters  
Assistant Secretary

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

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

January 10, 2017

Jacqueline M. Izzo, Mayor  
City of Rome  
198 North Washington Street  
Rome, New York 13440

**Re: Cardinal Griffiss Realty, LLC Facility Amendment**

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

  
Shawna M. Papale, Executive Director



Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
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Jennifer Waters  
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January 10, 2017

Paul Fitzpatrick, President  
Board of Education  
Rome City School District  
409 Bell Road  
Rome, New York 13440

**Re: Cardinal Griffiss Realty, LLC Facility Amendment**

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

Shawna M. Papale, Executive Director

c: Peter C. Blake, Superintendent of Schools  
David Dreidel, Director of Business and Finance

## NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 26th day of January 2017 at 9:00 a.m., local time, at the offices of the Agency located at 584 Phoenix Drive, Rome, New York 13340 in connection with the following matters:

Cardinal Griffiss Realty, LLC, on behalf of itself and/or the principals of Cardinal Griffiss Realty, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") entered into a transaction with the Oneida County Industrial Development Agency (the "Agency") whereby the Agency assisted the Company with the construction of a 46,500± gross square foot building (the "Improvements") situated on a 7.50± acre parcel of land located at 153 Brooks Road, Griffiss Business and Technology Park, City of Rome, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") all of which is used for the coordination of redevelopment efforts for the recently realigned Griffiss Air Force Base (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Company leases the Land and the Improvements to the Agency and the Agency leases the Land and Improvements back to the Company pursuant to a Leaseback Agreement. The Company subleases a ±35,718 square foot portion of the Facility (the "AIS Facility") to Assured Information Security, Inc. (the "Sublessee") for its operation and the Company retained the ±10,452 square foot balance of the Facility (the "Company Facility") to lease to prospective subtenants.

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

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: January 9, 2017

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