

**Inducement Resolution
Assured Information Security, Inc. Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING ASSURED INFORMATION SECURITY, INC., THE PRINCIPALS OF ASSURED INFORMATION SECURITY, INC., AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, CONSENTING TO THE SALE OF THE LAND AND IMPROVEMENTS AND ASSIGNMENT OF EXISTING AGENCY DOCUMENTS, 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 (“CGR”) owns a certain industrial development facility consisting of a 46,500± 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 leases the same to Oneida County Industrial Development Agency (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 as amended (the “Existing Lease Agreement”); and

WHEREAS, the Agency leases the Land and Improvements back to CGR pursuant to a Leaseback Agreement dated as of August 1, 2010 as amended (the “Existing Leaseback Agreement”); and

WHEREAS, CGR and the Agency entered into a Second Amended and Restated Payment In Lieu of Tax Agreement dated June 15, 2017 (the “Existing PILOT Agreement”) pursuant to which CGR makes payments in lieu of taxes on the Land and Improvements; and

WHEREAS, CGR subleases the Land and Improvements to Assured Information Security, Inc. ("AIS") for its operation pursuant to a sublease agreement dated as of July 1, 2010 as amended (the "Sublease Agreement"); and

WHEREAS, CGR has requested the Agency consent to the sale of the Land and Improvements to AIS and the assignment from CGR to AIS of CGR's interest in the Existing Lease Agreement, the Existing Leaseback Agreement and the Existing PILOT Agreement (collectively, the "Existing Agency Documents"), all as required under the terms of the Existing Leaseback Agreement; and

WHEREAS, AIS, on behalf of itself and/or the principals of AIS and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has requested the Agency assist with a project consisting of acquisition of the Land and Improvements, renovation of the Improvements, and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of maintaining its headquarters and retaining employment in the City of Rome and providing Research and Development, Secure Communications, Cyber Operations and C5ISR services to government and commercial markets (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to collectively as the "Project"); and

WHEREAS, the Company will lease the Facility to the Agency pursuant to a Lease Agreement (the "Lease Agreement"); and

WHEREAS, the Agency will lease the Facility back to the Company pursuant to a Leaseback Agreement (the "Leaseback Agreement"); 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 connection with the Project in the form of exemptions from sales and use taxes, exemptions from mortgage recording taxes, and a reduction in real property taxes by modifying the fixed PILOT Payments in years 14 and 15 in the Existing PILOT Agreement and extending the fixed payments for a period of ten years (the "Financial Assistance"), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and which will be more particularly set forth in a final authorizing resolution; and

WHEREAS, based upon representations made by the Company in the Application, the value of the Financial Assistance is described as follows:

- Sales and use tax exemption not to exceed \$129,124.00
- Mortgage recording tax exemption not to exceed \$18,936.00
- Exemptions from real property taxes valued at approximately \$244,257.80

WHEREAS, the Financial Assistance deviates from the Policy insofar as the Company will make fixed PILOT Payments, to be allocated among the tax jurisdictions, in the following amounts:

<i>Existing PILOT</i>	Year 14	\$150,346.00
	Year 15	\$153,352.92
<i>Extended PILOT</i>	Year 16	\$156,419.98
	Year 17	\$159,548.38
	Year 18	\$162,739.35
	Year 19	\$165,994.13
	Year 20	\$169,314.02
	Year 21	\$172,700.30
	Year 22	\$176,154.30
	Year 23	\$179,677.39
	Year 24	\$183,270.94
	Year 25	\$186,936.35

WHEREAS, the Agency is contemplating deviating from its Policy for the following reasons:

- **The nature of the proposed project:** The Project involves the Company acquiring from CGR the Land and Improvements that it has been leasing for thirteen years and making a significant investment to upgrade the Improvements. The Agency wishes to encourage the Company to maintain its headquarters in Rome and to support the growth of technology industry in the region.
- **The extent to which financial assistance for the properties will create or retain permanent, private sector jobs:** The Company will retain 100 jobs. Were it not for the Agency financial assistance, the Company would evaluate moving its headquarters and all jobs to a location outside of New York State.
- **The estimated value of tax exemptions to be provided:** The fixed PILOT Payment under the Existing PILOT Agreement in Year 15 is projected to be higher than what full taxes will be on the Facility. The proposed fixed payment schedule provides a benefit necessary to induce the Company to maintain its headquarters and retain employment in Rome. By setting an annual fixed PILOT

Payment, the taxing jurisdictions and the Company are better able to address financial planning; and

WHEREAS, the Company has committed to retain the existing 100 FTEs for the term of the Leaseback Agreement as a result of the Project, and the Agency will condition the proposed Financial Assistance on the Company achieving the same (the "Employment Obligation"), or else the Company will be subject to recapture or termination of Financial Assistance relating to the Project; and

WHEREAS, the Agency desires to condition Financial Assistance on the Company creating additional FTEs during the first three years following completion of the Project; and

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any Financial Assistance, 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 Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a 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 Company has represented in its application that the Project is reasonably necessary to discourage the Company from moving out of the State; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed lease-leaseback transaction is either an inducement to the Company to maintain and expand the 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 Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form and related documents (the

“Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the 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 delivered to the Agency pursuant to the SEQR Act and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”) and other representations and information furnished by the Company regarding the Project, the Agency determines that the action relating to the Project constitutes the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, and is therefore a “Type II” action, as that term is defined in the SEQR Act and the Regulations, for which no further environmental review is required under the SEQR Act and the Regulations.

- Section 2.
- (a) The Project 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 consent to the sale of the Land and Improvements from CGR to the Company, and to the assignment of the Existing Agency Documents from CGR to the Company.
 - (c) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction for the purpose of providing financial assistance for the Project, as reflected in the Company’s application to the Agency as may be amended from time to time prior to the closing of the lease-leaseback transaction.
 - (d) The Project is reasonably necessary to (a) discourage the Company from moving out of State and (b) preserve the Company’s competitive position in its industry.

Section 3. 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 lease-leaseback transaction, and the completion of the 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 4.

The Agency shall assist the Company in the Project and will provide the Financial Assistance with respect thereto subject to (i) obtaining all necessary governmental approvals, (ii) approval of the directors of the Company, (iii) approval of the members of the Agency, (iv) satisfactory completion of the environmental review of the Facility by the Agency in compliance with the State Environmental Quality Review Act, (v) agreement by the Agency and the Company upon mutually acceptable terms and conditions for the Leaseback Agreement and other documentation usual and customary to transactions of this nature, (vi) agreement by the Agency, CGR and the Company upon mutually acceptable terms and conditions for the assignment of the Existing Agency Documents from CGR to the Company and other documentation usual and customary to transactions of this nature, (vii) the Company submitting an amendment to its Application that states the number of FTEs to be retained and created as a result of undertaking the Project; (viii) the condition that there are no changes in New York State Law which prohibit or limit the Agency from fulfilling its obligation and commitment as herein set forth to consent to the sale and assignment from CGR to the Company and enter into the lease-leaseback transaction and (ix) payment by the Company of the Agency's transaction fee and the fees and disbursements of transaction counsel, more particularly described in the Inducement Agreement.

Section 5.

The Company is herewith and hereby appointed the agent of the Agency to acquire, equip and complete the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to the agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, equip and complete the 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 upon satisfaction of the conditions described in Section 3 hereof. The Agency hereby appoints the Company, 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 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 Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the Company, the Company, the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 6. The Agency is hereby directed to schedule the Hearing, so that the Agency may receive comments from all interested parties on the financial assistance contemplated by the Agency and the Financial Assistance requested by the Company.

Section 7. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 8. 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 lease-leaseback transaction.

Section 9. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company, (ii) to distribute copies of this resolution to the Oneida County Executive, the City of Rome Mayor, the Rome City School District Superintendent and the Rome City School District Clerk of Board of Education; and (iv) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 10. This resolution shall take effect immediately.

The above resolutions are AMENDED as follows:

WHEREAS, the Company submitted an amendment to its Application for Financial Assistance (the "Application Amendment") and has committed to retain the existing 100 FTEs for the term of the Leaseback Agreement and to create an additional 5 FTEs within three years of completion of the Project as a result of undertaking the Project; and

WHEREAS; the Agency has reviewed the Application Amendment and the revised cost-benefit analysis resulting from the same; and

WHEREAS, the Agency wishes to amend the "Employment Obligation" contained in the inducement resolution adopted October 18, 2024.

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

Section 1. The Agency hereby accepts the Application Amendment and revised cost-benefit analysis.

Section 2. The "Employment Obligation" is amended to mean the Company's obligation to retain the existing 100 FTEs for the term of the Leaseback Agreement and to create an additional 5 FTEs within three years of completion of the Project as a result of undertaking the Project, and the Agency will condition the proposed Financial Assistance on the Company achieving the Employment Obligation, or else the Company will be subject to recapture or termination of Financial Assistance relating to the Project.

Section 3. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution as amended to the Company, (ii) to distribute copies of this resolution as amended to the Oneida County Executive, the City of Rome Mayor, the Rome City School District Superintendent and the Rome City School District Clerk of Board of Education; and (iv) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 4. This amendment to the resolution shall take effect immediately.

[end of resolution]

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 October 18, 2024 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Steve Zogby, David Grow, Arrica Lewis, and Franca Armstrong.

Members Present WebEx: Tim Reed.

EDGE Staff Present: Shawna Papale, Tim Fitzgerald, Laura Cohen, Maureen Carney, Marc Barraco, and CJ Hanrahan.

EDGE Staff Present: Mark Kaucher.

Others Present: Laura Ruberto, Bond, Schoeneck & King; Mark Levitt and Jenna Peppenelli, Levitt & Gordon.

Others Present Virtual: Linda Romano, Bond, Schoeneck & King; Libby Clark and Dominic Barnett, Bonacio Construction.

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

Voting Aye

Voting Nay

Steve Zogby
David Grow
Franca Armstrong
Arricca Lewis
Tim Reed

and, therefore, the resolution was declared duly adopted.

I have compared the foregoing copy of an amendment to the resolution of 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 amendment to the resolution and of the proceedings of the Agency in connection with such matter.

Such amendment was passed at a meeting of the Agency duly convened in public session on November 15, 2024 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: Steve Zogby, David Grow, Aricca Lewis, Kristen Martin and James Genovese.

Members Present WebEx: Franca Armstrong, Tim Reed.

EDGE Staff Present: Shawna Papale, Tim Fitzgerald, Laura Cohen, Maureen Carney, Marc Barraco, and Mark Kaucher.

Others Present: Mark Levitt, Levitt & Gordon.

Others Present Virtual: Laura Ruberto and Linda Romano, Bond, Schoeneck & King; Jenna Peppenelli, Levitt & Gordon.

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

Voting Aye

Voting Nay

Steve Zogby
David Grow
Franca Armstrong
James Genovese
Aricca Lewis
Kristen Martin
Tim Reed

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) the meeting was open for the public to attend and public notice of the date, time and location for the meeting was duly given, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____ 2024.

Shawna Papale, Secretary

EXHIBIT A

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 December 2024 at _____ a.m., local time, at 584 Phoenix Drive, Rome, New York in connection with the following matters:

Assured Information Security, Inc., on behalf of itself and/or the principals of Assured Information Security, Inc., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has requested the Oneida County Industrial Development Agency (the "Agency") assist with a project consisting of the acquisition and renovation of a 46,500± 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 to be used for the purpose of maintaining its headquarters and retaining employment in the City of Rome and providing Research and Development, Secure Communications, Cyber Operations and C5ISR services to government and commercial markets (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Project will be initially owned and/or operated by the Company.

Cardinal Griffiss Realty, LLC ("CGR") owns the Land and Improvements and leases them to the Agency. The Agency leases the Land and Improvements back to the Company, and the Company further subleases the Land and Improvements to the Company. The Agency and CGR entered into a Second Amended and Restated PILOT Agreement dated June 15, 2017 (the "Existing PILOT Agreement") pursuant to which CGR makes payments in lieu of taxes on the Land and Improvements. The Company will acquire the Land and Improvements from CGR and assume CGR's interest in the Agency leases and the Existing PILOT Agreement. The Company will lease the Facility to the Agency pursuant to a lease agreement, and the Agency will lease the Facility back to the Company pursuant to a leaseback agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency is contemplating providing financial assistance in the form of exemptions from sales and use taxes, exemptions from mortgage recording taxes, and a reduction in real property taxes by modifying the fixed PILOT Payments in years 14 and 15 in the Existing PILOT Agreement and extending the fixed payments for a period of ten years, which financial assistance 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. Comments may also be submitted to the Agency in writing or electronically prior to the hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency's website. 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 and on the Agency's website.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: October __, 2024

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2025 Real Estate Lease
Assured Information Security, Inc. Facility

1. Tim Fitzgerald, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order at ____ a.m.
2. Mr. Fitzgerald being the Assistant Secretary of the Agency recorded the minutes of the hearing.
3. Mr. Fitzgerald then described the proposed project and related financial assistance as follows:

Assured Information Security, Inc., on behalf of itself and/or the principals of Assured Information Security, Inc., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has requested the Oneida County Industrial Development Agency (the "Agency") assist with a project consisting of the acquisition and renovation of a 46,500± 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 to be used for the purpose of maintaining its headquarters and retaining employment in the City of Rome and providing Research and Development, Secure Communications, Cyber Operations and C5ISR services to government and commercial markets (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to collectively as the "Project"). The Project will be initially owned and/or operated by the Company.

Cardinal Griffiss Realty, LLC ("CGR") owns the Land and Improvements and leases them to the Agency. The Agency leases the Land and Improvements back to the Company, and the Company further subleases the Land and Improvements to the Company. The Agency and CGR entered into a Second Amended and Restated PILOT Agreement dated June 15, 2017 (the "Existing PILOT Agreement") pursuant to which CGR makes payments in lieu of taxes on the Land and Improvements. The Company will acquire the Land

and Improvements from CGR and assume CGR's interest in the Agency leases and the Existing PILOT Agreement. The Company will lease the Facility to the Agency pursuant to a lease agreement, and the Agency will lease the Facility back to the Company pursuant to a leaseback agreement. At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency is contemplating providing financial assistance in the form of exemptions from sales and use taxes, exemptions from mortgage recording taxes, and a reduction in real property taxes by modifying the fixed PILOT Payments in years 14 and 15 in the Existing PILOT Agreement and extending the fixed payments for a period of ten years, which financial assistance 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.

4. Mr. Fitzgerald 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. Mr. Fitzgerald then asked if there were any further comments, and, there being none, the hearing was closed at _____ a.m.

Tim Fitzgerald, Assistant 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 "Agency") on December __, 2024 at _____ a.m. local time, at 584 Phoenix Drive, Rome, New York, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) the hearing was open for the public to attend and public notice of the date, time and location for said hearing was duly given, (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 _____, 2025.

Secretary

EXHIBIT C

[To be printed on IDA letterhead and delivered to the Company when appropriate]

_____, 2024

Assured Information Security, Inc.
153 Brooks Road
Rome, New York 13441

RE: *Oneida County Industrial Development Agency Lease-Leaseback Transaction
(Assured Information Security, Inc. Facility)*

Ladies and Gentlemen:

Pursuant to a resolution duly adopted on October 18, 2024 and amended November 15, 2024, Oneida County Industrial Development Agency (the "Agency") appointed Assured Information Security, Inc. (the "Company") its agent in connection with a transaction in which the Agency will assist in a project consisting of the acquisition and renovation of a 46,500± 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 to be used for the purpose of maintaining its headquarters and retaining employment in the City of Rome and providing Research and Development, Secure Communications, Cyber Operations and C5ISR services to government and commercial markets (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the acquisition and equipping of the Facility is referred to collectively as the "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 Facility, and the following activities as they relate to any acquisition, 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 acquisition and equipping

(ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with acquisition 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 will appoint the Company as its only direct agent for the Project. The agency appointment includes the power of the Company 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. Please advise the Executive Director of the Agency if you wish to appoint a contractor or other subagent, and the Agency will issue an ST-60 to that party.

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 “**Assured Information Security, Inc. 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 complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each 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 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 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 and are making purchases that would otherwise be exempt outside of the Agency’s interest in the Facility 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 acquire and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) October 18, 2025, 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.

The value of the sales tax to be abated relating to the construction and equipping of the Facility currently authorized by the Agency is not to exceed \$129,124.00. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Company that exceed (a) \$100,000 for purchases made between October 18, 2024 and the date of the public hearing; and (b) \$129,124.00 for purchases made relating to the Project in the aggregate.

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 Project. We are providing a form of a worksheet for you to track all exempt purchases made in completing the Project, using Forms ST-123 or Form ST-120.1. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency and this worksheet. The penalty for failure to file such statement, or to provide a copy to the Agency, 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. The Agency will issue and deliver Form ST-60 to you upon receipt of this signed agency appointment letter. The Agency reserves the right to issue a revised agency appointment letter with respect to the process for utilizing and reporting exemptions hereunder.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____

Name:

Title:

ACCEPTED & AGREED:

ASSURED INFORMATION SECURITY, INC.

By: _____

Name:

Title: