It is the objective of the Oneida County Industrial Development Agency to conduct business in an environment that fosters transparency and enhanced public disclosure; focuses on accountability; and supports external oversight.

The Board of Directors strives to instill and review a code of ethical conduct and competency in the organization; perform its oversight function in the interests of the public and consistent with the mission of the agency; and accurately disclose the financial condition, risks, liabilities and management practices of the agency in regular public reports.

The members of the Agency are empowered to exercise their fiduciary duties of loyalty and care. Members should always act in good faith and in the best interests of the agency. Members should act using the same care that any prudent person would exercise in a similar situation and under similar circumstances. This will require that members weigh the public’s interests and that of their appointing authorities when taking on these duties.

Oneida County IDA members strive to be informed, knowledgeable and engaged in is integral to effective corporate governance.

The Agency, working with executive management, establishes an appropriate governance culture, philosophy and commitment to performance throughout the Agency. Members have a responsibility to provide active oversight of management, and an obligation to make reasonable inquiry of activities when appropriate.

The Agency members charge the Executive Director to carry out the policies, making day-to-day operating decisions and keeping the agency members informed with sufficient information of its actions, issues of concern, potential risks, and liabilities, so that the Agency members can make intelligent decisions to further the mission of the agency.

Final May 22, 2008
BY-LAWS
OF THE
ONEIDA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE 1
THE AGENCY

Section 1. Name. The name of the Agency shall be the "Oneida County Industrial Development Agency".

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The office of the Agency shall be located within the County of Oneida, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II
MEMBERS & OFFICERS

Section 1. Members. The agency shall consist of not less than three, nor more than seven members, who shall be residents of Oneida County, and who shall be recommended for appointment by the chief executive of Oneida County, appointed by a majority vote of the Oneida County Legislature, and who shall serve at the pleasure of the appointing authority. A member shall continue
to hold office until his or her successor is appointed and has qualified. Such members shall receive no compensation for their services.

Section 2. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary. None of the above officers can hold more than one office.

Section 3. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman or Vice Chairman and such other officer as specifically authorized by resolution may execute agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman must be a member of the Agency.

Section 4. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman. The Vice Chairman must be a member of the Agency.

Section 5. Secretary. The Executive Director appointed by the Agency shall be the Secretary of the Agency and shall not be a member of the Agency. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his or her office. The
Secretary shall keep in safe custody the seal of the Agency and shall have power
to affix such seal to all contracts and other instruments authorized to be executed
by the Agency.

Section 6. Treasurer. The Treasurer shall have the care and custody of
all funds of the Agency and shall deposit or cause to be deposited the same in
the name of the Agency in such bank or banks as the Agency may select. The
Treasurer shall sign or cause to be signed all orders and all checks for the
payment of money; and shall pay out and disburse such moneys under the
direction of the Agency. The Treasurer shall keep or cause to be kept regular
books of accounts showing receipts and expenditures, and shall render to the
Agency at each regular meeting an account of his transactions and also of the
financial condition of the Agency. The Treasurer shall give such bond for the
faithful performance of his/her duties as the Agency may determine.

Section 7. Assistant Secretary. The Assistant Secretary shall perform
the duties of the Secretary in the absence or incapacity of the Secretary, and in
the case of the resignation or death of the Secretary, the Assistant Secretary
shall perform such duties as are imposed on the Secretary as shall be the case,
until such time as the Agency shall appoint a new Secretary. As such Assistant
Secretary, he/she shall give such bond for the faithful performance of his/her
duties as the Agency may determine. The Assistant Secretary need not be a
member of the Agency.

Section 8. Conflict of Interest. No member or officer or shall have an interest
in any contract with the Agency, when such officer or member has the power or
duty to (a) negotiate, prepare, authorize or approve the contract or authorize or approve payment thereunder (b) audit bills or claims under said contract, (c) appoint an officer or employee who has any of the powers or duties set forth above, or no Agency member, including the Chairperson, shall serve as the Agency’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 9. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 10. Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Agency, and shall hold office for one year or until their successors are appointed.

Section 11. Vacancies of Officers. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

Section 12. Additional Personnel. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended and all other laws of the State of New York applicable thereto.
The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

Section 13. Audit and Governance Committee. The Audit Committee shall consist of at least three (3) members of the Agency. The Governance Committee shall also consist of least three (3) members of the Agency. The Audit Committee and the Governance Committee shall discharge their duties in accordance with the terms and conditions of their respective Charters.

ARTICLE III

MEETINGS

Section 1. Annual Meeting. The Annual meeting of the Agency shall be immediately preceding the scheduled December meeting of the Agency at a time and place fixed in the notice therefore. The Agency shall vote at said annual meeting to approve the schedule of regular meetings for the upcoming business year.

Section 2. Regular Meetings. Regular meetings of the Agency may be held at such times and places as from time to time may be determined by Resolution of the Agency.

Section 3. Special Meetings. The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency, may be mailed to the business or home address of each member of the Agency, or may be transmitted electronically to each
member of the Agency, at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Member Participation in Meetings by Electronic Communications. Where appropriate facilities are reasonably available any or all members of the Agency shall have the right to participate and be a part of a quorum in any Agency meeting, or committee meeting by means of conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

Section 6. Order of Business. The order of business at the regular meeting of the Agency shall be conducted in accordance with, and shall be governed by Robert’s Rules of Order.

Section 7. Manner of Voting. The voting on all questions coming before the Agency shall be by voice vote, except when a roll call vote is requested by any member, in which case the vote shall be by roll call, and the
yeas and nays shall be entered on the minutes of such meetings, except in the
case of election of officers when the vote may be by ballot.

ARTICLE IV

AMENDMENTS

Section 1. Amendments to By-laws. The by-laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

Revised May 22, 2008
AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Board of Directors of the Oneida County Industrial Development Agency (AGENCY), a public benefit corporation established under the laws of the State of New York, on this - day of (Month, Year).

Purpose:

The purpose of the audit committee shall be to (1) assist the AGENCY’S board in fulfilling its responsibilities for the AGENCY’S audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, any contract agencies involved in financial reporting and the board of directors.

Powers of the Audit Committee:

It shall be the responsibility of the audit committee to:

- Appoint, agree to fees, and oversee the work of any public accounting firm employed by the AGENCY.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from AGENCY employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with AGENCY staff, independent auditors or outside counsel, as necessary.
- Retain, at the AGENCY’S expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The AGENCY board will ensure that the audit committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members:

The audit committee shall consist of at least three members of the board of directors who are independent of AGENCY operations. The AGENCY’S board will appoint the audit committee members and the audit committee chair.

Audit committee members shall be prohibited from being an employee of the AGENCY or an immediate family member of an employee of the AGENCY. In addition, audit committee members shall not engage in any private business transactions with the AGENCY, or be an immediate family member of an individual that engages in private business transactions with the AGENCY.

Approved August 9, 2007
Ideally, all members on the audit committee shall possess or obtain a basic understanding of financial reporting and auditing. The audit committee shall have access to the services of at least one financial expert; whose name shall be disclosed in the annual report of the AGENCY. The audit committee’s financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience with internal accounting controls; and, 3) an understanding of audit committee functions.

Meetings:

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the audit committee are expected to attend each committee meeting, in person or via telephone or videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. The audit committee will meet with the AGENCY’s independent auditor at least annually to discuss the financial statements of the AGENCY.

Meeting agendas will be prepared for every meeting and provided to the audit committee members along with briefing materials 5 business days before the scheduled audit committee meeting. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Responsibilities:

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management’s internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; and (d) miscellaneous issues assigned to the Committee by the Board.

A. Independent Auditors and Financial Statements – The audit committee shall:

a. Appoint, agree to fees, and oversee independent auditors retained by the AGENCY and pre-approve all audit services provided by the independent auditor.

b. Establish procedures for the engagement of the independent auditor to provide permitted audit services. The AGENCY’s independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the AGENCY’s operations, such as bookkeeping or other
services related to the accounting records or financial statements of the AGENCY, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

c. Review and approve the AGENCY’s audited financial statements, associated management letter, report on internal controls and all other auditor communications.

d. Review complex or unusual transactions and management decisions of the Agency, and understand their impact on the Agency’s financial statements.

e. Meet with the independent audit firm as necessary to discuss any significant issues that may have surfaced during the course of the audit.

f. Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment – The audit committee shall review the report on internal controls by the independent auditor as a part of the financial audit engagement.

C. Special Investigations – The audit committee shall:

a. Act as the confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the AGENCY or any persons having business dealings with the AGENCY or breaches of internal control.

b. Develop procedures, once informed of confidential information, for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.

c. Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation.

D. Other Responsibilities of the Audit Committee – The audit committee shall:

a. Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
b. Review with the Board, the committee’s charter annually, reassess its adequacy, and recommend any proposed changes to the board of the AGENCY. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
Oneida County Industrial Development Agency

Committee Membership

Audit Committee

L. Michael Fitzgerald
Natalie Brown
Ferris Betrus

Governance Committee

David C. Grow, Chairman
Natalie Brown, Vice Chairman
Ferris Betrus Jr.
Michael Fitzgerald
Eugene F. Quadraro
Mary Faith Messenger
Stephen R. Zogby
GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Oneida County Industrial Development Agency (AGENCY), a public benefit corporation established under the laws of the State of New York, on this - day of (Month, Year).

Purpose:

The purpose of the governance committee is to assist the Board by:

1. Keeping the Board informed of current best practices in corporate governance;
2. Reviewing corporate governance trends for their applicability to the AGENCY;
3. Updating the AGENCY’s corporate governance principles and governance practices; and advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee:

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from AGENCY staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
3. Solicit, at the AGENCY’s expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary fulfill its responsibilities.
4. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection:

1. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Directors.)
2. The governance committee members shall be appointed by, and will serve at the discretion of the AGENCY’s Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Approved August 9, 2007
3. Governance committee members shall be prohibited from being an employee of the AGENCY or an immediate family member of an employee of the AGENCY. In addition, governance committee members shall not engage in any private business transactions with the AGENCY or receive compensation from any private entity that has material business relationships with the AGENCY, or be an immediate family member of an individual that engages in private business transactions with the AGENCY or receives compensation from an entity that has material business relationships with the AGENCY.

4. The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings:

1. The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.
2. All committee members are expected to attend each meeting, in person or via telephone or videoconference.
3. Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions.
4. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent.
5. Minutes of these meetings are to be recorded.

Reports – The governance committee shall:

1. Report its actions and recommendations to the Board at the next regular meeting of the Board.
2. Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
3. Provide a self-evaluation of the governance committee’s functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance committee has responsibilities related to: (a) the AGENCY’s Board; (b) evaluation of the AGENCY’s policies; and (c) other miscellaneous issues.

Relationship to the AGENCY’s Board:

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices

Approved August 9, 2007
for which the governance committee has specific expertise, as follows:

1. Develop the AGENCY’s governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities and management oversight.
2. Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals. In addition, the governance committee shall:
3. Develop and recommend to the Board the number and structure of committees to be created by the Board. Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
4. Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the AGENCY’s governance process.

Evaluation of the AGENCY’s Policies – The governance committee shall:

1. Develop, review on a regular basis, and update as necessary the AGENCY’s code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
2. Develop and recommend to the Board any required revisions to the AGENCY’s written policies regarding the protection of whistleblowers from retaliation.
3. Develop and recommend to the Board any required revisions to the AGENCY’s equal opportunity and affirmative action policies.
4. Develop and recommend to the Board any required updates on the AGENCY’s written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the AGENCY’s procurement process.
5. Develop and recommend to the Board any required updates on the AGENCY’s written policies regarding the disposition of real and personal property.
6. Develop and recommend to the Board any other policies or documents relating to the governance of the AGENCY, including rules and procedures for conducting the business of the AGENCY’s Board, such as the AGENCY’s by-laws.
7. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.
Other Responsibilities – The governance committee shall:

1. Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.
ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
INTERNAL CONTROL POLICY

In accordance with S 2931 of the Public Authorities Accountability Law, the governing board of the Oneida County Industrial Development Agency shall:

1. Establish and maintain for the Oneida County Industrial Development Agency guidelines for a system of internal control that are in accordance with internal control standards;

2. Designate an internal control officer, who shall report to the Executive Director of the Oneida County Industrial Development Agency, to implement and review the internal control responsibilities established pursuant to this section; and

3. Implement education and training efforts to ensure that members, officers and employees have achieved adequate awareness and understanding of internal control standards and, as appropriate, evaluation techniques.

Ratified March 15, 2013
Authority Mission Statement and Performance Measurements 2018

Name of Public Authority: Oneida County Industrial Development Agency

Public Authority's Mission Statement:
Assist in the enhancement and diversity of the economy of Oneida County by acting in support of projects in Oneida County that create and/or retain jobs and promote private sector investment utilizing the statutory powers of the Agency as set forth under the provisions of the of the laws of the State of New York.


List of Performance Goals (in bold) (If additional space is needed, please attach):

OCIDA continues to assist local businesses in economic activity. Ensure private investment and retention and/or creation of employment.

2017 Performances:

- Approved Sale/Leaseback, PILOT Agreements and/or sales & mortgage recording tax exemptions for (project investment, retained jobs, created jobs):

  Nortek Powder Coating Expansion
  Alder Creek Beverages
  SQ1 Holdings, LLC (Square One Coatings)
  New Hartford Lodging Group/Towne Place Suites
  EDGE Acquisition of Easements-Electrical Transmission Lines -Marcy
  Cardinal Griffiss Realty/AIS Expansion
  Hartford Luxury Apartments
  Owl Wire-Boonville refinancing
  Delta Luxury Apts. partial-land release & Sales Tax exemption extension
  MVCC Dormitory Corp. Bond remarketing
  Lithia Real Estate/Carbone Motors
  ONX3
  Baggs Square Partners –Downtown redevelopment
  Special Metals Corporation
  Lewiston at Clinton Street, Phase V
  Deployed Resources
  Matt Brewing Co.
  Griffiss EC
  JGV/Alfred Publ/Vicks
Establish a solid foundation for continued job growth and economic gains for the region. IDA supports regional efforts to ensure shovel sites meet the decision needs of companies looking to invest in the Mohawk Valley.

2017 Performances:

- OCIDA provided continued support in the redevelopment of the former Griffiss Air Force Base into the thriving Griffiss Business & Technology Park. This effort continues with the transfer of property from Federal ownership. Received report from GLDC detailing development progress.
- OCIDA supports Rome Community Brownfield’s Restoration Corporation in its redevelopment of the former Rome Cable site.
- OCIDA supports Mohawk Valley EDGE in the efforts to move forward the transformational project of Marcy Nanocenter at SUNY Polytechnic Institute.

Carry out the required administrative, operational and monitoring functions of the Agency. Comply with all financial and NYS requirements.

2017 Performances:

- Completed & filed 2016 Annual Financial Reports

Additional questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority? The OCIDA has reviewed the mission statement as well as the performance of 2016 and have adopted both by resolution on January 25, 2018.

2. Who has the power to appoint the management of the public authority? The seven members Board of Directors annually review and adopt a budget which includes a fee for administrative services. As directed by the Agency Members, those services are performed by the staff of Mohawk Valley EDGE. OCIDA designates the services it receives in the annual contract that it reviews, approves and executes. Further, the OCIDA Board of Directors selects and appoints individually the Executive Director who it charges to perform duties and activities on behalf of the Board.

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority? The agency members have made a determination through annual consideration of the staff services agreement between OCIDA and Mohawk Valley EDGE to contractually engage the professionals of EDGE to provide services. Mohawk Valley EDGE is a staff of
economic development professionals that the IDA would otherwise have to
directly retain through excess expenses i.e. it would have to retain an individual
Executive Director, CFO and other economic development expertise in carrying
out its duties and functions.

4. Briefly describe the role of the Board and the role of management in the implementation
of the mission. The Mission of the Oneida County Industrial Development Agency
(OCIDA) was developed by the Board of Directors through much consideration
and discussion. The IDA board is an independent body of members who all take
their role and responsibility as Agency members very seriously. They consider
the facts and implications when making determinations. They turn to the
Executive Director to provide insight and recommendations, however all final
decisions reside with the voting members of the Agency.

5. Has the Board acknowledged that they have read and understood the responses to each
of these questions? All members participated in the drafting, presentation for
discussion, and approval of these responses.
ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 358 of the Laws of 1971 of the State, (hereinafter collectively called the “Act”), the Oneida County Industrial Development Agency (hereinafter called the “Agency”) was created as a public benefit corporation of the State; and

WHEREAS, the Public Authorities Accountability Act of 2005 (the “PAAA”), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, was enacted by the New York State Legislature to insure greater accountability and openness of public authorities throughout the State; and

WHEREAS, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State, the provisions of the PAAA apply to certain defined “local authorities”, including the Agency; and

WHEREAS, the Agency desires to adopt certain policies, standards and procedures necessary to comply with the provisions of the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Agency (the “Board”) as follows:

Section 1. Pursuant to subdivision 3 of Section 2824 of the PAL, no Board member, including the Chairperson, shall serve as the Agency’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 2. The Bylaws of the Agency, as presented at this meeting as Exhibit A (“Bylaws”), are hereby amended to implement subdivision 3 of Section 2824 of the PAL as described in Section 1 above.

Section 3. Pursuant to subdivision 2 of Section 2824 of the PAL, any members of the Board appointed on or after January 13, 2006 shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Agency. Further, each Board member appointed after January 13, 2006 shall execute a certificate of independence pursuant to subdivision 2 of Section 2825 of the PAL. Such certificate shall be executed in substantially the form attached hereto as Exhibit B (“Certificate of Independence”).
Section 4. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 5. Pursuant to subdivision 3 of Section 2825 of the PAL, on or before May 15 of each year, all Agency Board members, officers and employees shall file annual financial disclosure statements with the Board of Ethics of the County of Oneida (the “County”) pursuant to Article 18 of the GML of the State. The annual financial disclosure statements so filed shall be substantially in the form attached hereto as Exhibit C (“Disclosure & Ethics Filing”), or such other form of statement as may be adopted and approved by the County.

Section 6. Pursuant to subdivision 4 of Section 2824 of the PAL, an Audit Committee is hereby formed, being comprised of three members of the Agency for the purpose of recommending to the Board the hiring of a certified independent accounting firm, establishing the compensation to be paid to the accounting firm and providing direct oversight of the performance of the independent audit to be performed after each fiscal year ending on December 31, by the accounting firm retained for such purposes.

Section 7. Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of all members of the Agency for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; to update the Agency’s corporate governance principles; and to advise the Agency on skills and experiences required of potential Board members.

Section 8. Pursuant to subdivision 2(a) of Section 2800 of the PAL, the Board shall submit to Oneida County’s County Executive, the chief fiscal officer and the chairperson of the legislative body, and the New York State Authority Budget Office within one hundred twenty (120) days after the end of the Agency’s fiscal year, a complete and detailed report (the “Annual Report”) that shall contain:

(a) the Agency’s operations and accomplishments;
(b) the Agency’s receipts and disbursements, or revenues and expenses, during such fiscal year in accordance with the categories or classifications established by the Agency for its own operating and capital outlay purposes;
(c) the Agency’s assets and liabilities at the end of its fiscal year including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;
(d) a compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of such authority whose salary is in excess of one hundred thousand dollars;
(e) the projects undertaken by such authority during the past year;
(f) the Agency’s code of ethics; and
(g) an assessment of the effectiveness of its internal control structure and procedures.

Once completed, and prior to submission, the Executive Director and the Treasurer of the Agency shall certify that the financial information contained in the Annual Report is accurate, correct and does not contain any untrue statements. The certification executed shall be in substantially the form attached hereto as Exhibit D (“Annual Report Certification”).

Section 9. Pursuant to subdivision 2 of Section 2801 of PAL, on or before November 1, annually, the Agency will submit to the Oneida County Executive, the chief fiscal officer and the chairperson of the legislative body, along with the New York State Authority Budget Office, the Agency’s budget for fiscal year ending the upcoming fiscal year ending December 31 for the upcoming fiscal year.

Section 10. For the Agency fiscal year ending December 31, annually and each year thereafter, the Agency will abide by the following rules relating to audit services:

(a) the certified independent public accounting firm performing the Agency’s audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Agency in each of the five previous fiscal years unless the services have been competitively bid;

(b) the certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Agency contemporaneously with the audit, unless receiving previous written approval by the audit committee including:

   (i) bookkeeping or other services related to the accounting records or financial statement of the Agency,

   (ii) financial information systems design and implementation,

   (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports,

   (iv) actuarial services,

   (v) internal audit outsourcing services,

   (vi) management functions or human services,

   (vii) broker or dealer, investment advisor, or investment banking services and
(viii) legal services and expert services unrelated to the audit; and

(c) it shall be prohibited for any certified independent public accounting firm to perform for such Agency any audit service if the executive director, treasurer, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Agency, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Agency during the one (1) year period preceding the date of the initiation of the audit.

Section 11. The following policies, as presented at this meeting, are hereby adopted and approved:

(a) The Compensation, Reimbursement and Attendance Policy attached hereto as Exhibit E;

(b) The Code of Ethics attached hereto as Exhibit F;

(c) The Whistleblower Policy attached hereto as Exhibit G;

(d) The Investment Policy attached hereto as Exhibit H;

(e) The Disposition of Property Guidelines, attached hereto as Exhibit I, is hereby ratified and approved along with the appointment of the Executive Director as the “Contracting Officer” of the Agency.

(f) The Procurement Policy attached hereto as Exhibit J; and

(g) The Travel Policy attached hereto as Exhibit K.

Section 11. This resolution shall take effect immediately.
EXHIBIT A – BY-LAWS

BY-LAWS

OF THE

ONEIDA COUNTY

INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE 1

THE AGENCY

Section 1. Name. The name of the Agency shall be the "Oneida County Industrial Development Agency".

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The office of the Agency shall be located within the County of Oneida, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.
ARTICLE II

MEMBERS & OFFICERS

Section 1. Members. The agency shall consist of not less than three, nor more than seven members, who shall be residents of Oneida County, and who shall be recommended for appointment by the chief executive of Oneida County, appointed by a majority vote of the Oneida County Legislature, and who shall serve at the pleasure of the appointing authority. A member shall continue to hold office until his or her successor is appointed and has qualified. Such members shall receive no compensation for their services.

Section 2. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary. None of the above officers can hold more than one office.

Section 3. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman or Vice Chairman and such other officer as specifically authorized by resolution may execute agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman must be a member of the Agency.

Section 4. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman. The Vice Chairman must be a member of the Agency.
Section 5. Secretary. The Executive Director appointed by the Agency shall be the Secretary of the Agency and shall not be a member of the Agency. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his or her office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

Section 6. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit or cause to be deposited the same in the name of the Agency in such bank or banks as the Agency may select. The Treasurer shall sign or cause to be signed all orders and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. The Treasurer shall give such bond for the faithful performance of his/her duties as the Agency may determine.

Section 7. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary as shall be the case, until such time as the Agency shall appoint a new Secretary. As such Assistant Secretary, he/she shall give such bond for the faithful performance of his/her duties as the Agency may determine. The Assistant Secretary need not be a member of the Agency.

Section 8. Conflict of Interest. No member or officer or shall have an interest in any contract with the Agency, when such officer or member has the power or duty to (a) negotiate, prepare, authorize or
approve the contract or authorize or approve payment thereunder (b) audit bills or claims under said contract, (c) appoint an officer or employee who has any of the powers or duties set forth above, or no Agency member, including the Chairperson, shall serve as the Agency’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 9. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 10. Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Agency, and shall hold office for one year or until their successors are appointed.

Section 11. Vacancies of Officers. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

Section 12. Additional Personnel. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

Section 13. Audit and Governance Committee. The Audit Committee shall consist of at least three (3) members of the Agency. The Governance Committee shall also consist of least three (3)
members of the Agency, The Audit Committee and the Governance Committee shall discharge their duties in accordance with the terms and conditions of their respective Charters.

ARTICLE III

MEETINGS

Section 1.  Annual Meeting. The Annual meeting of the Agency shall be immediately preceding the scheduled December meeting of the Agency at a time and place fixed in the notice therefore. The Agency shall vote at said annual meeting to approve the schedule of regular meetings for the upcoming business year.

Section 2.  Regular Meetings. Regular meetings of the Agency may be held at such times and places as from time to time may be determined by Resolution of the Agency.

Section 3.  Special Meetings. The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency, may be mailed to the business or home address of each member of the Agency, or may be transmitted electronically to each member of the Agency, at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4.  Quorum. At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005 – ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Section 5. Member Participation in Meetings by Electronic Communications. Where appropriate facilities are reasonably available any or all members of the Agency shall have the right to participate and be a part of a quorum in any Agency meeting, or committee meeting by means of conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

Section 6. Order of Business. The order of business at the regular meeting of the Agency shall be conducted in accordance with, and shall be governed by Robert’s Rules of Order.

Section 7. Manner of Voting. The voting on all questions coming before the Agency shall be by voice vote, except when a roll call vote is requested by any member, in which case the vote shall be by roll call, and the yeas and nays shall be entered on the minutes of such meetings, except in the case of election of officers when the vote may be by ballot.

ARTICLE IV

AMENDMENTS

Section 1. Amendments to By-laws. The by-laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

Revised May 22, 2008
EXHIBIT B – CERTIFICATE OF INDEPENDENCE

CERTIFICATE OF INDEPENDENCE FOR MEMBERS
APPOINTED ON OR AFTER JANUARY 13, 2006

The undersigned, having been appointed to serve as a member of the Oneida County Industrial Development Agency (the “Agency”) on or after January 13, 2006, hereby certifies, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows:

He or she is not, and in the past two (2) years, has not been, employed by the Agency, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than $15,000 for goods and services provided to the Agency or received any other form of financial assistance valued at more than $15,000 from the Agency.

He or she is not a relative of an executive officer or employee in an executive position of the Agency or an affiliate.

He or she is not, and in the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this _____ day of __________, 2008.

By: ____________________________
Printed Name of Agency Member

____________________________
Date of Appointment

____________________________
Signature

____________________________
Date
EXHIBIT C – ONEIDA COUNTY DISCLOSURE FORMS
CERTIFICATE OF THE EXECUTIVE DIRECTOR
AND THE CHIEF FINANCIAL OFFICER
OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

The undersigned, being the duly appointed chief executive officer and chief financial officer of the Oneida County Industrial Development Agency (the “Agency”), hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Agency, dated as of [date], is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned chief executive officer and chief financial officer have executed this Certificate as of the [date] day of [month], [year].

By ____________________________  By ____________________________
(Printed Name)  (Printed Name)
EXECUTIVE DIRECTOR  CHIEF FINANCIAL OFFICER
Signature  Signature
Date  Date
EXHIBIT E – COMPENSATION, REIMBURSEMENT AND ATTENDANCE

COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

Approved and Adopted:

Pursuant to and in accordance with Sections 856 and [GML enabling act] of the General Municipal Law of the State of New York, the members of the Oneida County Industrial Development Agency (the “Board”) shall serve without salary at the pleasure of the Oneida County Board of Legislators but may be reimbursed for reasonable expenses incurred in the performance of Agency duties upon the approval of the Board.

The non-members officers, agency employees and agents of the Agency shall serve at the pleasure of the Agency at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Agency duties upon the approval of the Board.

The members of the Board and officers of the Agency shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Agency shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the Oneida County Industrial Development Agency are hereby rescinded.
The Members of the Oneida County Industrial Development Agency (the “Agency”) have adopted this Code of Ethics (this “Code”) for its Officers, Directors and Employees. This Code is intended to deter wrongdoing and promote honest and ethical conduct, compliant with Public Officers Law § 74. This Code of Ethics may be amended by majority vote of the Agency.

The Members, Officers, Directors and Employees of the Agency shall comply with the following standards as outlined in Public Officers Law § 74. Standards:

a. No member, officer, or employee of the Agency should accept other employment, which will impair his or her independence of judgment in the exercise of his or her official duties.

b. No member, officer, or employee of the Agency should accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position or authority.

c. No member, officer, or employee of the Agency should disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests.

d. No member, officer, or employee of the Agency should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for his or herself or others.

e. No member, officer, or employee of the Agency should engage in any transaction as representative or agent of the state with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.

f. An member, officer, or employee of the Agency should not by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties.
g. A member, officer, or employee of the Agency should abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or she or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest.

h. A member, officer, or employee of the Agency should endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

i. No member, officer, or employee of the Agency employed on a full-time basis, nor any firm or association of which such an officer, director or employee is a member, nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such officer, director or employee, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the State Agency in which such officer, director or employee serves or is employed.

The Members, Officers, and Employees shall comply with the following principles and policies:

a. Perform the duties of his or her office impartially and diligently and disqualify him or herself in any matter in which his or her impartiality might be reasonably questioned.

b. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.

c. Comply with the rules and regulations of federal, state and local governments and other appropriate private and public regulatory agencies.

d. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.

e. Respect and protect the confidentiality of information acquired in the course of professional activities, except when authorized or otherwise legally obligated to disclose such information.

f. Promptly report to the Board any violations of this Code by any Member,
Violations.

In addition to any penalty contained in any other provision of law, any member, officer, director or employee who shall knowingly and intentionally violate any of the provisions of this section may be fined, suspended or removed from office or employment in the manner provided by law.
WHISTLEBLOWER POLICY

Every member of the Oneida County Industrial Development Agency (the “Agency”) and all officers and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Agency (the “Code”).

Each member, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Agency’s Executive Director or Agency’s Chairman or Vice Chairman. Reports of violations will be kept confidential to the extent possible. No individual, regardless of their position with the Agency, will be subject to any retaliation for making a good faith claim and, any employee who chooses to retaliate against someone who has reported a violation, shall be subject to disciplinary action which may include termination of employment.

Regardless, any claim of retaliation will be taken and treated seriously and irrespective of the outcome of the initial compliant, will be treated as a separate offense.

The Executive Director is responsible for immediately forwarding any claimed violation to the Agency's counsel who shall investigate and handle the claim in a timely manner.
Exhibit H INVESTMENT AND DEPOSIT POLICY

INVESTMENT AND DEPOSIT POLICY

I. SCOPE

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual. Any and all previously-approved Investment policies of the Oneida County Industrial Development Agency are hereby rescinded.

II. OBJECTIVES

The primary objectives of the local government’s investment activities are, in priority order:

- To conform with all applicable Federal, State and other legal requirements (legal);
- To adequately safeguard principal (safety);
- To provide sufficient liquidity to meet all operating requirements (liquidity); and
- To obtain a reasonable rate of return (yield).

III. DELEGATION OF AUTHORITY

The governing board’s responsibility for administration of the investment program is delegated to the Chief Executive Officer who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

IV. PRUDENCE

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the Oneida County Industrial Development Agency (hereinafter Agency) to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.
All participants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

V. DIVERSIFICATION

It is the policy of the Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Not more than 25% of the Agency’s total investments are in any one institution. The agency shall strive to make its investments in financial institutions located in Oneida County.

VI. INTERNAL CONTROLS

It is the policy of the Agency for all moneys collected by any officer, agent, contractor or employee of the Agency to transfer those funds to the Agency within three (3) days of deposit, or within the time period specified by law, whichever is shorter.

The Executive Director is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management’s authorization and recorded properly, and is managed in compliance with applicable laws and regulations.

VII. PERMITTED INVESTMENTS

As authorized by General Municipal Law, §11, the Agency shall direct the Executive Director to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit amounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the Agency;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agency where the general State statutes
governing such entities or whose specific enabling legislation authorizes such investments;

- Certificates of Participation (COPs) issued pursuant to GML §109-b;
- Obligations of this local government, by only with any moneys in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.

All investment obligations shall be payable or redeemable at the option of the Agency within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Agency within two years of the date of purchase.

VIII. AUTHORIZED FINANCIAL INSTITUTIONS AND DEALERS

The Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. No more than 25% of the Agency’s total investments may be in any one institution. All financial institutions with which the agency conducts business must be creditworthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Agency. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Executive Director is responsible for ensuring a report is delivered to the Agency Members for evaluating the financial position and maintaining a listing of proposed depositaries, trading partners and custodians. Each year a list of depositaries, trading partners and custodians will be authorized at the Agency’s annual meeting. Said list will presented annually to the Agency for approval and will be attached hereto at Exhibit B.
A-1 Exhibit A: Schedule of Eligible Securities

(1) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an agency thereof or a United States government sponsored corporation.

(2) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.

(3) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.

(4) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.

(5) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

(6) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

(7) Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.

(8) Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.

(9) Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.

(10) Commercial paper and bankers’ acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.

(11) Zero Coupon obligations of the United States government marketed as “Treasury strips”.
PROPERTY DISPOSITION POLICY

SECTION 1. DEFINITIONS.

“Contracting officer” shall mean the officer or employee of the Oneida County Industrial Development Agency (hereinafter, the “Agency”) who shall be appointed by resolution to be responsible for disposition of property.

“Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the New York State Public Authorities Law.

“Property” shall mean personal property in excess of five thousand dollars ($5,000.00) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES.

The Agency shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Agency and under its control;

(ii) periodically inventory such property to determine which property shall be disposed of;

(iii) produce a written report of such property in accordance with subsection B herewith; and

(iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.

The Agency shall:
(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Agency. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such property sold by the Agency during such period; and

(ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly).

SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY.

Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

Custody and Control. The custody and control of Agency property, pending its disposition, and the disposal of such property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under this section.

Method of Disposition. Unless otherwise permitted, the Agency shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Agency and/or contracting officer deems proper. The Agency may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

Sales by the Commissioner of General Services (the “Commissioner”.) When the Agency shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.
Validity of Deed, bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Agency shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.

(ii) Whenever public advertising for bids is required under subsection (i) of this Section F:

(A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;

(B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to three invitations for bids, will be most advantageous to the Agency, price and factors considered; provided, that all bids be rejected at the Agency’s discretion.

(iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

(A) the personal property involved is of a nature and quantity which, if disposed of under subsection (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
(B) the fair market value of the property does not exceed fifteen thousand dollars ($15,000.00);

(C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public benefit or safety, the creation or retention of a substantial source of revenues, or where the authority’s enabling legislation permits or other economic development initiatives), the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the Agency; or such action is otherwise authorized by law.

(iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars ($15,000.00);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (100,000.00), except that any real property disposed of by lease or exchange shall only be subject to classes (3) through (5) of this subparagraph;

(3) any real property disposal of by lease for a term of five (5) years or less, if the estimated fair annual rent is in excess of one-hundred thousand dollars ($100,000.00); or

(4) any real property disposed of by lease for a term of more than five (5) years, if the total estimated rent over the term of the lease is in excess of one hundred thousand dollars ($100,000.00); or

(5) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of
such disposal, and a copy thereof shall be preserved in the files of the Agency making such disposal.

This Policy is subject to modification and amendment at the discretion of the Agency and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Agency is Shawna Papale
ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROCUREMENT POLICY

A. Introduction

1. Scope – In accordance with Article 18-A of the General Municipal Law (the “IDA Act”), Section 104-b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, the Oneida County Industrial Development Agency is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the GML and paid for by an IDA for its own use and account.

2. Purpose – Pursuant to Section 104-b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

B. Procurement Policy - any procurement not subject to competitive bidding will be presented to the full board for approval. This policy does not pertain to procurements of agents of the agency identified in IDA project documents.

C. Exceptions to Bidding

   a. Emergency Situation – An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the Executive Director such emergency shall not be subject to competitive bidding or the procedures stated above.

   b. Resolution Waiving Bidding Requirements – The Agency may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

D. Annual Review – the Agency shall annually review its policies and procedures.

E. Unintentional Failure to Comply – The unintentional failure to comply with the provisions of Section 104-b of the GML shall not be grounds to void action taken or give rise to a cause of action against the Agency or any officer thereof.
Exhibit K Travel Policy

TRAVEL POLICY

Section 1. APPLICABILITY

This policy shall apply to every member of the Oneida County Industrial Development Agency (the “Agency”) and all officers and employees thereof.

Section 2. APPROVAL of TRAVEL

All official travel for which a reimbursement will be sought must be approved by the Executive Director prior to such travel. Provided, however, in the instance where the Executive Director will seek reimbursement for official travel, such travel must be pre-authorized by the Chairman of the Agency.

Section 3. PAYMENT of TRAVEL

The Agency will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any member, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Agency. It is the traveler’s responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4. TRAVEL EXPENSES

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate equal to the mileage rate promulgated by the Internal Revenue Service for business purposes.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Treasurer. All determinations made pursuant to this section shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the Chairman shall make such determinations.
PENALTY FOR FAILURE TO MEET EMPLOYMENT LEVELS

DEFINITIONS:

“Company” is the entity that applied for and received a benefit from the Agency.

“Agency” is the Oneida County Industrial Development Agency.

“AER” is the Company's annual report of employment required to be provided to the Agency.

“Employment Obligation Term” shall mean the longer of 1) the period during which the Company is receiving a benefit in the form of lower payment in lieu of taxes than their real estate taxes would be; or, 2) ten (10) years for Industrial and Manufacturing Projects; or, 3) five (5) years for Retail Projects, Commercial Projects, and other Non-Industrial Projects.

“Employment Obligation” shall mean the number of FTEs selected by the Agency based on what the Company represents is the FTEs it will hire, or the number of FTEs retained, as set forth in its application for financial assistance.

“FTE” shall mean a full time employee that has a minimum of thirty-five (35) scheduled hours per week, or such other number of hours per week (but not less than twenty-five (25) hours) as established by existing written policies of the Company, and whose workplace location is the project facility.

“Benefit” shall mean the amount the Company saved by making payments in lieu of real property taxes in a particular year. For example, if a Company’s PILOT payment is equal to 75% of normal real property taxes, then the Company’s Benefit for that year would be an amount equal to 25% of normal real property taxes.

“Per Employee Amount” shall mean an amount equal to the Benefit for the year after the year of the Shortfall divided by the “Employment Obligation”.

“Shortfall” shall mean the difference between the Employment Obligation and the actual number of FTEs per the AER for the applicable year.

“Major Shortfall” shall mean any number of FTEs that is less than 50% of the Employment Obligation.

“Initial Benefit” shall be the amount of savings the Company received through the Agency, in the form of Mortgage Recording Tax and New York State Sales Tax.

“Cure Period” shall mean the period ending June 30th of the year following the Major Shortfall.
1. **Job Creation and Retention Obligations.**

After the expiration of the Employment Obligation Term, the Company shall have no further obligation with respect to the Employment Obligation and shall not be liable for any of the payments described below.

The failure of the Company to satisfy the Employment Obligation shall subject the Company to payments to the Agency. The Company shall be deemed to have failed to satisfy its Employment Obligation as of the beginning of the year subsequent to the year for which the Company files an AER; if the total number of FTEs shown on such report for the applicable year is less than 80% of the applicable Employment Obligation (payments are only required if the Shortfall is more than 20% of the Employment Obligation).

2. **Projects with less than Ten Years Employment Obligation Term.**

(a) **Initial Shortfall and Shortfall Payments.**

(1) If, during the first three (3) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall and then multiplied by (c) 1.5 (such payment shall be referred to as the “Initial Shortfall Payment”).

(2) If, after the first (3) years, of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall.

(b) **Major Shortfall Payment.**

(1) If, during the Employment Obligation Term, the number of actual FTEs for any year shall be a Major Shortfall; then, the Company shall pay to the Agency, in addition to the payment referred to above, an amount equal to a percentage (as set forth in the schedule below) of the “Initial Benefit” (such payment shall be referred to as the “Major Shortfall Payment”).

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<thead>
<tr>
<th>Major Shortfall Occurs:</th>
<th>Percentage of Initial Benefit</th>
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<tr>
<td>Year 1</td>
<td>100%</td>
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<tr>
<td>Year 2</td>
<td>80%</td>
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<tr>
<td>Year 3</td>
<td>60%</td>
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<tr>
<td>Year 4</td>
<td>40%</td>
</tr>
<tr>
<td>Any Subsequent Year</td>
<td>20%</td>
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</tbody>
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(2) Notwithstanding any of the foregoing, the Company shall not be liable for paying a Major Shortfall Payment unless the number of FTEs remains at less than 80% of the Employment Obligation after the expiration of a Cure Period.

(3) Notwithstanding any of the foregoing, a Major Shortfall shall not apply where the Shortfall is a result of a major casualty to or condemnation of the facility. In the event of such major casualty or condemnation, the Company shall have no obligation to pay the Major Shortfall Payment.
3. **Projects with Ten Years or Longer Employment Obligation Term.**

(a) **Initial Shortfall and Shortfall Payments.**

(1) If, during the first five (5) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall and then multiplied by (c) 1.5.

(2) If, after the first five (5) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall.

(b) **Major Shortfall Payment.**

(1) If, during the Employment Obligation Term, the number of actual FTEs for any year shall be a Major Shortfall, then the Company shall pay to the Agency, in addition to the payment referred to above, an amount equal to a percentage (as set forth in the schedule below) of the “Initial Benefit”.

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<thead>
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<th>Major Shortfall Occurs:</th>
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<tr>
<td>Year 1</td>
<td>100%</td>
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<tr>
<td>Year 2</td>
<td>90%</td>
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<td>Year 3</td>
<td>80%</td>
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<td>Year 4</td>
<td>70%</td>
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<td>Year 5</td>
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<td>Year 6</td>
<td>50%</td>
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<td>Year 7</td>
<td>45%</td>
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<td>Year 8</td>
<td>40%</td>
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<tr>
<td>Year 9</td>
<td>35%</td>
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<tr>
<td>Year 10</td>
<td>30%</td>
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</tbody>
</table>

(2) Notwithstanding any of the foregoing, the Company shall not be liable for paying a Major Shortfall Payment unless the number of FTEs remains at less than 80% of the Employment Obligation after the expiration of a Cure Period.

(3) Notwithstanding any of the foregoing, a Major Shortfall shall not apply where the Shortfall is as a result of a major casualty to or condemnation of the facility. In the event of such major casualty or condemnation, the Company shall have no obligation to pay the Major Shortfall Payment.

The Agency shall have the right to reduce any payments required, under this policy, in extraordinary circumstances, in its sole discretion.
MEMORANDUM TO COMPANIES
SALE-LEASEBACK TRANSACTIONS

1. When a Company decides that a sale-leaseback transaction may suit its particular needs, the first order of business is for the Company to complete an Application for Financial Assistance, together with an Environmental Impact Questionnaire, Cost/Benefit Analysis and Statement of the Project Applicant (referred to collectively as the “Application”). The Application is submitted to Agency Counsel for a formal decision as to whether or not the project qualifies as a “project,” as defined by law.

2. No action can be taken until the Application is completed and submitted to the Agency and approved by Agency Counsel.

3. Upon completion of the Application and approval by Agency Counsel, the Agency will meet for the purpose of adopting an Inducement Resolution and reviewing the Environmental Impact Questionnaire, Cost/Benefit Analysis and Statement of the Project Applicant. At this time a Resolution may be adopted by the Agency concerning the environmental impact. Please note that the Agency is subject to the Open Meetings Law, and all meetings will be open to the public, including news media.

4. The Company is expected and encouraged to have its own counsel. The Company is also required to reimburse the Agency for all legal expenses incurred in furtherance of a proposed transaction, whether or not that transaction is completed. This includes all fees and disbursements of Agency Counsel.

5. The Company will be asked to sign an Inducement Agreement, which sets forth the terms of the proposed transaction and the obligations of the parties in furtherance of the same. The Company will also be asked to provide Agency Counsel with certain
information concerning the formation of the corporation or partnership, a survey of
the property, title insurance, insurance certificates, etc. before the transaction can
close. All matters in connection with the transfer of the real estate will be handled
primarily by Company Counsel with the assistance of Agency Counsel.

6. A Public Hearing may be required in accordance with the New York State General
Municipal Law, after which the Oneida County Executive must approve or
disapprove the issue. Notice of the Public Hearing must be published at least thirty
(30) days prior to the Hearing in the newspaper where the project is located. The
highest elected official of each affected taxing jurisdiction must also receive thirty day
written notice of the Hearing.

No financial benefits may be granted by the Agency to the Company until after the
Public Hearing if required.

7. Agency Counsel has certain requirements as to those documents which must be
included in the transaction and the content thereof, including but not limited to
requiring environmental impact surveys, environmental indemnifications and general
indemnifications.

8. The fee schedule is attached, covering the Agency fee, the Agency's work with
respect to the project and the work of Agency Counsel.

The estimated fees for Agency Counsel may vary depending on the nature of the
project. The initial fee quote assumes that the transaction closes within ninety (90)
days from the date of the inducement, that there will be no unusual questions of law
or prolonged negotiations regarding the documents, and that the involvement or
assistance from other agencies will not require substantial modifications to the typical
structure and documentation of similar transactions. The fee quote also assumes that
Agency Counsel will not be called upon to coordinate with any lender, as the Agency
is not issuing bonds. The fee quote assumes that closing will take place by mail and
will not necessitate attending meetings with the Company or any lender.

9. Once the terms and conditions of the transaction are fairly well established,
Agency Counsel prepares preliminary drafts of the financing documents and
distributes them to all parties for review and comment. Comments accepted by all
counsel will result in redrafting of documents. The parties establish a mutually
agreeable closing date, and final documents for execution are prepared.
10. The Agency then conducts a meeting whereby it adopts an Authorizing Resolution, under which the Agency approves of the form of the documents and authorizes the Chairman to execute the same.

11. The closing takes place.

12. Some of the benefits available to a company under a sale-leaseback transaction are as follows:

⇒ Exemption from New York State mortgage recording tax
⇒ Exemption from New York State sales tax for materials used in construction
⇒ Real property tax abatement on the value added to the project (for more information, please see the Uniform Tax Exemption Policy enclosed herewith)
Commitment Fee: $1,000 – due following the initial inducement but prior to scheduling of the public hearing; this amount is non-refundable if the applicant fails to close on the project before the IDA. Upon closing with the IDA this amount is applied to the legal closing fees.

Bond Fees: ½ of 1% of total bond amount

PILOT, Mortgage Recording Exemption, Sales Tax Exemption:
  - Up to a $1.0 Million project - $5,000
  - Above $1.0 Million project up to $10.0 Million project – ½ of 1% of total project cost.
  - Above $10.0 Million project – ½ of 1% of total project cost up to $10.0 Million plus incremental increase of ¼ of 1% of total project above $10.0 Million.

Other fees:
For an IDA property which requires follow up action – a 1/8 of one percent of the total reissuance, redemption, new or revised mortgage, refinancing, spreading agreement or other transaction requiring action of the IDA shall be 1/8 of one percent of total project amount for a minimum payment to the IDA of $500.

Agency Counsel fee:
Agency Counsel fees in Bond and non bond transactions will not normally exceed the greater of (a) 2% of the Bond amount or project costs or (b) $5,000 to $8,500 in customary transactions.

Bond Counsel Fees:
Set by Bond Counsel based upon the nature and complexity of the transaction.

Annual Fee:
For the term in which the property remains in the IDA's name, an annual lease payment is due in the amount of $500. This amount is due on the anniversary date of the first date of the month in which the IDA documents we executed. For annual fees not paid and delinquent, a late charge of $50 per month will be levied until such time the fee plus late charges are paid.

Rev 1/12/09

The Company is obligated to reimburse the Agency for all fees and expenses incurred by the Agency, Agency Counsel and Bond Counsel, regardless of whether the transaction closes.

* These fees are subject to review every six months and may, as economic circumstances change, be adjusted.
Section 1. PURPOSE

The purpose of this policy is to implement a provision of the Public Authorities Accountability Act requiring the adoption of certain policies and to adhere to the recommended practices of the NYS Authorities Budget Office (the “ABO”) to protect against the use of discretionary funds for purposes that do not advance the Oneida County Industrial Development Agency’s (the “Agency”) mission and public purposes. Public Authorities Law §2824 requires the Agency to adopt a policy to govern business travel and ABO Recommended Practice entitled, Written Policies Governing the Use of Authority Discretionary Funds, specifically recommends adoption by the Agency of a policy on the proper use of discretionary funds that incorporates the legal principals set forth in NYS Attorney General in opinion #2007-F4.

Section 2. APPLICABILITY

This policy shall apply to every member of the board (the “Board”) of the Oneida County Industrial Development Agency (the “Agency”) and all officers and employees thereof.

Section 3. TRAVEL

A. APPROVAL of TRAVEL

All official travel for which a reimbursement will be sought must be approved by the Executive Director prior to such travel. Provided, however, in the instance where the Executive Director will seek reimbursement for official travel, such travel must be pre-authorized by the Chairman or Treasurer of the Agency.

B. PAYMENT of TRAVEL

The Agency will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Agency. It is the traveler’s responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.
C. TRAVEL EXPENSES

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense or a per diem rate as determined from time-to-time. Lodging will be reimbursed at actual expense.

Reimbursement for miscellaneous expenses shall be determined on a case-by-case basis. Mileage rates and per diem allowances will be established and from time-to-time amended by the Treasurer. All expense reimbursement determinations made pursuant to this paragraph C shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the Chairman shall make such determinations.

Section 4. DISCRETIONARY FUNDS

A. USE OF DISCRETIONARY FUNDS

The expenditure of Agency funds must relate to an enumerated power, duty or purpose of the Agency. Therefore, the use of discretionary funds shall be limited to expenditures that benefit the Agency in advancing its mission and public purposes. Discretionary funds shall not be used in a manner that primarily benefits the individual board member, officer or employee.

B. PRIOR APPROVAL

All expenditures of discretionary funds shall be approved by the Executive Director prior to such expenditure and fall within Annual Budget Allocations. Provided, however, in the instance where the Executive Director will seek an expenditure of discretionary funds, such expenditure shall be pre-authorized by the Chairman or Treasurer of the Agency. The Executive Director or the Chairman or the Treasurer, as the case may be, shall review the proposed use of funds and reasonably determine whether such use (i) primarily benefits the Agency as opposed to an individual board member, officer or employee and (ii) advances the mission and public purpose of the Agency. Scrutiny of all expenses will be guided by judgment relating to the relevance of such costs and the benefits which may accrue from such activities.

C. APPROPRIATE EXPENDITURE GUIDANCE

(i) Membership Dues – Membership dues paid for the Agency to belong to a professional peer organization is a permissible use of Agency funds. However, individual membership costs for board members, officers and employees to belong to a professional, social or fraternal organization whereby the membership is of and the
primary benefit is to, the individual rather than the Agency, should not be an Agency expenditure.

(ii) Charitable Contributions & Sponsorships – The appropriateness of such sponsorship or charitable contribution will depend on whether it relates to the powers, duty and purposes of the Agency, and whether such expenditure will advance the Agency’s core mission and public purposes.

(iii) Food & Beverages – Expenditures for food and beverages purchased for or during the conduct of Agency business with persons that do business with the Agency may be an appropriate expenditure of Agency discretionary funds, provided that the expense is reasonable in light of the circumstances surrounding the Agency activity and is approved by the Agency Chairman as set forth herein.

(iv) Professional Training, Certification and Licensing - Paying the costs to attend training to maintain certifications or licenses, or to attend professional conferences may be an appropriate expenditure of Agency discretionary funds.

(v) Marketing – expenses incurred in the course of marketing our area to prospects and relations with existing industries and businesses and supporting partners in the furtherance of our mission.

Approved and adopted this 21 day of February 2013.
ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
UNIFORM TAX EXEMPTION POLICY

Adopted by the Oneida County Industrial Development Agency on January 28, 1994, amended on December 21, 1998 and April 30, 2009

The Oneida County Industrial Development Agency (the “Agency”) has adopted the following uniform tax exemption policies. These policies will be used for all projects for which the Agency may provide financial assistance, including bond (taxable and/or tax exempt) issuances and straight lease transactions. Final determinations regarding the extent to which financial assistance, if any, will be granted are solely within the discretion of the Agency.

I. Project Eligibility Criteria

(a) General Requirements

The Agency considers the following general factors in determining whether a project is eligible for financial assistance:

- The nature of the proposed project (e.g., manufacturing, commercial, civic).
- The nature of the property before the project begins (e.g., vacant land, vacant buildings).
- The economic condition of the area at the time of the application.
- The extent to which a project will create or retain permanent, private sector jobs.
- The estimated value of tax exemptions to be provided.
- The impact of the project and the proposed tax exemptions on affected tax jurisdictions.
- The impact of the proposed project on existing and proposed businesses and economic development projects in the County.
- The amount of private sector investment generated or likely to be generated by the proposed project.
- The likelihood of accomplishing the proposed project in a timely fashion.
- The effect of the proposed project upon the environment.
• The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located.
• The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the County of Oneida.

(b)  *Industrial and Manufacturing Projects*

(1) Industrial and manufacturing projects generally qualify for financial assistance, subject to the eligibility criteria set forth in Part I (a) of this Policy.

(2) Due to the nature of the work, companies performing back-office operations that are regional or national in nature and a majority of which operations support activities outside of Oneida County will qualify as industrial and manufacturing. Research and development facilities and distribution centers that locate in Oneida County may also qualify as industrial and manufacturing.

(c)  *Retail Projects*

The Agency will provide financial assistance to retail facilities only in accordance with the restrictions contained in New York State General Municipal Law Section 862(2), and subject to the eligibility criteria set forth in Part I (a) of this Policy. The Agency will also consider the competitive impact of the project.

Retail projects are generally not eligible for Agency assistance, with the following exceptions:

(i)  Retail businesses that primarily serve customers located in Oneida County are generally not eligible for financial assistance unless located in a “highly distressed area” as defined in General Municipal Law §854(18), which includes projects located in an economic development zone or Empire Zone (as defined in New York State statute or regulation), or the project meets one of the other requirements of this paragraph (c);

(ii) Retail projects operated by not-for-profit corporations may be eligible for financial assistance;

(iii) Retail projects may be eligible for financial assistance provided an appropriate market analysis demonstrates that a majority of the project's customers are expected to come from outside of Oneida County and the project will not directly compete with existing businesses located in Oneida County; and

(iv) Retail businesses that primarily provide a product or a service that is otherwise not reasonably available in Oneida County may be eligible for financial assistance.

(d)  *Other Non-Industrial/Commercial Projects*

Non-industrial/commercial projects may qualify for financial assistance at the discretion of the Agency, based upon its evaluation of the eligibility requirements set forth in Part I (a) of this Policy. The Agency confirms the following specific policies:
(i) Mixed or Multiple-Use Projects qualify for financial assistance, only with respect to that portion of the project that is used for purposes that qualify for financial assistance under this Policy.

(ii) Housing projects are generally not eligible for benefits, unless they

(a) service the elderly, low-income, assisted living or other groups with special needs; or

(b) promote employment opportunities and prevent economic deterioration, as confirmed by an appropriate market analysis, and such a determination is made by the Agency based upon all of the relevant facts.

II. Real Property Tax Abatements

If the Agency determines that a project will receive real property tax abatements, a Payment-In-Lieu-Of-Tax Agreement (the "PILOT") will be negotiated with each project owner (the "Company") and will substantially follow the following guidelines with final determinations to be made by the Agency.

(i) Real Property Acquired by Company as part of Project. If the Company is acquiring real property as part of the Agency project, then the Agency's real property tax exemption will be available with respect to all real property acquired by the Company as part of the project and improvements thereto.

(ii) Substantial Improvements to Existing Real Property Owned by Company. If the Company is making "Substantial Improvements" (as defined below) to existing real property owned by the Company, then the Agency's real property tax exemption will apply to both the existing real property and the improvements.

(iii) Non-Substantial Improvements to Existing Real Property. If the improvements to existing real property owned by the Company are not Substantial Improvements, then the Agency's tax exemption shall apply only to the increase in assessment resulting from improvements constructed or installed as part of the project and the Company shall pay PILOT payments equal to the full amount of taxes on the existing real property.

The term "Substantial Improvements" means the value of the improvements constructed or installed as part of the project equals at least 50% of the value of the real property prior to construction or installation of the improvements, as determined by an independent valuation acceptable to the Agency.

(a) Industrial and Manufacturing Projects

The Company shall pay a percentage of the taxes that would otherwise be payable if the project was not tax exempt, to each taxing jurisdiction in which the project is located, as follows:

1. 33 1/3% of such taxes through the fifth (5th) year of the exemption;
2. 66 2/3% of such taxes from the sixth (6th) through tenth (10th) year of the exemption;

3. 100% of such taxes after the tenth (10th) year of the exemption.

(b) Retail Projects

The Company shall pay a percentage of the taxes that would otherwise be payable if the project was not tax exempt, to each taxing jurisdiction in which the project is located, as follows:

1. 50% of such taxes through the second (2nd) year of the exemption;

2. 75% of such taxes from the third (3rd) through the fifth (5th) year of the exemption;

3. 100% of such taxes after the fifth (5th) year of the exemption.

(c) Other Non-Industrial/Commercial Projects

The Company shall pay a percentage of the taxes that would otherwise be payable if the project was not tax exempt, to each taxing jurisdiction in which the project is located, as follows:

1. 50% of such taxes through the second (2nd) year of the exemption.

2. 75% of such taxes from the third (3rd) through fifth (5th) year of the exemption.

3. 100% of such taxes after the fifth (5th) year of the exemption.

The Agency reserves the right to deviate from the real property tax abatement policy on a case by case basis at its sole discretion.

III. Sales Tax Exemptions

If, based on the eligibility criteria described in Part I of this Policy, the Agency determines a project is eligible for financial assistance, the Agency's financial assistance will include exemption from sales and use tax for costs of constructing, renovating and equipping the project.

Sales and use tax exemption, when available, will be authorized for the duration of the acquisition, construction and equipping of the project as described in the application for financial assistance. The Agency shall deliver a sales tax exemption letter which will expire one (1) year from the date of the project inducement. If construction, renovation or equipping is not complete at the expiration of the original sales tax exemption letter, upon request by the Company, the sales tax exemption letter may be extended at the discretion of the Agency.

All Companies receiving sales and use tax exemption benefits will be required to supply the Agency with a list of all contractors and sub-contractors that have been authorized to use the sales tax exemption letter. This list will be appended to the sales tax exemption letter by the Agency.
The Company must keep a record of the usage of the sales tax exemption letter, and must supply the Agency with the total amount of sales and use tax exemptions claimed by the project for each calendar year. The Company must submit this report to the Agency by February 1st of each year, until the exempt period comes to a conclusion. The company shall also file all reports as may be required by applicable law, including Form ST-340 which shall be filed with the New York State Department of Taxation and Finance.

The Agency reserves the right to deviate from the sales tax exemption policy on a case by case basis at its sole discretion.

IV. Mortgage Recording Tax Exemption

If, based on the project eligibility criteria described in Part I of this Policy, the Agency determines a project is eligible for financial assistance, the Agency will provide an exemption from New York State mortgage recording tax for the financing of project costs.

The Agency reserves the right to deviate from the mortgage recording tax exemption policy on a case by case basis at its sole discretion.

V. Recapture

Agency financial assistance is granted based upon the Company’s representation that the project will create and/or maintain the employment levels described in its application for financial assistance (the “Employment Obligation”). If a Company fails to achieve and/or maintain its Employment Obligation, it could result in recapture of all or a portion of tax benefits granted by the Agency.

VI. Deviations

Deviations from this Policy shall be infrequent. The Agency reserves the right, at its sole discretion, to deviate from this Policy on a case by case basis. The Agency will provide written notice to the chief executive officer of each affected tax jurisdiction of any deviation from this Policy and will comply with the deviation requirements of the General Municipal Law.
PENALTY FOR FAILURE TO MEET EMPLOYMENT LEVELS

DEFINITIONS:

“Company” is the entity that applied for and received a benefit from the Agency.

“Agency” is the Oneida County Industrial Development Agency.

“AER” is the Company’s annual report of employment required to be provided to the Agency.

“Employment Obligation Term” shall mean the longer of 1) the period during which the Company is receiving a benefit in the form of lower payment in lieu of taxes than their real estate taxes would be; or, 2) ten (10) years for Industrial and Manufacturing Projects; or, 3) five (5) years for Retail Projects, Commercial Projects, and other Non-Industrial Projects.

“Employment Obligation” shall mean the number of FTEs selected by the Agency based on what the Company represents is the FTEs it will hire, or the number of FTEs retained, as set forth in its application for financial assistance.

“FTE” shall mean a full time employee that has a minimum of thirty-five (35) scheduled hours per week, or such other number of hours per week (but not less than twenty-five (25) hours) as established by existing written policies of the Company, and whose workplace location is the project facility.

“Benefit” shall mean the amount the Company saved by making payments in lieu of real property taxes in a particular year. For example, if a Company’s PILOT payment is equal to 75% of normal real property taxes, then the Company’s Benefit for that year would be an amount equal to 25% of normal real property taxes.

“Per Employee Amount” shall mean an amount equal to the Benefit for the year after the year of the Shortfall divided by the “Employment Obligation”.

“Shortfall” shall mean the difference between the Employment Obligation and the actual number of FTEs per the AER for the applicable year.

“Major Shortfall” shall mean any number of FTEs that is less than 50% of the Employment Obligation.

“Initial Benefit” shall be the amount of savings the Company received through the Agency, in the form of Mortgage Recording Tax and New York State Sales Tax.

“Cure Period” shall mean the period ending June 30th of the year following the Major Shortfall.
1. **Job Creation and Retention Obligations.**

After the expiration of the Employment Obligation Term, the Company shall have no further obligation with respect to the Employment Obligation and shall not be liable for any of the payments described below.

The failure of the Company to satisfy the Employment Obligation shall subject the Company to payments to the Agency. The Company shall be deemed to have failed to satisfy its Employment Obligation as of the beginning of the year subsequent to the year for which the Company files an AER; if the total number of FTEs shown on such report for the applicable year is less than 80% of the applicable Employment Obligation (payments are only required if the Shortfall is more than 20% of the Employment Obligation).

2. **Projects with less than Ten Years Employment Obligation Term.**

(a) **Initial Shortfall and Shortfall Payments.**

(1) If, during the first three (3) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall and then multiplied by (c) 1.5 (such payment shall be referred to as the “Initial Shortfall Payment”).

(2) If, after the first (3) years, of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall.

(b) **Major Shortfall Payment.**

(1) If, during the Employment Obligation Term, the number of actual FTEs for any year shall be a Major Shortfall; then, the Company shall pay to the Agency, in addition to the payment referred to above, an amount equal to a percentage (as set forth in the schedule below) of the “Initial Benefit” (such payment shall be referred to as the “Major Shortfall Payment”).

<table>
<thead>
<tr>
<th>Major Shortfall Occurs:</th>
<th>Percentage of Initial Benefit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 1</td>
<td>100%</td>
</tr>
<tr>
<td>Year 2</td>
<td>80%</td>
</tr>
<tr>
<td>Year 3</td>
<td>60%</td>
</tr>
<tr>
<td>Year 4</td>
<td>40%</td>
</tr>
<tr>
<td>Any Subsequent Year</td>
<td>20%</td>
</tr>
</tbody>
</table>

(2) Notwithstanding any of the foregoing, the Company shall not be liable for paying a Major Shortfall Payment unless the number of FTEs remains at less than 80% of the Employment Obligation after the expiration of a Cure Period.

(3) Notwithstanding any of the foregoing, a Major Shortfall shall not apply where the Shortfall is a result of a major casualty to or condemnation of the facility. In the event of such major casualty or condemnation, the Company shall have no obligation to pay the Major Shortfall Payment.
3. **Projects with Ten Years or Longer Employment Obligation Term.**

(a) **Initial Shortfall and Shortfall Payments.**

(1) If, during the first five (5) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall and then multiplied by (c) 1.5.

(2) If, after the first five (5) years of the Employment Obligation Term, the number of actual FTEs for any calendar year shall be a Shortfall, then the Company shall pay to the Agency an amount equal to (a) the Per Employee Amount multiplied by (b) the Shortfall.

(b) **Major Shortfall Payment.**

(1) If, during the Employment Obligation Term, the number of actual FTEs for any year shall be a Major Shortfall, then the Company shall pay to the Agency, in addition to the payment referred to above, an amount equal to a percentage (as set forth in the schedule below) of the “Initial Benefit”.

<table>
<thead>
<tr>
<th>Major Shortfall Occurs:</th>
<th>Percentage of Initial Benefit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 1</td>
<td>100%</td>
</tr>
<tr>
<td>Year 2</td>
<td>90%</td>
</tr>
<tr>
<td>Year 3</td>
<td>80%</td>
</tr>
<tr>
<td>Year 4</td>
<td>70%</td>
</tr>
<tr>
<td>Year 5</td>
<td>60%</td>
</tr>
<tr>
<td>Year 6</td>
<td>50%</td>
</tr>
<tr>
<td>Year 7</td>
<td>45%</td>
</tr>
<tr>
<td>Year 8</td>
<td>40%</td>
</tr>
<tr>
<td>Year 9</td>
<td>35%</td>
</tr>
<tr>
<td>Year 10</td>
<td>30%</td>
</tr>
</tbody>
</table>

(2) Notwithstanding any of the foregoing, the Company shall not be liable for paying a Major Shortfall Payment unless the number of FTEs remains at less than 80% of the Employment Obligation after the expiration of a Cure Period.

(3) Notwithstanding any of the foregoing, a Major Shortfall shall not apply where the Shortfall is as a result of a major casualty to or condemnation of the facility. In the event of such major casualty or condemnation, the Company shall have no obligation to pay the Major Shortfall Payment.

**The Agency shall have the right to reduce any payments required, under this policy, in extraordinary circumstances, in its sole discretion.**
Oneida County Industrial Development Agency
Uniform Tax Exemption and Agency Benefits Policy
Market Rate Rental Housing Development Initiatives
(Effective March 1, 2015 and revised on April 20, 2018)

1. **Overview:**

In furtherance of the Oneida County Vision 2020 — “Path Toward Prosperity Initiative,” the Oneida County Industrial Development Agency (“OCIDA”) has created the following Uniform Tax Exemption and Agency Benefits Policy (the “Policy”) to encourage development of specific types of market rate rental housing. The expansion of OCIDA’s policy to support eligible market rate rental housing is largely driven by the anticipated employment opportunities that will be created by the nanotechnology and emerging innovation economy where a segment of the new workforce that will be attracted to these type of jobs prefer market rate rental housing and unique urban living lifestyles.

The purpose of this Policy is to assist OCIDA in determining whether a housing project promotes employment opportunities and prevents economic deterioration in the area served by OCIDA, consistent with New York State Controller’s Opinion No. 85-51 and the New York State General Municipal Law. This Policy is intended to be annexed to and made a part of OCIDA’s Uniform Tax Exemption Policy adopted on January 28, 1994, amended on December 21, 1998 and April 30, 2009 (the “UTEP”). OCIDA reserves the right to deviate from this Policy at its discretion and in accordance with the General Municipal Law. This Policy is intended to terminate on December 31, 2023.

2. **Eligible Housing Projects:**

The types of housing eligible for OCIDA consideration include market rate (rental only): *apartments, townhouses, condominiums, loft-style housing and new urbanism type of housing developments.*

*In order to be considered for OCIDA financial assistance pursuant to this Policy, projects must have a minimum of five (5) units in a renovation or conversion of a building and twenty-four (24) units for new construction, and achieve the minimum number of points to qualify for incentives in accordance with this Policy.*

In addition, all applications for consideration must have a minimum project investment of $400,000 in renovation/construction projects and $1.2 Million for new construction rental housing projects.

All projects shall be subject to and in compliance with the New York State General Municipal Law and the UTEP. OCIDA’s UTEP requires all applicants to file a Cost/Benefit Analysis that is deemed acceptable to OCIDA.

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1 **New Urbanism** is an urban design movement which promotes walkable neighborhoods containing a range of housing and job types.
3. **Eligible Areas:**

OCIDA’s Uniform Policy for Tier 1, Tier 2 and Tier 3 benefits are targeted for projects that lie in the defined areas of the cities of Rome, Sherrill and Utica and 2010 Census Urbanized Areas and incorporated villages, as shown on the maps that are annexed hereto and made a part of this Policy. Projects that lie outside the three cities or the historic villages but lie within the urbanized area must have water and sewer service in place in order to qualify for OCIDA consideration.

Eligible projects within the defined Eligible Areas will be considered for benefits provided the application can achieve the required minimum number of points.

4. **Criteria:**

OCIDA will entertain applications for assistance that fall within the following criteria, using the following 100 point scoring system for each application received:

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Description of Criteria</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adaptive Reuse Projects</td>
<td>Projects that propose a change in use to an existing building (e.g., reuse of vacant or underutilized facility) or propose development on a vacant urban infill site(^{2}) that is being repurposed or redeveloped for an eligible housing project.</td>
<td>25</td>
</tr>
<tr>
<td>Eligible Area Locations</td>
<td>Projects located within <em>Eligible Areas</em> (see attached map) that have 24 or more units of eligible housing units via new construction or renovation, except for urban infill development projects where the IDA will entertain applications for projects located on a vacant urban infill site that has less than 24 units of eligible housing.</td>
<td>20</td>
</tr>
<tr>
<td>Utilizes Existing Infrastructure</td>
<td>Projects that <em>utilize existing infrastructure</em> (i.e. utilizing both existing sewer and water services and do not require system expansion. Modernizations, such as replacing existing pipes where service is already provided, are viewed favorably).</td>
<td>20</td>
</tr>
<tr>
<td>Community Benefits</td>
<td>Projects that create other benefits that inure to the benefit of the community that may include: rebuilding community infrastructure, pays sewer credits, creates or contributes to a community amenity, dedicates land to a municipality for a public improvement which benefits health and safety, removes slums and blighting influences (e.g., demolition or supports in-fill development within a neighborhood, commercial corridor, downtown, or main street area), provides an environmental enhancement (e.g., flooding wetlands creation/restoration, is part of a Brownfield, utilizes federal/state historic tax credit programs, provides mixed income rental units to support workforce housing, or provides other benefits deemed important and relevant by OCIDA.</td>
<td>5</td>
</tr>
</tbody>
</table>

\(^{2}\) Urban infill site would include infill rental housing being constructed on vacant or underutilized property.
Green Projects | (1) Projects to be constructed on a New York State or federal defined Brownfield, such as a site designated as a federal or state Superfund site; a participant in the State Voluntary Cleanup Program; a former, verified Manufacturing Gas Plant, or within a Brownfield Opportunity Area; or (2) Projects whose plans qualify for a LEED Certification from the US Green Building Council (final certification required prior to commencement of the PILOT Agreement); or (3) Projects that incorporate geothermal technologies that are projected to make a significant impact on the stability, reliability and resilience of the grid. The physical geothermal plant providing energy to the Project must be located within Oneida County, turned on and connected to the grid, the energy generated must provide at least fifty percent (50%) of the energy needs for the Project, and more than fifty percent (50%) of the energy generated must be used in Oneida County. | 10

Mixed Use Development Projects | Projects that are mixed use development with housing being at least –50% or more of a building’s total area and the project induces job growth (mixed use development project proposes direct job creation with non-residential uses). To reach 20 points, must create at least 2 FTEs. | 20

Total Points: | | 100

5. **Scoring of Housing Applications:**

OCIDA shall use this scoring system to determine the level of Agency benefits:

- Tier 1 Benefits: projects that score at least 60 points may receive abatement of real property taxes, exemptions from sales taxes and exemptions from mortgage recording taxes
- Tier 2 Benefits: projects that score between 50 to 59 points may receive abatement of real property taxes, exemptions from sales taxes and exemptions from mortgage recording taxes
- Tier 3 Benefits: projects that score 40 to 49 points may receive exemptions from sales taxes and exemptions from mortgage recording taxes (not eligible for abatement of real property taxes)

<table>
<thead>
<tr>
<th>Term of PILOT Exemption Schedule</th>
<th>Tier 1 – PILOT Exemption Schedule</th>
<th>Tier 2 – PILOT Exemption Schedule</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>100%</td>
<td>75%</td>
</tr>
<tr>
<td>2</td>
<td>100%</td>
<td>75%</td>
</tr>
<tr>
<td>3</td>
<td>100%</td>
<td>75%</td>
</tr>
<tr>
<td>4</td>
<td>100%</td>
<td>75%</td>
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<tr>
<td>5</td>
<td>75%</td>
<td>50%</td>
</tr>
<tr>
<td>6</td>
<td>50%</td>
<td>25%</td>
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<tr>
<td>7</td>
<td>50%</td>
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<tr>
<td>8</td>
<td>25%</td>
<td></td>
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<tr>
<td>9</td>
<td>10%</td>
<td></td>
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<tr>
<td>10</td>
<td>10%</td>
<td></td>
</tr>
</tbody>
</table>

Applicants will pay 100% of all taxes due and owed until a Certificate of Occupancy is issued for a project, and then the first exemption year in the schedule will begin effective the first taxable status date after a Certificate of Occupancy is issued.
6. **Ineligible Housing Projects:**

OCIDA will not consider housing applications that propose new suburban subdivisions that serve single family detached housing or projects that are not located within the eligible areas as referenced in Section 3 and included on the map, which is attached hereto and made a part of this policy.

7. **Sunset Provision:**

The effective date of this policy will commence on the first day of the month following the date in which this Policy is formally approved in accordance with requirements set forth under Article 18A of the General Municipal Law and shall remain in effect for a period of five years, unless OCIDA elects to extend or modify the Policy. All applicants who are granted approval during this time period will have twenty-four (24) months to complete their project, which shall be evidenced by issuance of a Certificate of Occupancy by the applicable local codes officer for the political subdivision where the project is situated. Receipt of a Certificate of Occupancy is required in order to receive all tax benefits that were granted in the final authorizing resolution approved by OCIDA.

8. **Agency Fees:**

The applicant will be required to remit to OCIDA all applicable fees (see fee schedule), including payment of all OCIDA legal costs associated with the project and an annual rent payment of $750, which is due as part of the lease agreement with OCIDA. A copy of the applicable fee schedule is included with the application package. When the application is submitted, the applicant shall submit a check for $1,500 which includes a non-refundable application fee of $500 and a commitment fee of $1,000 that will be applied at closing; if the project does not close the $1,000 is applied to legal fees incurred in connection with the application. Other than the application fee and the annual rent payment, all other fees shall be due and paid at closing.
This information has been compiled for planning purposes and may not be reproduced or transmitted for commercial purposes or for any other purpose without the prior approval of the Herkimer Oneida Counties Comprehensive Planning Program (HOCCPP). The HOCCPP shall not be liable for any misuse or misrepresentation of this information. The HOCCPP makes no claim as to the completeness or accuracy of the data contained hereon.
April 2, 2018

Oneida County Industrial Development Agency (OCIDA)
Uniform Tax Exemption Policy
Business Relocation Assistance
(Mohawk Valley Health Systems Project)

Purpose:
- The preference for all businesses displaced by the Mohawk Valley Health System (“MVHS”) Project is to have them remain inside the City of Utica. The OCIDA recognizes that this may not be possible for all those business and this policy is to provide financial assistance to help mitigate costs of relocation for “Eligible Businesses” that will be impacted by the MVHS project.
- In keeping with the broader purpose of OCIDA to promote, develop, encourage or assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of facilities in Oneida County and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of Oneida County, if an Eligible Business commits to invest in a Replacement Property (above relocation costs) and/or create additional jobs, OCIDA may be able to offer additional financial assistance to an Eligible Business under its Uniform Tax Exemption Policy.

Eligible Businesses:
- Must have operated a business in the “Project Zone” and had employees whose place of employment was in the Project Zone during each month of 2017. “Project Zone” refers to any real estate located within the perimeter shown on the attached map that the Eligible Business owned or leased (under a written lease agreement) for all of 2017.
- To be eligible for financial assistance, an Applicant must have received an offer letter from MVHS and entered into an agreement with MVHS for the sale of its property in furtherance of the MVHS project.
- Industrial, commercial, back-office businesses and certain qualifying retail businesses (retail businesses that are relocating to a “highly distressed area” qualify for financial assistance under Section 874 of the New York State General Municipal Law) are eligible.
- Final determination of eligibility under Article 18-A of the New York State General Municipal Law shall be made by the IDA.
- An Eligible Business must not have filed a challenge to the taking of its real estate by eminent domain as “Not in the Public Good.”
- The Eligible Business must be in negotiation for, under contract to, or be within 90 days of having acquired a replacement facility (the “Replacement Property”). The Replacement Property must be located in Oneida County.

Application:
Applicant must complete the IDA’s standard form of Application for Financial Assistance and submit Part 1 Environmental Assessment Form.

Application must be made to OCIDA beginning with the date of the offer letter and ending one year after the later of 1) the transfer of title of the Project Zone property to MVHS or 2) the date the Eligible Business was required to vacate the Project Zone property.

Any financial assistance must directly benefit the Applicant.

OCIDA will determine in its sole discretion whether a project qualifies for financial assistance under this Business Relocation Policy or the OCIDA Uniform Tax Exemption Policy, and will then evaluate each application to grant financial assistance to the full extent that can be justified by the Application and consistent with OCIDA practices.

The IDA will waive its standard Application Fee, Commitment Fee and Closing Fee for all Eligible Businesses, whether processed under this Business Relocation Policy or the Uniform Tax Exemption Policy. Applicants will pay an annual fee of $750 to the IDA.

Applicant will be responsible for payment of the fees and expenses of the IDA attorney, including but not limited to reviewing the Application, determining project eligibility and drafting closing documents.

Financial Assistance:

- Sales tax exemption on purchases of materials or equipment to be used in the construction, renovation or operation of the “Replacement Property”. (Normally acquired within one year from initial IDA approval).
- Mortgage recording tax exemption (.75% of the amount of the mortgage).
- On new construction, renovation and rehabilitation costs of the Replacement Property, abatement of any increase in real property taxes for a period of ten years, during which time the Applicant will make the following payments-in-lieu-of-taxes:

  Years 1 – 3
  An amount equal to the lesser of 1) the real property taxes (County, City, Town, Village and School) payable in 2017 on the Replacement Property less $20,000 (but not less than zero) (the “Base Tax”) or 2) the real property taxes currently payable on the Replacement Property.

  Years 4 -10, the lesser of 1) the real property taxes as then currently assessed on the Replacement Property or 2) the Base Tax multiplied by:

  Year  |  Factor
  ---   |  4    |  5    |  6    |  7    |  8    |  9    |  10   
  Factor| 1.0   | 1.0   | 1.2   | 1.4   | 1.6   | 1.8   | 2.0   

  Year 11 and thereafter, the real property taxes as then currently assessed on the property.

Recapture:
Financial assistance is conditioned upon Applicant maintaining, at a minimum, for ten years in the Replacement Property, the number of FTE employees that the Applicant employed in the “Project Zone” in 2017.

Applicants will be subject to the recapture policy established by the IDA.

Reduced benefits will apply if applicant no longer exclusively occupies the Replacement Property.

Deviations:

The IDA reserves the right, at its sole discretion, to deviate from this Policy on a case-by-case basis, and will grant financial assistance to match a commitment by an Eligible Business to make an investment into and/or create employment at the Replacement Property.

The IDA will provide written notice to each affected tax jurisdiction of any deviation from this Policy and will comply with the deviation requirement of the General Municipal Law.

In addition to the other deviation criteria described in the IDA’s Uniform Tax Exemption Policy, the IDA will consider the following to determine when it is appropriate to deviate from this policy:

- If the Applicant commits to not only retain, but also to create, a significant number of additional permanent, private employees (FTEs) as a result of acquiring the Replacement Property.
- If the Applicant commits to make an investment into improving the Replacement Property that exceeds expenses of relocating to the Replacement Property.
- Consideration will be given to limiting the Base Tax to an equivalent tax based on an assessment equalization of the arms-length purchase price of the Replacement Property.

Duration of Policy:

Three years from the date of implementation.