Minutes of the Meeting of the Oneida County Industrial Development Agency
Held on July 20, 2012 at Mohawk Valley EDGE
584 Phoenix Drive, Rome NY

Members Present: M. Valentine, N. Brown, F. Betrus, S. Zogby, E. Quadraro,
EDGE Staff Present: S. Papale, M. Bonney, J. Waters, P. Zawko, J. Cardone
Others Present: C. Levitt, L. Ruberto

N. Brown called the meeting to order at 8:03 AM.

The Agency received the June 29, 2012 Meeting Minutes. A motion to approve the June 29, 2012 Meeting Minutes with corrections was made by F. Betrus and seconded by E. Quadraro. Motion passed unanimously 5-0.

A request was brought before the Agency to (a) accept a deed from the Air Force for Parcel F6b-6 and Parcel F6b-7 pursuant to the Economic Development Conveyance ("EDC") Agreement; (b) consider an inducement resolution for a sale-leaseback transaction whereby OCIDA will lease both Parcels to GLDC, grant exemptions from sales tax, mortgage tax and real property tax; and (c) release Parcel F6b-6 from the lease for GLDC to convey to Oneida County.

Parcel F6b-6 is on the airfield and the northerly side of the Ellsworth Road extension and Parcel F6b-7 is on the southerly side of the Ellsworth Road extension. GLDC will convey F6b-6 to Oneida County so that it will be able to utilize MAP funding.

OCIDA signed the EDC Agreement in 2000 to accept these lands from the Air Force and convey to GLDC. The Agency did not contemplate it would have taken 12-years.

A motion to accept a deed from the Air Force for Parcel F6b-6 and Parcel F6b-7, to approve an inducement resolution for a sale-leaseback transaction with GLDC for Parcel F6b-6 and F6b-7 with exemptions from sales tax, mortgage tax and real property tax and to release parcel F6b-6 from the lease to enable GLDC to convey to County of Oneida was made by F. Betrus and seconded by M. Valentine, motion approved unanimously 5-0.

The Agency received the financials. J. Cardone stated that there is excess revenue over expenses and there are several closings that are approaching.

A request to consider an inducement resolution relating to the Sovena USA, Inc. facility at Griffiss Business and Technology Park. Sovena USA will be completing a small 1,500 sq. ft. expansion and are requesting sales tax exemption. They would like to amend their current PILOT agreement (for the 6,000 sq. ft. expansion) to include this addition. The PILOT will have no additional years and the job commitment will increase to retain 168 jobs and create 4.

A motion to approve an inducement resolution relating to the Sovena USA, Inc. facility at Griffiss Business and Technology Park, to grant sales tax exemption and include the 1,500 sq. ft. addition into their current PILOT for no additional years and an increased job commitment of
A request to consider a resolution approving amendments to lease agreements between the Agency and Griffiss Local Development Corporation (GLDC Facility I, GLDC Facility II and GLDC Facility III) and authorizing the execution and delivery of related documents. The request is tied to last month’s master PILOT-final authorizing resolution. GLDC I, II and III relate to the original F parcels, and their leases with the OCIDA have expired. This action would bring those parcels in line with the other 10 F parcels in the master PILOT. The leases for the other 10 F parcels are all current. J. Saunders requests that the Agency approve, ratify and confirm that (a) the GLDC I, II and III lease terms are extend through July 31, 2012 and (b) the Agency waived the obligation for GLDC to purchase the lands for $1, and amend the leases to provide for an option to purchase the lands for $1.

J. Saunders stated that in the Memorandum of Understanding, the parties contemplated certain dates for land transfers from the Air Force, and that did not happen. The leases for GLDC I, II and III did expire but GLDC is considered a holdover tenant. By extending these leases the OCIDA will cover the incremental period between when these leases expired and when they were accepted into the master PILOT. The Agency is simply memorializing in writing what has happened defacto. The Agency did not tender the deed to GLDC I, II and III to GLDC when the leases expired, and GLDC did not ask for it. The assumption was that the properties would be developed in 10-years, but these parcels are taking longer to develop. S. Zogby stated that for the Agency logically doing this after the fact doesn’t make sense, but legally it does make sense. S. Papale stated that the Agency has done this before, specifically with the MA & N Railroad. J. Saunders stated that both GLDC and the OCIDA lawyers recommend this action. L. Ruberto stated that GLDC was in fact a holdover tenant after the expiration of their lease. The Agency in turn agreed with this action by doing nothing, and the Agency should approve the memorializing of this conduct. C. Levitt stated that it is always better to have something in writing than relying on intent.

A motion to approve a resolution approving, ratifying and confirming amendments to lease agreements between the Agency and Griffiss Local Development Corporation (GLDC Facility I, GLDC Facility II and GLDC Facility III) and authorizing the execution and delivery of related documents was made by S. Zogby and seconded by E. Quadraro. Motion passed unanimously 5-0.

E. Quadraro asked who is taking ownership of getting the assessments of Griffiss worked out with the City of Rome? J. Saunders replied that GLDC is taking ownership to get the problem rectified.

New Business
- Professional Transmission is requesting OCIDA grant an easement to allow Fiberdyne to put up an electronic billboard on their property. The OCIDA holds title to their property because they are under the PILOT. If the town reassesses the structure it will not receive any additional PILOT benefits. A motion to approve an easement for Fiberdyne to erect

OCIDA 7/20/2012 Page 2 of 3
an electronic billboard on Professional Transmission’s property, subject to legal counsel coordination was made by F. Betrus and seconded by E. Quadraro. Motion passed unanimously 5-0.

- Nirvana is refinancing their current facility and would like the Agency to subordinate to Alliance Bank. This is standard procedure as all Agency leases contemplate the subordination of the lease at the beginning of the transaction. A motion to approve the subordination to Alliance Bank and the authorization and execution and delivery of documents, subject to review by legal counsel, was made by S. Zogby and seconded by E. Quadraro. Motion passed unanimously 5-0.

Old Business

- The Agency was presented with draft letters to send to those companies who did not meet the job commitments as stated in there agreements. Staff will send those letters and have responses at the next meeting.
- The Agency was presented with a memo for transferring from paper mailing to digital board materials. They Agency would like to move forward with digital board materials to save money on supplies and staff time.

There being no further business, the meeting was adjourned at 9:24am upon a motion made by F. Betrus, seconded by S. Zogby. Motion was passed unanimously 5-0.

Respectfully recorded,

Jennifer Waters