

A regular meeting of the Tioga County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Tioga County Industrial Development Agency at 56 Main Street, Owego, New York, Tioga County, New York on Wednesday, April 2, 2014 at 5:30 o'clock p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Ralph Kelsey	Chairman
Kevin Dougherty	Vice Chairman
Dean Daniels	Secretary
Aaron Gowan	Treasurer
William J. Woods, Jr.	Board Member
Tracy Monell	Board Member
Raymond Case	Board Member

**ABSENT:**

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Lee Ann Tinney	Director Department of Economic Development and Planning for Tioga County
Ruth Fiato	Executive Administrator
Joseph B. Meagher, Esq.	Agency Counsel

The following resolution was offered by Mr. Gowan and seconded by Mr. Daniels, to wit:

**RESOLUTION TAKING ACTION TOWARD A TRANSACTION TO FACILITATE THE FINANCING OF THE RENOVATION AND EQUIPPING OF A MANUFACTURING CENTER AND LABORATORY SPACE LOCATED AT 1801 STATE ROUTE 17C, TOWN OF OWEGO, TIOGA COUNTY, NEW YORK FOR THE PURPOSE OF INSTALLING HEAVY MACHINERY, TOOLS, MILLING EQUIPMENT, AND PROGRAM SPECIFIC LABORATORY IMPROVEMENTS TO FUNCTION AS A COMPLEX, STATE OF THE ART, PRECISION MACHINERY AND MANUFACTURING CENTER (THE "FACILITY"), APPOINTING LOCKHEED MARTIN CORPORATION (THE "COMPANY") AGENT OF THE AGENCY FOR THE PURPOSE OF RENOVATING AND EQUIPPING THE FACILITY AND THE**

EXECUTION AND DELIVERY OF A BILL OF SALE, AGENCY AGREEMENT AND SALES TAX LETTER BY AND/OR BETWEEN THE AGENCY AND THE COMPANY WITH RESPECT TO THE FACILITY.

WHEREAS, Tioga County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of the State of New York, constituting Title 1 of Article 18-A of the General Municipal Law, as amended (the "Enabling Act") and Chapter 883 of the 1974 Laws of State of New York, as amended, constituting Section 912 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Lockheed Martin Corporation (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file in the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) the financing of the renovation and installation in the Facility of certain machinery and equipment (the "Equipment") to be employed as a complex, state of the art, precision machinery and manufacturing center (the "Facility") and any other directly or indirectly related activities; and (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes (the "Financial Assistance"); and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Tioga County, New York, and (B) the completion of the Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Tioga County, New York by undertaking the Project in Tioga County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency has reviewed the Application and, based upon the representations made by the Company to the Agency in the Application and at this meeting, the Agency hereby makes the following findings and determinations with respect to the Project:

- A. The Project constitutes a "project" within the meaning of the Act; and
- B. The completion of the Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located in the State of New York; and
- C. The Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and
- D. The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(D) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Tioga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and
- E. Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Tioga County, New York and the State of New York and improve their standard of living.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Agency Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Facility from the Company pursuant to a bill of sale, lease agreement or other documentation to be negotiated between the Agency and the Company; (B) renovate the Facility and acquire and install the Equipment in the Facility; (C) lease (with the obligation to purchase) the Facility to the Company pursuant to a lease agreement (hereinafter, the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments-in-lieu-of-taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Facility; and (D) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including exemption from sales taxes relating to the renovation and equipping of the Facility as contemplated by the Agency Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) execution and delivery by the Company of the Agency Agreement, which sets forth certain conditions for the

undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Agency Agreement applicable to the Company; (B) the administrative fee of the Agency with respect to the Project; and (C) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with.

Section 4. The form, terms and substance of the Agency Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the Chairman or Vice Chairman of the Agency are hereby authorized, empowered and directed to execute and deliver said Agency Agreement in the name and on behalf of the Agency, said Agency Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Agency Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Agency Agreement as executed.

Section 6. The Agency hereby authorizes the Chairman of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with counsel to the Agency, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at such public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 7. The Chairman, Vice Chairman and Executive Administrator of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll

call, which resulted as follows:

Ralph Kelsey	voting	Yes
Kevin Dougherty	voting	Yes
Dean Daniels	voting	Yes
Aaron Gowan	voting	Yes
William J. Woods, Jr.	voting	Yes
Tracy Monell	voting	Yes
Raymond Case	voting	Yes

The foregoing Resolution was thereon declared duly adopted.

STATE OF NEW YORK:

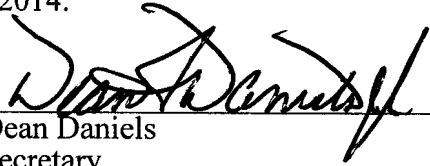
COUNTY OF TIOGA : ss.:  
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I, the undersigned Secretary of the Tioga County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 2, 2014 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 2nd day of April, 2014.

  
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Dean Daniels  
Secretary

(SEAL)