

*State of New York }
Department of State }^{ss:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUL 31 2000



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

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CERTIFICATE OF INCORPORATION
of
GRIFFISS UTILITY SERVICES CORPORATION

Under Section 1411 of the Not-for-Profit Corporation Law

The undersigned, a natural person of 18 years of age, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Law of the State of New York, hereby certifies

FIRST. The name of the corporation is GRIFFISS UTILITY SERVICES CORPORATION.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and is a Type C corporation under Section 201 of said law.

THIRD. The corporation is a not-for-profit local development corporation organized under Section 1411 of the Not-for-Profit Corporation Law and operated for the exclusively charitable or public/quasi-public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City of Rome and County of Oneida by attracting new industry or by encouraging the development of, or retention of, industry in the City of Rome and County of Oneida, and lessening the burdens of government by (a) in general, promoting, assisting, facilitating, supporting and advancing the corporate purposes of Griffiss Local Development Corporation, a local development corporation organized and existing under Section 1411 of the Not-for-Profit Corporation Law for the purpose of developing and/or redeveloping the former Griffiss Air Force Base ("GAFB") and, by (b) in particular, manufacturing, producing, purchasing, processing, owning, using, storing and

transporting one or more utility services including steam, natural gas, electricity, telecommunications, water, storm sewer and sanitary sewer (collectively, the "Utilities") and making available, marketing, selling, leasing, distributing, or otherwise dispensing of one or more of said Utilities within that geographic area formerly occupied by GAFB at the lowest price

(i) consistent with sound business practice, and (ii) as may be necessary or desirable in order to repair, remodel, recondition, maintain, up-grade, replace, install, construct or improve the apparatus, appliances, equipment, facilities, installations, mechanisms, plants, and structures of whatsoever kind or description used in or related to the manufacture, production, purchasing, processing, owning, using, storing, transporting, making available, marketing, selling, leasing, distributing, dealing in, trading in or otherwise disposing of one or more of said Utilities.

a. To develop, maintain, administer, manage, construct, acquire, rehabilitate, operate and improve any and all apparatus, equipment, structures, buildings, and facilities located within the former GAFB in the City of Rome used in connection with the manufacturing, production, purchasing, processing, owning, using, storing, transporting, making available, marketing, selling, leasing, distributing, dealing in, trading in, or otherwise disposing of any of such Utilities;

b. To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;

c. To borrow money and to issue negotiable bonds, notes and other obligations therefor, provided that if the corporation accepts a mortgage loan or loans from the New York Job-Development Authority, such corporation shall be dissolved in accordance with the provisions for dissolution set forth in paragraph ninth hereof upon repayment by or other discharge in full of such corporation of all such loans.

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d. To the extent permitted by law, to sell, lease, mortgage or otherwise dispose of or encumber, without leave of court, any structure, building, equipment, apparatus or facilities or any other real or personal property or any interest therein upon such terms as it may determine.

e. In connection with loans from the New York State Urban Development Corporation and from other sources, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location, retention or expansion of the Utilities within the former GAFB in the City of Rome, and

To do all and everything suitable for the accomplishment of any of the foregoing purposes.

FOURTH. The corporation shall be a not-for-profit corporation. All income and earnings of the corporation shall be used exclusively for its corporate purposes. ^{or accrual shall be paid to NY job development authority} No part of the income or earnings of the corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest, provided that the corporation may repay loans made to it and may repay contributions (other than dues) made to it if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

FIFTH. The corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH. The (initial) office of the corporation is to be located in the City of Rome in the County of Oneida.

SEVENTH. The number of directors of the corporation shall be five (5) designated and appointed as follows:

a. one (1) director shall be designated by the County Executive of the County of Oneida.

b. one (1) director shall be designated by the Mayor of the City of Rome.

c. two (2) directors shall be designated by the Griffiss Local Development Corporation (GLDC) one of whom shall be a member of the GLDC Board.

d. one (1) director shall be designated by the Griffiss Utility Services Corporation Board.

The directors shall be appointed for a three (3) year term after their initial term which shall be staggered as follows:

County Executive appointment	3 years
Mayor of City of Rome	2 years
GLDC	2 years
	3 years
GUSC	1 year

Any vacancies on the Board of Directors after the initial appointments have been made shall be filled by appointment in accordance with this section. If a Board seat is not filled within ninety (90) days of the existence of a vacancy, it can be filled by the then existing board.

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EIGHTH. The names and addresses of the initial directors are as follows:

	NAME	ADDRESS
1.	Donald A. St. Louis	18 Crescent Drive New York Mills, New York 13417
2.	Robert F. Skibiński	1736 North George Street Rome, New York 13440
3.	Frederick J. Tillman	208 Elm Street Rome, New York 13440
4.	Daniel Maneen	328 Robertson Road Sherrill, New York 13461
5.	Jeffrey M. Bartell	8846 Parker Hollow Road Barneveld, New York 13304

NINTH. Notwithstanding any other provision of this certificate of incorporation, the corporation is organized exclusively for charitable purposes, as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws (hereinafter "Section 501 (c) (3)") and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3).

TENTH. Upon the dissolution of the corporation, no private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all its debts and liabilities of whatsoever kind and nature (including the payment of loans and contributions and repayment of which has been authorized herein), shall be distributed equally to the City of Rome and the County of Oneida for the furtherance of the purposes now or hereafter set in Section 1411 (a) of the Not-for-Profit Corporation Law, but in

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no event for the furtherance of purposes other than those set forth in Section 501 (c) (3), or as may be provided by order of the Supreme Court of the State of New York.

ELEVENTH. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State as agent of the corporation is 153 Brooks Road, Rome, New York 13441.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed and the statements made herein are affirmed as true, under the penalties of perjury, this 14th day of June, 2000.


JOSEPH E. SAUNDERS, Sole Incorporator

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