

UTICA HARBOR POINT DEVELOPMENT CORPORATION

RESOLUTION

(Conveyance of Two (2) Parcels of Real Property by UHPDC to the City of Utica)

A regular meeting of the Utica Harbor Point Development Corporation was convened on August 17, 2022, at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE UTICA HARBOR POINT DEVELOPMENT CORPORATION (I) AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE AND SALE AGREEMENT AND A DEED CONVEYING TWO (2) PARCELS OF REAL PROPERTY TO BE UTILIZED AS CERTAIN ROADWAYS TO BE KNOWN AS “HARBOR WAY” AND “LEE STREET”, RESPECTIVELY, TO THE CITY OF UTICA FOR USE AND MAINTENANCE AS A PUBLIC ROAD (AS MORE PARTICULARLY DESCRIBED HEREIN); (II) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQR”); (III) TO CONFIRM THAT THERE IS NO REASONABLE ALTERNATIVE TO A BELOW FAIR MARKET VALUE TRANSFER OF “HARBOR WAY” AND “LEE STREET” TO THE CITY OF UTICA; AND (IV) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT TO THE FOREGOING.

WHEREAS, pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law (“N-PCL” or the “Law”) of the State of New York, the Utica Harbor Point Development Corporation (the “Corporation”) was established as a domestic, not-for-profit corporation on May 5, 2011 for certain charitable and public purposes, among other things, including relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, aiding the greater City of Utica, New York (the “City”) and Oneida County areas, improving quality of life for residents therein by lessening the burdens of government, acting in the public interest, attracting new industry to said areas, encouraging the development of, or retention of, industry in said areas, developing, improving, promoting and rehabilitating the area known as Harbor Point in the City, representing the City in relation to the construction of infrastructure within or servicing the Harbor Point area, negotiating and consummating real property, zoning development rights or other transactions as buyer, seller, lessee, lessor or otherwise in relation to enabling, implementing, promoting or assisting development and redevelopment activities, and constructing or engaging the services of contractors to construct improvements in furtherance of development and redevelopment activities; and

WHEREAS, the Corporation is the owner of certain parcels of real property consisting primarily of private roadways located adjacent to the Harbor Point area in the City of Utica, County of Oneida, New York, as general depicted in the survey maps attached hereto as Exhibit A and Exhibit B (the “Property”); and

WHEREAS, the City has agreed to accept and the Corporation is desirous of conveying certain the Property, including: (i) one (1) parcel of real property consisting of approximately 2.16 +/- acres, as more generally depicted within the survey map attached hereto as Exhibit A (the “Harbor Way Premises”), and (ii) one (1) parcel of real property consisting of approximately 0.65 +/- acres, as more generally depicted within the survey map attached hereto as Exhibit B (the “Lee Street Premises”) (collectively, the “Road Parcels”) and other related appurtenances to the City (the “Conveyance”); and

WHEREAS, in accordance with the provisions of the New York Public Authorities Law (“PAL”), and subject to such exceptions and/or requirements set forth in the PAL, the Corporation may dispose of an interest in its property by sale, exchange, transfer, for cash, credit or other property, with or without warranty, and upon such terms and conditions as are determined by the Corporation to be appropriate and reasonable and consistent with the PAL; and

WHEREAS, on August 8, 2022, the Corporation obtained an independent appraisal from Donato Real Estate Appraisal and Consulting (the “Appraisal”) that determined the fair market value of the Road Parcels to be \$20,000.00 per acre, and, tangentially, then, the fair market value of the Road Parcels would be approximately \$56,000.00; and

WHEREAS, conveying the Road Parcels to the City for use as a public road is within the purposes of the Corporation to act in the public interest; and

WHEREAS, pursuant to Section 2897(6)(c)(iv) of the PAL, the Corporation is permitted to dispose of real property or an interest in real property by negotiation (without bidding or advertising) to a political subdivision of New York State such as the City; and

WHEREAS, the Corporation intends to convey the Road Parcels to the City for receipt of up to \$10.00 and additional consideration; and

WHEREAS, pursuant to PAL Section 2897(7)(c), prior to the Corporation conveying the Road Parcels to the City, said disposition being undertaken for consideration in an amount less than the fair market value of the Road Parcels, the Corporation must consider certain information as set forth in PAL §2897(7)(b) including taking into consideration the description and purpose of the transaction, the description of the asset to be transferred, the kind and amount of benefit to the public, the value received compared to the fair market value, and its mission and purposes and related thereto, the required information with respect to the foregoing and with regard to the proposed below fair market value disposition of property is attached hereto as Exhibit C; and

WHEREAS, the information that was provided to the Corporation as contained within Exhibit C has been simultaneously made available to the public; and

WHEREAS, in accordance with the requirements of the PAL, the Corporation must make a determination that there is no reasonable alternative to the proposed below-market value transfer as described herein that would achieve the same purpose of such transfer; and

WHEREAS, in furtherance of the mission and purposes of the Corporation, the Corporation hereby desires to convey the Road Parcels to the City and to authorize the execution

and delivery of a purchase and sale agreement and a deed conveying title to the Road Parcels; and

WHEREAS, the Corporation and the City have completed the Utica Harbor Master Plan, including the preparation of a report containing all related elements for redevelopment (completed November 2014), and, as required under Article 8 of the New York State Environmental Conservation Law, and the regulations promulgated therein at 6 N.Y.C.R.R. Part 617 (collectively referred to as “SEQR”), completed the Utica Harbor Development Generic Environmental Impact Statement (the “GEIS”) and associated Findings Statement (completed March 2016); and

WHEREAS, the Conveyance as described herein was a component piece of the overall Utica Harbor Master Plan and the Conveyance’s environmental impacts were studied and considered as part of the GEIS and Findings Statement.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE UTICA HARBOR POINT DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Corporation has determined that the proposed conveyance of the Road Parcels to the City is within the purposes, mission and statutory authority of the Corporation.

Section 2. Based upon a review of the GEIS, the Findings Statement, and the Conveyance, the Corporation hereby determines that no further SEQR compliance is required pursuant to 6 N.Y.C.R.R. Section 617.10(d)(1) because the contemplated Conveyance will be carried out in conformance with the conditions and thresholds established in the Findings Statement.

Section 3. In accordance with the findings set forth in Exhibit C, the Corporation has determined that there is no reasonable alternative to the proposed below-market value transfer as described herein that would achieve the same purpose of such transfer being to act in the public interest by providing an interest in the Road Parcels to the City for purposes of maintaining, repairing, and operating Harbor Way and Lee Street as public roads.

Section 4. The Corporation hereby approves of and authorizes the conveyance of the Road Parcels for up to \$10.00 and additional consideration to the City in accordance with the forgoing resolutions and authorizes the President and Vice-President of the Corporation (collectively, the “Authorized Officers”), on behalf of the Corporation, to execute and deliver a purchase and sale agreement, the deed and any other related documents, required to accomplish the purposes of this resolution, with such changes, variations, omissions and insertions as authorized by the Authorized Officers, in consultation with the Corporation’s general counsel, the execution thereof by the Authorized Officers to constitute conclusive evidence of such approval.

Section 5. The Authorized Officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect

the purposes of the foregoing resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 6. Any and all actions heretofore taken or authorized by the Corporation and/or its officers, employees and agents with respect to the foregoing Resolutions are hereby ratified, approved and confirmed in all aspects.

Section 7. These Resolutions shall take effect immediately.

Dated: August 17, 2022

Exhibit A

Harbor Way Premises

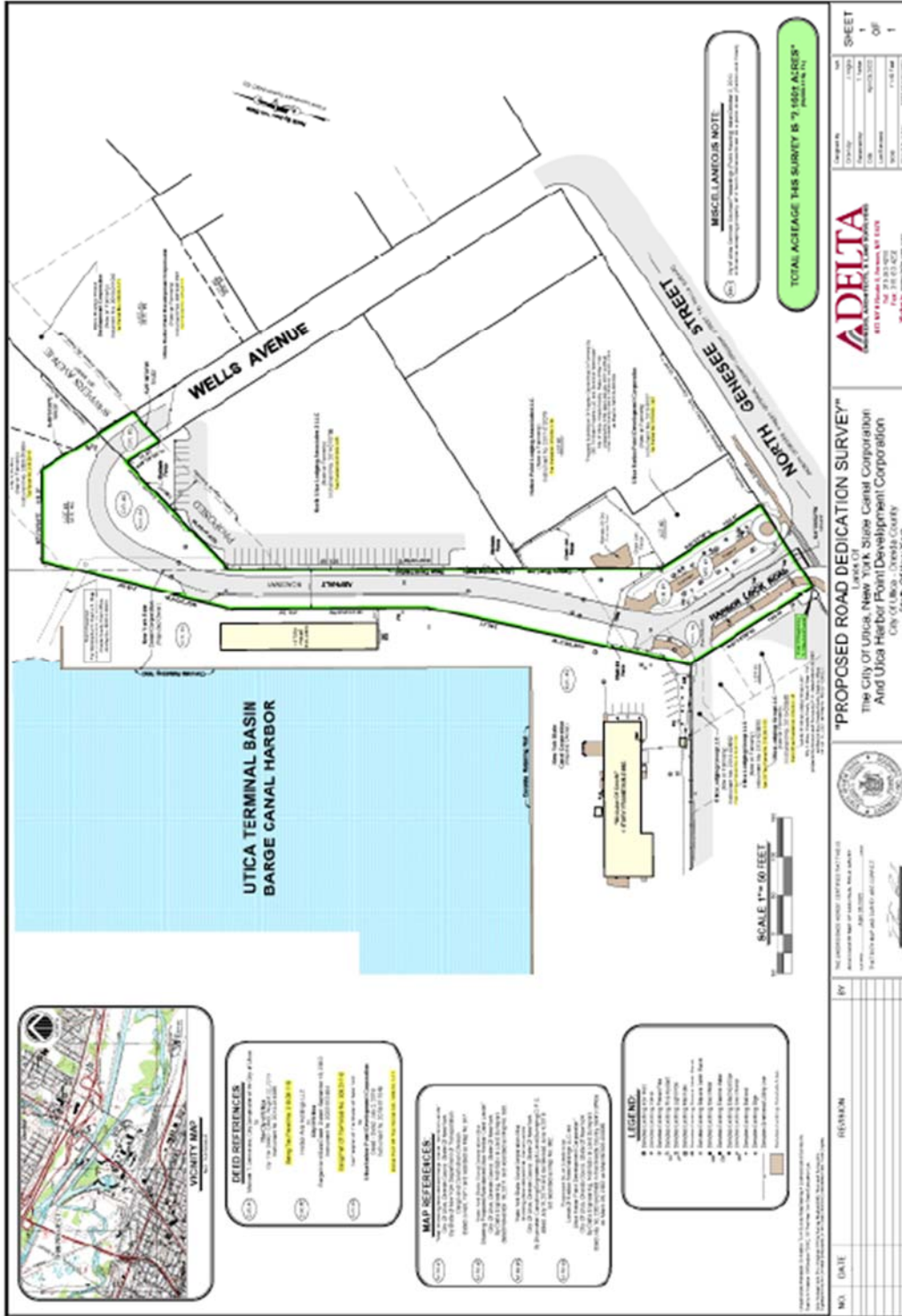


Exhibit B

Lee Street Premises

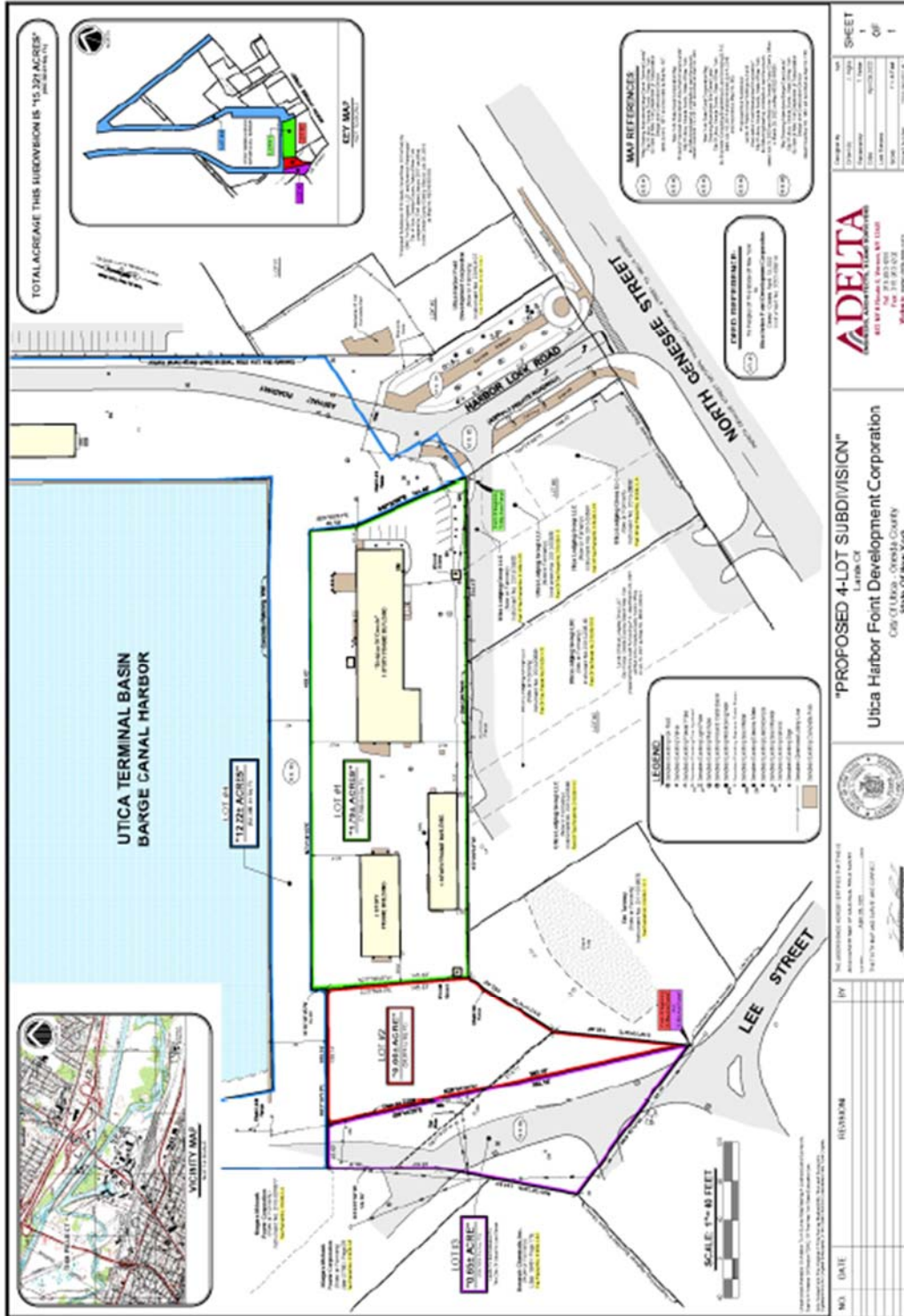


Exhibit C

Below Fair Market Value Conveyance Findings

Pursuant to and in accordance with Sections 2897(7)(b) and (c) of the Public Authorities Law (“PAL”), the Utica Harbor Point Development Corporation (the “Corporation”) has prepared the following information for the Corporation board and the public:

TRANSACTION & PURPOSE

The Corporation proposes to convey the following parcels of real property to the City of Utica for use as public roads: (i) 2.16 +/- acre parcel of real property located at or about Wurz Avenue West, Utica, New York, located along the northwesterly boundary of North Genesee Street, as depicted within Exhibit A as attached hereto and included within the related resolution (the “Harbor Way Premises”), and (ii) 0.65 +/- acre parcel of real property located at or about Lee Street, Utica, New York, located along the northeasterly boundary of Lee Street, as more generally depicted within the survey map attached hereto as Exhibit B (the “Lee Street Premises”). .

(1) Description of Assets:

- a. Approximately 2.16 +/- acres of vacant land located at or about Wurz Avenue West, Utica, New York, County of Oneida, New York, as depicted within Exhibit A.
- b. Approximately 0.65 +/- acres of vacant land located at or about Lee Street, Utica, New York, County of Oneida, New York, as depicted within Exhibit B.

(2) Appraisal value of the Real Property (FMV):

Harbor Way Premises:	\$43,000.00
Lee Street Premises:	\$13,000.00
Total Assessment:	\$56,000.00

(3) Kind and Amount of Benefit to the Public: The purpose of the transfer is to provide the City of Utica with access to and right of way for the purpose of maintaining, repairing, and operating an extensions to public roadways to be known as “Harbor Way” and “Lee Street”, respectively, and other related appurtenances to be used in connection with the redevelopment of the Harbor Point area in Utica, New York. The public would benefit from the proposed conveyance of the Harbor Way and Lee Street Premises as it will allow the City to operate and maintain public roadways used in connection with the redevelopment of the Harbor Point area in Utica, New York

(4) Value Received Compared to FMV:

Monetary value received by Corporation: \$10.00 for conveyance of fee title

Total Appraised FMV: \$56,000.00

(5) Names of Parties to the Transaction and Value Received:

Seller: Utica Harbor Point Development Corporation

Value Received by Seller: (i) \$10.00 for conveyance of fee title, (ii) permits the public to access adjacent real property owned by the Seller and other property owners in the Utica Harbor Point Development Project, (iii) community benefits associated with providing safe and efficient access to the Utica Harbor.

Purchaser: City of Utica

Value Received by Purchaser: approximately 2.16 +/- acre parcel of real property with an appraised FMV of approximately \$43,000.00 and approximately 0.65 +/- acre parcel of real property with an appraised FMV of approximately \$13,000.00, for a total appraised value of approximately \$56,000.00

(6) Names of Private Parties that have made an Offer, the Value of the Offer, and Purpose which the asset would have been used: None