

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA CIVIC DEVELOPMENT CORPORATION
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

Agenda

Utica Civic Development Corporation
Annual Meeting – Wednesday, April 3, 2024 @ 9:40am
City Hall, Utica, New York

- I. Call to Order
- II. Approval of Minutes (March 22, 2023)
- III. Old Business
 - A. Confirmation of Officers
 - B. Ratification of any Actions taken in 2023
- IV. New Business
 - A. Authorities Budget Office documents - Approval
- V. Executive Session (if required)
- VI. Adjourn



CITY OF UTICA

Utica Civic Development Corporation
1 Kennedy Plaza, Utica, New York 13502
(315)792-0195 fax: (315)797-6607

ROBERT M. PALMIERI
MAYOR

VINCENT GILROY, JR.
CHAIRMAN

JACK N. SPAETH
EXECUTIVE DIRECTOR

March 22, 2023 9:00a.m.
Utica Civic Development Corporation – Annual Meeting
City Hall, 1 Kennedy Plaza, Utica

Members Present: Mark Curley, John Zegarelli, Emmett Martin

Member Excused: Vin Gilroy, John Buffa

Also Present: Jack Spaeth (Executive Director), Linda Romano (via phone) and Laura Ruberto (BS&K – Agency counsel)

Others:

1) CALL MEETING TO ORDER: The meeting was called to order by Mr. Curley at 9:03a.m.

2) APPROVAL OF MINUTES: A motion was made by Mr. Martin, seconded by Mr. Curley, to approve the minutes of the March 23, 2022 meeting. All in favor.

3A) NEW BUSINESS: Confirmation of Officers

Mr. Spaeth reviewed the slate of Officers for the 2023 year.

Chairman – Vincent Gilroy, Jr. (appointed by Mayor)

Vice-Chairman – Mark Curley

Treasurer – John Buffa

Secretary – Emmett Martin

Sergeant at Arms – John Zegarelli

Asst. Secretary/Treasurer – Jack Spaeth

Mr. Curley made a motion, seconded by Mr. Zegarelli to accept the slate of officers as stated. All in favor.

3B) OLD BUSINESS: Ratification of 2022 actions

Mr. Curley made a motion, seconded by Mr. Zegarelli to ratify all actions taken in 2022. All in favor.

4A) NEW BUSINESS: Authorities Budget Office – Approval of ABO documents

Mr. Spaeth having previously provided Agency members with the following documents: Annual, Procurement and Investment Reports, effectiveness of Internal Controls, Mission and Measurement Report and Operations and Accomplishments.

As such, Mr. Martin made a motion, seconded by Mr. Zegarelli to approve the ABO documents as

presented. All in favor.

5) EXECUTIVE SESSION: not entered into

6) ADJOURNMENT: There being no further business brought before the Agency, Mr. Curley made a motion to adjourn, seconded by Mr. Zegarelli and the meeting was adjourned at 9:08am.

Annual Report for Utica Civic Development Corporation

Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024

Status: CERTIFIED

Certified Date: 03/15/2024

Governance Information (Authority-Related)

Question		Response	URL (if Applicable)
1.	Has the Authority prepared its annual report on operations and accomplishments for the reporting period as required by section 2800 of PAL?	Yes	www.cityofutica.com
2.	As required by section 2800(9) of PAL, did the Authority prepare an assessment of the effectiveness of its internal controls?	Yes	www.cityofutica.com
3.	Has the lead audit partner for the independent audit firm changed in the last five years in accordance with section 2802(4) of PAL?	No	N/A
4.	Does the independent auditor provide non-audit services to the Authority?	No	N/A
5.	Does the Authority have an organization chart?	Yes	www.cityofutica.com
6.	Are any Authority staff also employed by another government agency?	Yes	City of Utica
7.	Has the Authority posted their mission statement to their website?	Yes	www.cityofutica.com
8.	Has the Authority's mission statement been revised and adopted during the reporting period?	No	N/A
9.	Attach the Authority's measurement report, as required by section 2824-a of PAL and provide the URL.		www.cityofutica.com

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Governance Information (Board-Related)

Question	Response	URL (If Applicable)
1. Has the Board established a Governance Committee in accordance with Section 2824(7) of PAL?	Yes	N/A
2. Has the Board established an Audit Committee in accordance with Section 2824(4) of PAL?	Yes	N/A
3. Has the Board established a Finance Committee in accordance with Section 2824(8) of PAL?	Yes	N/A
4. Provide a URL link where a list of Board committees can be found (including the name of the committee and the date established):		www.cityofutica.com
5. Does the majority of the Board meet the independence requirements of Section 2825(2) of PAL?	Yes	N/A
6. Provide a URL link to the minutes of the Board and committee meetings held during the covered fiscal year		www.cityofutica.com
7. Has the Board adopted bylaws and made them available to Board members and staff?	Yes	www.cityofutica.com
8. Has the Board adopted a code of ethics for Board members and staff?	Yes	www.cityofutica.com
9. Does the Board review and monitor the Authority's implementation of financial and management controls?	Yes	N/A
10. Does the Board execute direct oversight of the CEO and management in accordance with Section 2824(1) of PAL?	Yes	N/A
11. Has the Board adopted policies for the following in accordance with Section 2824(1) of PAL?		
Salary and Compensation	Yes	N/A
Time and Attendance	Yes	N/A
Whistleblower Protection	Yes	N/A
Defense and Indemnification of Board Members	Yes	N/A
12. Has the Board adopted a policy prohibiting the extension of credit to Board members and staff in accordance with Section 2824(5) of PAL?	Yes	N/A
13. Are the Authority's Board members, officers, and staff required to submit financial disclosure forms in accordance with Section 2825(3) of PAL?	Yes	N/A
14. Was a performance evaluation of the board completed?	Yes	N/A
15. Was compensation paid by the Authority made in accordance with employee or union contracts?	No	N/A
16. Has the board adopted a conditional/additional compensation policy governing all employees?	No	

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Board of Directors Listing

Name	Buffa, John	Nominated By	Local
Chair of the Board	No	Appointed By	Local
If yes, Chair Designated by		Confirmed by Senate?	No
Term Start Date	5/1/2019	Has the Board Member/Designee Signed the Acknowledgement of Fiduciary Duty?	Yes
Term Expiration Date	Pleasure of Authority	Complied with Training Requirement of Section 2824?	Yes
Title		Does the Board Member/Designee also Hold an Elected or Appointed State Government Position?	No
Has the Board Member Appointed a Designee?		Does the Board Member/Designee also Hold an Elected or Appointed Municipal Government Position?	No
Designee Name		Ex-Officio	

Name	Curley, Mark	Nominated By	Local
Chair of the Board	No	Appointed By	Local
If yes, Chair Designated by		Confirmed by Senate?	No
Term Start Date	5/1/2019	Has the Board Member/Designee Signed the Acknowledgement of Fiduciary Duty?	Yes
Term Expiration Date	Pleasure of Authority	Complied with Training Requirement of Section 2824?	Yes
Title		Does the Board Member/Designee also Hold an Elected or Appointed State Government Position?	No
Has the Board Member Appointed a Designee?		Does the Board Member/Designee also Hold an Elected or Appointed Municipal Government Position?	No
Designee Name		Ex-Officio	

Annual Report for Utica Civic Development Corporation

Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024

Status: CERTIFIED

Certified Date: 03/15/2024

Name	Gilroy, Jr, Vincent	Nominated By	Local
Chair of the Board	Yes	Appointed By	Local
If yes, Chair Designated by	Local	Confirmed by Senate?	No
Term Start Date	5/1/2019	Has the Board Member/Designee Signed the Acknowledgement of Fiduciary Duty?	Yes
Term Expiration Date	Pleasure of Authority	Complied with Training Requirement of Section 2824?	Yes
Title		Does the Board Member/Designee also Hold an Elected or Appointed State Government Position?	No
Has the Board Member Appointed a Designee?		Does the Board Member/Designee also Hold an Elected or Appointed Municipal Government Position?	No
Designee Name		Ex-Officio	

Name	Martin, Emmett	Nominated By	Local
Chair of the Board	No	Appointed By	Local
If yes, Chair Designated by		Confirmed by Senate?	No
Term Start Date	5/1/2019	Has the Board Member/Designee Signed the Acknowledgement of Fiduciary Duty?	Yes
Term Expiration Date	Pleasure of Authority	Complied with Training Requirement of Section 2824?	Yes
Title		Does the Board Member/Designee also Hold an Elected or Appointed State Government Position?	No
Has the Board Member Appointed a Designee?		Does the Board Member/Designee also Hold an Elected or Appointed Municipal Government Position?	No
Designee Name		Ex-Officio	

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Name	Zegarelli, John	Nominated By	Local
Chair of the Board	No	Appointed By	Local
If yes, Chair Designated by		Confirmed by Senate?	No
Term Start Date	5/1/2019	Has the Board Member/Designee Signed the Acknowledgement of Fiduciary Duty?	Yes
Term Expiration Date	Pleasure of Authority	Complied with Training Requirement of Section 2824?	Yes
Title		Does the Board Member/Designee also Hold an Elected or Appointed State Government Position?	No
Has the Board Member Appointed a Designee?		Does the Board Member/Designee also Hold an Elected or Appointed Municipal Government Position?	No
Designee Name		Ex-Officio	

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Staff Listing

Name	Title	Group	Department/ Subsidiary	Union Name	Bargaining Unit	Full Time/ Part Time	Exempt	Base Annualized Salary	Actual salary paid to the Individual	Overtime paid by Authority	Performance Bonus	Extra Pay	Other Compensati on/Allowanc es/Adjustme nts	Total Compensat ion paid by Authority	Individual also paid by another entity to perform the work of the Authority	If yes, Is the payment made by a State or local governme nt
Spaeth, Jack	Executive Director	Executive		CSEA		FT	No	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	Yes	Yes

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Benefit Information

During the fiscal year, did the Authority continue to pay for any of the above mentioned benefits for former staff or individuals affiliated With the Authority after those individuals left the Authority?	No
---	----

Board Members

Name	Title	Severance Package	Payment for Unused Leave	Club Member-ships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these Benefits	Other
Buffa, John	Board of Directors												X	
Curley, Mark	Board of Directors												X	
Gilroy, Jr, Vincent	Board of Directors												X	
Martin, Emmett	Board of Directors												X	
Zegarelli, John	Board of Directors												X	

Staff

Name	Title	Severance Package	Payment for Unused Leave	Club Member-ships	Use of Corporate Credit Cards	Personal Loans	Auto	Transportation	Housing Allowance	Spousal / Dependent Life Insurance	Tuition Assistance	Multi-Year Employment	None of these Benefits	Other
------	-------	-------------------	--------------------------	-------------------	-------------------------------	----------------	------	----------------	-------------------	------------------------------------	--------------------	-----------------------	------------------------	-------

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Subsidiary/Component Unit Verification

Is the list of subsidiaries, as assembled by the Office of the State Comptroller, correct?	Yes
Are there other subsidiaries or component units of the Authority that are active, not included in the PARIS reports submitted by this Authority and not independently filing reports in PARIS?	No

Name of Subsidiary/Component Unit	Status
-----------------------------------	--------

Request Subsidiary/Component Unit Change

Name of Subsidiary/Component Unit	Status	Requested Changes
-----------------------------------	--------	-------------------

Request Add Subsidiaries/Component Units

Name of Subsidiary/Component Unit	Establishment Date	Purpose of Subsidiary/Component Unit
-----------------------------------	--------------------	--------------------------------------

Request Delete Subsidiaries/Component Units

Name of Subsidiary/Component Unit	Termination Date	Reason for Termination	Proof of Termination Document Name
-----------------------------------	------------------	------------------------	------------------------------------

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Summary Financial Information
SUMMARY STATEMENT OF NET ASSETS

			Amount
Assets			
Current Assets			
	Cash and cash equivalents		\$1.00
	Investments		\$0.00
	Receivables, net		\$0.00
	Other assets		\$0.00
	Total current assets		\$1.00
Noncurrent Assets			
	Restricted cash and investments		\$0.00
	Long-term receivables, net		\$0.00
	Other assets		\$0.00
	Capital Assets		
		Land and other nondepreciable property	\$0.00
		Buildings and equipment	\$0.00
		Infrastructure	\$0.00
		Accumulated depreciation	\$0.00
		Net Capital Assets	\$0.00
	Total noncurrent assets		\$0.00
Total assets			\$1.00
Liabilities			
Current Liabilities			
	Accounts payable		\$1.00
	Pension contribution payable		\$0.00
	Other post-employment benefits		\$0.00
	Accrued liabilities		\$0.00
	Deferred revenues		\$0.00
	Bonds and notes payable		\$0.00
	Other long-term obligations due within one year		\$0.00
	Total current liabilities		\$1.00
Noncurrent Liabilities			

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

	Pension contribution payable		\$0.00
	Other post-employment benefits		\$0.00
	Bonds and notes payable		\$0.00
	Long term leases		\$0.00
	Other long-term obligations		\$0.00
	Total noncurrent liabilities		\$0.00
Total liabilities			\$1.00
Net Asset (Deficit)			
Net Assets			
	Invested in capital assets, net of related debt		\$0.00
	Restricted		\$0.00
	Unrestricted		\$0.00
	Total net assets		\$0.00

SUMMARY STATEMENT OF REVENUE, EXPENSES AND CHANGES IN NET ASSETS

			Amount
Operating Revenues			
	Charges for services		\$0.00
	Rental and financing income		\$0.00
	Other operating revenues		\$0.00
	Total operating revenue		\$0.00
Operating Expenses			
	Salaries and wages		\$0.00
	Other employee benefits		\$0.00
	Professional services contracts		\$0.00
	Supplies and materials		\$0.00
	Depreciation and amortization		\$0.00
	Other operating expenses		\$0.00
	Total operating expenses		\$0.00
Operating income (loss)			\$0.00
Nonoperating Revenues			
	Investment earnings		\$0.00
	State subsidies/grants		\$0.00
	Federal subsidies/grants		\$0.00
	Municipal subsidies/grants		\$0.00
	Public authority subsidies		\$0.00

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

	Other nonoperating revenues		\$0.00
	Total nonoperating revenue		\$0.00
Nonoperating Expenses			
	Interest and other financing charges		\$0.00
	Subsidies to other public authorities		\$0.00
	Grants and donations		\$0.00
	Other nonoperating expenses		\$0.00
	Total nonoperating expenses		\$0.00
	Income (loss) before contributions		\$0.00
Capital contributions			\$0.00
Change in net assets			\$0.00
Net assets (deficit) beginning of year			\$0.00
Other net assets changes			\$0.00
Net assets (deficit) at end of year			\$0.00

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Current Debt

Question		Response
1.	Did the Authority have any outstanding debt, including conduit debt, at any point during the reporting period?	No
2.	If yes, has the Authority issued any debt during the reporting period?	

New Debt Issuances

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Schedule of Authority Debt

Type of Debt			Statutory Authorization(\$)	Outstanding Start of Fiscal Year(\$)	New Debt Issuances(\$)	Debt Retired (\$)	Outstanding End of Fiscal Year(\$)
State Obligation	State Guaranteed						
State Obligation	State Supported						
State Obligation	State Contingent Obligation						
State Obligation	State Moral Obligation						
Other State-Funded	Other State-Funded						
Authority Debt - General Obligation	Authority Debt - General Obligation						
Authority Debt - Revenue	Authority Debt - Revenue						
Authority Debt - Other	Authority Debt - Other						
Conduit		Conduit Debt					
Conduit		Conduit Debt - Pilot Increment Financing					
TOTALS							

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Real Property Acquisition/Disposal List

This Authority has indicated that it had no real property acquisitions or disposals during the reporting period.

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Personal Property

This Authority has indicated that it had no personal property disposals during the reporting period.

Annual Report for Utica Civic Development Corporation
 Fiscal Year Ending: 12/31/2023

 Run Date: 03/15/2024
 Status: CERTIFIED
 Certified Date: 03/15/2024

Property Documents

Question		Response	URL (If Applicable)
1.	In accordance with Section 2896(3) of PAL, the Authority is required to prepare a report at least annually of all real property of the Authority. Has this report been prepared?	No	
2.	Has the Authority prepared policies, procedures, or guidelines regarding the use, awarding, monitoring, and reporting of contracts for the acquisition and disposal of property?	Yes	www.cityofutica.com
3.	In accordance with Section 2896(1) of PAL, has the Authority named a contracting officer who shall be responsible for the Authority's compliance with and enforcement of such guidelines?	Yes	N/A

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Grant Information

This Authority has indicated that it did not award any grants during the reporting period.

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Loan Information

This Authority has indicated that it did not have any outstanding loans during the reporting period.

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Bond Information

This Authority has indicated that it did not have any outstanding bonds during the reporting period.

Annual Report for Utica Civic Development Corporation
Fiscal Year Ending: 12/31/2023

Run Date: 03/15/2024
Status: CERTIFIED
Certified Date: 03/15/2024

Additional Comments

Investment Report for Utica Civic Development Corporation

Fiscal Year Ending: 12/31/2023

Run Date : 01/17/2024

Status: CERTIFIED

Certified Date: 01/17/2024

Investment Information

Question		Response	URL (If Applicable)
1.	Has the Authority prepared an Annual Investment Report for the reporting period as required by Section 2925 (6) of PAL?	No	
2.	Are the Authority's investment guidelines reviewed and approved annually?	Yes	
3.	Did the Authority have an independent audit of investments as required by Section 2925(3)(f) of PAL?	No	
4.	Has the Authority's independent auditor issued a management letter to the Authority in connection with its annual audit of investments?	No	

Additional Comments

Procurement Report for Utica Civic Development Corporation

Fiscal Year Ending: 12/31/2023

Run Date: 01/17/2024

Status: CERTIFIED

Certified Date : 01/17/2024

Procurement Information:

Question		Response	URL (If Applicable)
1.	Does the Authority have procurement guidelines?	Yes	www.cityofutica.com
2.	Are the procurement guidelines reviewed annually, amended if needed, and approved by the Board?	Yes	
3.	Does the Authority allow for exceptions to the procurement guidelines?	Yes	
4.	Does the Authority assign credit cards to employees for travel and/or business purchases?	No	
5.	Does the Authority require prospective bidders to sign a non-collusion agreement?	No	
6.	Does the Authority incorporate a summary of its procurement policies and prohibitions in its solicitation of proposals, bid documents, or specifications for procurement contracts?	No	
7.	Did the Authority designate a person or persons to serve as the authorized contact on a specific procurement, in accordance with Section 139-j(2)(a) of the State Finance Law, "The Procurement Lobbying Act"?	Yes	
8.	Did the Authority determine that a vendor had impermissible contact during a procurement or attempted to influence the procurement during the reporting period, in accordance with Section 139-j(10) of the State Finance Law?	No	
8a.	If Yes, was a record made of this impermissible contact?		
9.	Does the Authority have a process to review and investigate allegations of impermissible contact during a procurement, and to impose sanctions in instances where violations have occurred, in accordance with Section 139-j(9) of the State Finance Law?	No	



Procurement Report for Utica Civic Development Corporation

Fiscal Year Ending: 12/31/2023

Run Date: 01/17/2024
Status: CERTIFIED
Certified Date : 01/17/2024

Procurement Transactions Listing:

The Authority has indicated that it had no procurement transactions during the reporting period.

Additional Comments

**Utica Civic Development Corporation
Assessment of the Effectiveness of Internal Controls 2023**

A. Define the Authority's Major Business Functions

It is hereby determined that the establishment of the Utica Civic Development Corporation (UCDC) pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York as an instrumentality of the City of Utica, New York for the specific purpose of:

- (a) promoting community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the City by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access low interest tax-exempt and non-tax-exempt financing for their eligible projects; and
- (b) undertaking projects and activities within the City for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and lessening the burdens of government and acting in the public interest, is in the best interest of the City and the purposes of the Corporation will lessen the burdens of City government, perform an essential governmental function of the City, and are in the public interest of the City.

B. Determine the Risks Associated with Its Operations

The Corporation owns no property and acts as a pass through of state granted benefits. Staff of the Corporation (Executive Director) is employed by the City of Utica. Checks received from project fees are immediately deposited into the Corporation's account. No cash is ever utilized for transaction purposes

C. Identify the Internal Control Systems in Place

The UCDC's existing controls will prevent significant fraud from occurring. The Executive Director presents all bills and vouchers to Corporation members. Two Corporation members must sign each check and reconciliations are provided for review and signatures at the end of each month. In addition, the Board oversees all expenditures and is provided with financial reports on a monthly basis.

Risk, as assessed, is low. The Board of Directors evaluates on a yearly basis.

D. Assess the Extent to Which the Internal Control System is Effective

To the knowledge of management, there has never been an outstanding issue with the effectiveness of the Internal Control System nor has any issue been brought to the attention of the Board of Directors through the annual audit.

E. Take Corrective Action

Should the event of fraud or a weakness in the effectiveness of the Internal Control System be identified, a corrective plan will be developed and adopted by the Board and monitored by management ensure that the vulnerability is addressed.

MICHAEL P. GALIME, MAYOR
CITY OF UTICA



UTICA INDUSTRIAL DEVELOPMENT AGENCY
1 KENNEDY PLAZA
UTICA, NEW YORK 13502
PHONE: (315) 792-0195
FAX: (315) 797-6607

MEMORANDUM

December 31, 2023

TO: New York State Authorities Budget Office
FROM: Jack Spaeth, Executive Director
RE: Utica Civic Development Corporation

New York State Local Public Authority Mission Statement and Measurement Report

Local Public Authority Name: Utica Civic Development Corporation

Fiscal Year: January 2023 – December 31, 2023

Enabling Legislation: Section 1411 of the Not-for-Profit Corporation Law

Mission Statement: The mission of the Utica Civic Development Corporation is to assist in the enhancement and diversity of the economy of the City of Utica by acting in support of projects in the City of Utica that create and/or retain jobs and promote private sector investment utilizing the statutory powers of the Local Development Corporation as set forth under the provisions of the laws of the State of New York. Adopted: June 14, 2019

The UCDC provides promoting community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the City by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access low interest tax-exempt and non-tax-exempt financing for their eligible projects; and undertaking projects and activities within the City for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and lessening the burdens of government and acting in the public interest, is in the best interest of the City and the

purposes of the Corporation will lessen the burdens of City government, perform an essential governmental function of the City, and are in the public interest of the City.

2023 Measurements:

Goals:

- **Assist not-for-profits within the City through bond financing to help them reduce financing costs for capital projects undertaken by their Agencies which will help them control costs so that they can better serve the individuals within the City that they assist.**
- **To communicate with government, education, labor, business and economic development agencies to maximize development potential and sustainability of the economy in the City of Utica**
- **To work cooperatively with City administration to further economic development progress**

Objectives:

- **Issuing Tax-exempt or Taxable bonds to finance eligible not for profit and commercial projects. Issuing of tax-exempt bonds for projects that are eligible for financing in compliance with federal and NYS legislation.**
- **Facilitating the securing of public and private grants for economic development projects through the NYS Consolidated Funding Application process and others available.**
- **Complying with the State Environmental Quality Review Act (SEQRA) on all projects assisted by the City of Utica UDC.**
- **To improve the quality of life in the City of Utica;**
- **Collaborating with City planning and zoning departments to ensure proposed development opportunities meet the overall goals of the City's development plans.**
- **To increase the City of Utica's tax base**

Authority Stakeholder(s): City of Utica, New York

Authority Beneficiaries: City of Utica residents

Authority Customers: All eligible business entities

Authority self-evaluation of prior year performance: UCDC had reached out to a number of NFP prospects but no projects were initiated.

Governance Certification:

1. Have the board members acknowledged that they have read and understand the mission of the public authority? Board of Directors Response: **Yes**
2. Who has the power to appoint management of the public authority? Board of Directors Response: **Mayor of the City of Utica**
3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority. Board of Directors Response: **N/A**
4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

Board of Directors Response: **The role of the Board regarding the implementation of the public authority's mission is to provide strategic input, guidance, oversight, mission authorization, policy setting and validation of the authority's mission, measurements and results. The role of management is to collaborate with the board in strategy development / strategy authorization and to implement established programs, processes, activities and policies to achieve the public authority's mission**

5. Has the Board acknowledged that they have read and understood the response to each of these questions? Board of Directors Response: **Yes**

Utica Civic Development Corporation 2023 Operations and Accomplishments

Operations:

Maintained conformity to PAAA – updated website, implemented needed reports
Continued to engage local business owners and developers as to expansion possibilities and new construction opportunities

Accomplishments:

As the Corporation was formed in June 2019, there were no civic facilities that were assisted.
The Executive Director has reached out to various NFPs as to upcoming projects and to inform them that the UCDC is available to assist.

BY-LAWS
OF THE
UTICA CIVIC DEVELOPMENT CORPORATION

Adopted: June 14, 2019

ARTICLE I
THE CORPORATION

Section 1. Name. The name of the Corporation shall be the “Utica Civic Development Corporation”.

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

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

ARTICLE II
MEMBERSHIP

Section 1. Composition of Membership.

The sole member of the Corporation shall be the City of Utica (the “Member” or the “City”), acting through its Mayor.

Section 2. Rights and Powers of Member.

The Member shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation or the By-laws of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Board of Directors. The Corporation shall be managed by a Board of Directors, comprised of not less than three, nor more than seven directors. The Directors will include the following individuals, serving *ex officio*: (a) the Chairman of the City of Utica Industrial Development Agency, (b) the Vice-Chairman of the City of Utica Industrial Development Agency, and (c) any additional members of the City of Utica Industrial Development Agency. Additional Directors, if any, may be appointed by the City, acting through its Mayor. All Directors shall serve at the pleasure of the City, acting through its Mayor, and each such Director shall continue to hold office until his or her successor is appointed. A director shall continue to hold office until his or her successor is appointed and has qualified. Such directors shall receive no compensation for their services.

Section 2. Conflict of Interest. It is acknowledged that the directors hold comparable positions with the City of Utica Industrial Development Agency. By reason of the shared public purposes of the Corporation and the City of Utica Industrial Development Agency, none of the directors of the Corporation will be deemed to have a conflict of interest solely due to such person's position with the City of Utica Industrial Development Agency.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation 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 2. Chairman. The Chairman shall preside at all meetings of the Corporation. Except as otherwise authorized by resolution of the Corporation, 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 Corporation. At each meeting the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Corporation. The Chairman must be a director of the Corporation. No employee of the Corporation shall serve as Chairman or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chairman by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an independent director for purposes of the Not-for-Profit Corporation Law.

Section 3. 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 Corporation shall appoint a new Chairman. The Vice Chairman must be a director of the Corporation.

Section 4. Secretary. The Secretary shall keep the records of the Corporation, shall act as secretary of the meetings of the Corporation and record all votes, and shall keep a record of the proceedings of the Corporation 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 Corporation and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Corporation. The Secretary of the Corporation need not be a director of the Corporation.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Corporation and shall deposit or cause to be deposited the same in the name of the Corporation in such bank or banks as the Corporation 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 Corporation. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Corporation at each regular meeting an account of his transactions and also of the financial condition of the Corporation. The Treasurer shall give such bond for the faithful performance of his/her duties as the Corporation may determine. The Treasurer need not be a director of the Corporation.

Section 6. 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 Corporation 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 Corporation may determine. The Assistant Secretary need not be a director of the Corporation.

Section 7. Conflict of Interest. No director or officer or shall have an interest in any contract with the Corporation, when such officer or director 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, or (c) appoint an officer or employee who has any of the powers or duties set forth above. No director shall also serve as the Corporation'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 8. Additional Duties. The officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Corporation, by the by-laws of the Corporation, or by the rules and regulations of the Corporation.

Section 9. Appointment of Officers. All officers of the Corporation shall be appointed at the annual meeting of the Corporation, and shall hold office for one year or until their successors are appointed.

Section 10. Vacancies of Officers. Should any office become vacant, the Corporation 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 11. Additional Personnel. The Corporation 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 Not-For-Profit Corporation Law, 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 Corporation subject to the laws of the State of New York.

Section 12. Audit and Governance Committees. The Board of Directors shall establish an Audit Committee and a Governance Committee. The Audit Committee shall consist of at least three (3) directors of the Corporation. The Governance Committee shall also consist of at least three (3) directors of the Corporation, The Audit Committee and the Governance Committee shall discharge their duties in accordance with the terms and conditions of their respective Charters.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Executive Director. The Corporation shall appoint an Executive Director by Resolution. The Executive Director shall not be a Member of the Board of Directors of the Corporation.

Section 2. Duties and Responsibilities of Executive Director . The Executive Director shall report to the Chairman of the Board of Directors and he or she shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a Resolution adopted by the Board, the Executive Director shall:

- (a) execute all agreements, bonds, notes, contracts, deeds, leases, and any other instruments of the Corporation;
- (b) sign all financial instruments and checks;
- (c) co-sign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board (said instruments may be counter-signed by such other Officer or Director as shall be designated by the Board);
- (d) prepare the annual budget of the Corporation with the consultation and cooperation of the Audit Committee for submission to the Board for approval; and
- (e) sign all purchase orders under the direction of the Board by Resolution.

Furthermore, the Executive Director shall assist the Chairman with such matters as the Chairman or the Board may request in furtherance of the Corporation's public purposes. The Executive Director shall be charged with leading the Corporation and carrying out its mission statement and fulfilling its public purposes. The Executive Director shall also perform all other duties,

customarily incident to the office of an Executive Director of a local development corporation and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Executive Director of the Corporation shall be the contracting officer of the Corporation for the disposition of real and personal property and in accordance with the provisions of the Act (as defined herein).

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. The annual meeting of the Corporation's Board of Directors shall be immediately preceding the annual meeting of the Member, if any, at a time and place fixed in the notice therefore, or if there is no annual meeting of the Member, at such time as the Board shall determine. The Board shall vote at said annual meeting to approve the schedule of regular meetings for the upcoming business year. The annual meeting of the Member, if any, shall be held on the date determined by the Member. In the event that no annual meeting of the Member shall be held, a special meeting in lieu of the annual meeting may be held with all the force and effect of the annual meeting.

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

Section 3. Special Meetings. The Chairman of the Board may, when he or she deems it desirable, and shall, upon the written request of either (i) the Member, or (ii) two directors of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting of the Board may be hand-delivered to each director of the Corporation, may be mailed to the business or home address of each director of the Corporation, or may be transmitted electronically to each director of the Corporation, at least two days prior to the date of such special meeting. Waivers of notice may be signed by the any director 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 directors are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Special meetings of the Member other than those regulated by statute may be called at any time by the Member or by the Chairman of the Board, upon not less than ten (10) or more than fifty (50) days written notice to the Member. The notice shall state the date, time and place of the meeting and the business to be transacted at such meeting and shall also indicate at whose direction the meeting is being called. A copy of the notice shall be given personally, by first class mail, by facsimile telecommunications or by electronic telecommunications. A special meeting of the Member may be held at any time and at any place within the State of New York and any action may be taken thereat.

Section 4. Quorum; Acts of the Board. At all meetings of the Board, a majority of the directors 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. The

affirmative vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these By-Laws. For purposes of Board action, the "entire Board" shall consist of the number of directors within the range of directors authorized by these By-Laws then serving. Each director shall have one vote regarding any corporate action to be taken by the Board.

Section 5. Member Participation in Meetings by Electronic Communications. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment (such as video conferencing equipment) allowing all persons participating in the meeting to hear each other at the same time and to propose, object to, and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at a meeting.

Section 6. Order of Business. The order of business at the regular meeting of the Board shall be conducted in accordance with, and shall be governed by Robert's Rules of Order or as otherwise determined by the Board.

Section 7. Manner of Voting. The voting on all questions coming before the Board shall be by voice vote, except when a roll call vote is requested by any director, 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.

Section 8. Actions of the Member. At all meetings of the Member, the Member shall act through its Mayor.

ARTICLE VII

PUBLIC AUTHORITIES ACCOUNTABILITY ACT

Section 1. Public Authorities Accountability Act. The Corporation will be subject to the Public Authorities Accountability Act of 2005, as amended (the "Act"). As such, the Corporation will be required to, among other things: (1) undergo annual independent audits and submit the results of such audits to the City of Utica and the New York State Authority Budget Office, (2) prepare and submit its annual budget to the City of Utica and the New York State Authority Budget Office, (3) adopt the various ethical, reporting, property disposition and disclosure policies required by the Act, and (4) form governance and audit committees to ensure the Corporation is in compliance with the Act and any other applicable laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to By-laws. The by-laws of the Corporation shall be amended only with the approval of the Member and at least a majority of all of the directors of the Corporation at a regular or special meeting, but no such amendment shall be adopted unless

at least ten days written notice thereof has been previously given to all directors of the Corporation; provided, however, that the by-laws shall not be amended without the consent of the City of Utica, acting through its Mayor.