

**Authorizing Resolution
Fulton County Center for Regional Growth
Request for Funding**

Date: October 1, 2025

At a meeting of the Utica Civic Development Corporation, Utica, New York (the "UCDC"), held at One Kennedy Plaza, Utica, New York on October 1, 2025, the following members of the UCDC were:

PRESENT: Vincent Gilroy
 Kevin Martin
 John Buffa
 Haris Dervisevic
 John Zegarelli

ALSO PRESENT: Jack Spaeth, Executive Director
 Laura Ruberto, Bond Schoeneck & King

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to authorizing a loan to Fulton County Center for Regional Growth.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Vincent Gilroy voting aye
Kevin Martin voting aye
John Buffa voting aye
Haris Dervisevic voting aye
John Zegarelli voting aye

RESOLUTION AUTHORIZING THE UCDC TO LOAN FUNDS TO FULTON
COUNTY CENTER FOR REGIONAL GROWTH.

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to the certificate of incorporation filed on May 13, 2019, the UTICA CIVIC DEVELOPMENT CORPORATION ("UCDC") was established as a not-for-profit local development corporation of the State for the purposes of, among other things, undertaking projects and activities within the City of Utica, New York (the "City") for the purpose of relieving and reducing unemployment in the City, 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; and

WHEREAS, UCDC is a public instrumentality of, but separate and apart from, the City; and

WHEREAS, Fulton County Center for Regional Growth ("FCCRG") has been awarded a Mohawk Valley Empowers Grant totaling \$549,000.00 (the "Grant") to support a workforce development project that will benefit K-12 schools, BOCES, colleges, businesses and workforce boards in the City for the purpose of developing collaboration between economic development, workforce professionals, educators, businesses, and the community (collectively, the "Project"); and

WHEREAS, FCCRG has requested UCDC extend a loan to FCCRG in the principal sum of \$75,000.00 in support of the Project (the "Loan"), which Loan will be repaid to UCDC when FCCRG receives the proceeds of the Grant; and

WHEREAS, UCDC desires to extend the Loan to FCCRG and to enter into an agreement relating to the terms of the Loan (the "Memorandum of Understanding").

NOW, THEREFORE, BE IT RESOLVED by the Utica Civic Development Corporation (a majority of the members thereof affirmatively concurring) as follows:

Section 1.

(a) By virtue of the Act, UCDC has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) Extending the Loan to FCCRG in support of the Project will (i) relieve and reduce unemployment; (ii) maintain job opportunities; (iii) encourage the retention of one or more industries; and (iv) lessen the burdens of government and act in the public interest and thereby serve the public purposes of the Act; and

(c) It is desirable and in the public interest for UCDC to extend the Loan in support of the Project and enter into the Memorandum of Understanding with FCCRG.

Section 2. In consequence of the foregoing, UCDC hereby determines to: (i) extend the Loan to FCCRG in support of the Project; and (ii) execute, deliver and perform the Memorandum of Understanding.

Section 3. UCDC is hereby authorized to extend the Loan to FCCRG and enter into the Memorandum of Understanding and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by UCDC with respect to such action are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Memorandum of Understanding (in substantially the form presented to UCDC and which, prior to the execution and delivery thereof, may be redated) is hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of UCDC are hereby authorized, on behalf of UCDC, to execute and deliver the Memorandum of Understanding, in substantially the form presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of UCDC shall approve, and such other related documents as may be, in the judgment of the Chairman and UCDC Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of UCDC shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of UCDC are further hereby authorized, on behalf of UCDC, to designate any additional authorized representatives of UCDC.

Section 6. The officers, employees and agents of UCDC are hereby authorized and directed for and in the name and on behalf of UCDC to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 resolution and to cause compliance by UCDC with all of the terms, covenants and provisions of the Closing Documents binding upon UCDC.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)

: ss.:

COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of Utica Civic Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of Utica Civic Development Corporation ("UCDC"), including the resolutions contained therein, held on October 1, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of UCDC and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of UCDC had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of October 1, 2025.

UTICA CIVIC DEVELOPMENT
CORPORATION

By:



Jack N. Spaeth, Assistant Secretary