

**Authorizing Resolution  
UIDA Services Agreement**

Date: October 1, 2025

At a meeting of the Utica Civic Development Corporation, Utica, New York ("UCDC"), held at One Kennedy Plaza, Utica, New York on October 1, 2025, the following members of 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 Service Agreement with City of Utica Industrial Development Agency.

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 UCDC TO ENTER INTO A SERVICE  
AGREEMENT WITH CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY.

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, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 710 of the Laws of 1981 of the State of New York (collectively, the "Act"), the City of Utica Industrial Development Agency (the "Agency") was created for the following purposes: to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, renewable energy and recreation facilities including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities, automobile racing facilities, renewable energy projects, and thereby advance the job opportunities, health, general prosperity and economic welfare of the People of the State of New York and to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, the Agency has requested UCDC provide certain services to the Agency to assist the Agency in achieving its public purposes, including but not limited to identifying opportunities in the City where UIDA can promote and develop business, commerce and industry within the City and relieve the burden of City taxpayers by adding new and previously abandoned properties to the tax rolls (collectively, the "Economic Development Services"); and

WHEREAS, the Agency and UCDC desire to enter into an agreement (the "Services Agreement") whereby UCDC will provide the Economic Development Services to the Agency; and

WHEREAS, as compensation for the Economic Development Services, the Agency agrees to pay to UCDC an initial fee of \$75,000.00 upon execution of the Services Agreement; and

WHEREAS, the Agency and UCDC agree to review on a quarterly, bi-annually or annual basis (as the parties deem to be appropriate) the appropriate compensation for Economic Development Services provided by UCDC.

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) Entering into the Services Agreement will relieve and reduce unemployment in the City, better and maintain job opportunities, aid the City by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and 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 provide the Economic Development Services to the Agency and enter into the Services Agreement with UCDC.

Section 2. In consequence of the foregoing, UCDC hereby determines to: (i) provide the Economic Development Services to the Agency; and (ii) execute, deliver and perform the Services Agreement.

Section 3. UCDC is hereby authorized to provide the Economic Development Services to the Agency and enter into the Services Agreement 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 Services Agreement (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 Services Agreement, 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 Agency 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 the 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