

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

Agenda

Utica Industrial Development Agency
Finance Committee – Wednesday, August 20, 2025 @ 9:15am
Utica City Hall, Utica, New York and via WebEx

- I. Call to Order
- II. Approval of Minutes (August 21, 2024)
- III. New Business

Approval of 2026 Budget

- IV. Executive Session (if required)
- V. Adjourn

Members of the public may listen to the meeting by calling

1-408-418-9388, Access code: 2868 669 9671 or joining the meeting at

Meeting link:

<https://cityofutica.webex.com/cityofutica/j.php?MTID=m244a2c616a8c92d73f7a1365273c2b59>

Meeting password: zZtRPWiZ934

The Minutes of the Finance Committee meeting will be transcribed and posted on the UIDA website within the Regular meeting minutes.

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August 21, 2024 9:14a.m.
Utica Industrial Development Agency Finance Committee Meeting
City Hall, Utica, NY – WebEx Conference Call/In-Person

Members Present: Vin Gilroy, Steve Deery, John Zegarelli
Excused: John Buffa, Emmett Martin
Also Present: Jack Spaeth (Executive Director)
Others: Laura Ruberto BSK – Agency Counsel

1) CALL MEETING TO ORDER: The meeting was called to order by Mr. Gilroy at 9:14a.m.

2) APPROVAL OF MINUTES: no previous minutes

3) NEW BUSINESS – Approval of 2025 budget

Mr. Spaeth having previously provided the 2025 budget to the members, asked if there were any questions.

There being none, Mr. Deery made a motion, seconded by Mr. Zegarelli to approve the UCDC 2025 budget. All in favor.

5) EXECUTIVE SESSION:

Not required

6) ADJOURNMENT: There being no further business brought before the Committee, Mr. Zegarelli made a motion to adjourn, seconded by Mr. Deery and the meeting was adjourned at 9:15am.

**Utica Industrial Development Agency
2026 Budget**

**DRAFT
2026**

REVENUE & FINANCIAL SOURCES

Operating Revenues

Charges for services	\$200,000
Rental & financing income	
Other operating revenues	\$108,000
Other Financing Sources	

Nonoperating Revenues

State subsidies/grants	
Municipal subsidies/grants	
Other nonoperating revenues	
Proceeds from the issuance of debt	

Total Revenues & Financing Sources

\$308,000

EXPENDITURES

Operating Expenditures

Professional services contracts	\$11,500
Supplies and materials	
Other operating expenditures	

Nonoperating Expenditures

<i>Impairment Loss</i>	
Other nonoperating expenditures	\$30,000
Accounts Payable	
Development / Project	\$150,000

Total Expenditures

\$191,500

**Excess (deficiency) of revenues and capital
contributions over expenditures**

\$116,500

Charges for Services:

Agency Fee Income	\$200,000
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Other Operating Revenues

(year denotes last year of admin fee)

Administrative Fee Income	\$108,000
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Gold Dome II (2036)	\$3,000	Utica Sunset Assoc (2049)	\$1,500
VEND-Uti (2025)	\$1,000	Carbone (2026)	\$3,000
BG-Trenton Tech (2025)	\$3,000	Slocum-Dickson (2030)	\$3,000
United Auto (2027)	\$3,000	GSCB (2033)	\$3,000
Jaychlo (2024)	\$3,000	Utica Travelers (2033)	\$3,000
MacSpace (2027)	\$3,000	Olbiston Apts (2055)	\$3,000
167 Genesee St (2027)	\$3,000	311 Main St (2035)	\$3,000
Deerfield Place (2027)	\$3,000	Johnson Park (2054)	\$3,000
Doyle Hardware (2028)	\$3,000	ArtSpace (2055)	\$3,000
268 Genesee St, LLC (2029)	\$3,000	1400 Broad/BGM (2033)	\$3,000
HP Lodging Assoc (2029)	\$3,000	Impact Utica - Broad St (2055)	\$3,000
LaFayette/Hotel Utica (2036)	\$3,000	Impact Utica - Chancellor (2055)	\$3,000
Vecino Group (2037)	\$3,000	Hotel St Owners (2037)	\$3,000
Livingston (2037)	\$5,000	Lahinch Utica (2037)	\$3,000
Mohawk Hospital Equip (2030)	\$750	Harbor Point Suites	\$3,000
Utica Property Dev (2048)	\$3,000	Harbor Point Hotel Ventures	\$3,000
Lofts at Globe Mill (2048)	\$3,000	Harbor Point Residences	\$3,000
Macartovin Apts (2048)	\$3,000	DePaul Columbia Sq	\$3,000
DePaul Utica (2048)	\$3,000	Mac-Clark Properties	\$750

Prof. Contracted Services:

Audit	\$9,000
Counsel	\$2,500
	<u>\$11,500</u>

Other Operating Expenses:

Other Non-Operating Expenses

IDA Training/Seminars/Travel	\$5,000
Memberships	\$3,000
Marketing	\$22,000
	<u>\$30,000</u>

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Agenda

Utica Industrial Development Agency
Regular Meeting – Wednesday, August 20, 2025 @ 8:35am
Utica City Hall, Utica, New York and via WebEx

- I. Call to Order
- II. Approval of Minutes – July 9, 2025
- III. Old Business
 - A. **Mac-Clark Properties** – Consider a final authorizing resolution relating to the Mac-Clark Properties, LLC facility, authorizing financial assistance in the form of exemptions from sales tax (valued at \$10,938.00), exemptions from mortgage recording tax (valued at \$9,000.00) and reduction of real property tax for a period of five years (valued at \$12,292.00), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, approving a reduced annual administrative fee and a waiver of the Agency's closing fee, and approving the form and execution of related documents, subject to counsel review. The Agency was not required to conduct a public hearing because financial assistance is less than \$100,000.
 - B. **DePaul Columbia Square, LP** - Consider a final authorizing resolution relating to the DePaul Columbia Square, L.P. facility, authorizing financial assistance in the form of reduction of real property tax for a period of 32 years (valued at \$10,143,535.00), which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, and approving the form and execution of related documents, subject to counsel review. The Agency conducted a public hearing on August 5, 2025.
 - C. **Schmalz Realty, LLC** - Consider a request from Schmalz Realty, LLC for early termination of the PILOT Agreement and other Agency documents.

IV. New Business

A. True Storage Utica, LLC

1. Consider an inducement resolution relating to the True Storage Utica, LLC facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$262,500.00), exemptions from mortgage recording tax (valued at \$37,500.00) and reduction of real property tax for a period of five years (valued at \$242,042.00), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing.
2. Consider a SEQR resolution relating to the True Storage Utica, LLC facility.

B. RED Adirondacks LLC

1. Consider an inducement resolution relating to the RED Adirondacks LLC facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$183,750.00), exemptions from mortgage recording tax (valued at \$30,000.00) and reduction of real property tax for a period of ten years (valued at \$1,059,968.00) which PILOT Agreement is assignable to a purchaser of a unit, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, making the finding that the project will prevent economic deterioration and promote employment opportunities, and authorizing the Agency to conduct a public hearing.
2. Consider a SEQR resolution relating to the RED Adirondacks LLC facility.

C. Performance Plus Solutions, LLC

1. Consider an inducement resolution relating to the Performance Plus Solutions LLC facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$35,807.00) and reduction of real property tax for a period of ten years (valued at \$89,073.00) which financial assistance is not a deviation from the Agency's Uniform Tax Exemption Policy, making the finding that the project will prevent economic deterioration and promote employment opportunities, and authorizing the Agency to conduct a public hearing.
2. Consider a SEQR resolution relating to the Performance Plus Solutions, LLC facility.

D. 2026 UIDA Budget – Approval of 2026 Budget based on Finance Committee recommendation.

E. CRG Mohawk Valley Empowers Grant request

V. Executive Session (if required)

VI. Adjourn

Members of the public may listen to the meeting by calling

1-408-418-9388, Access code: 2868 669 9671 or joining the meeting at

Meeting link:

<https://cityofutica.webex.com/cityofutica/j.php?MTID=m244a2c616a8c92d73f7a1365273c2b59>

Meeting password: zZtRPWiZ934

The Minutes of the Agency meeting will be transcribed and posted on the UIDA website.

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July 9, 2025 8:34a.m.
Utica Industrial Development Agency Regular Meeting
City Hall, Utica, NY – WebEx Conference Call/In-Person

Members Present: Vin Gilroy, John Zegarelli, Haris Dervisevic, Kevin Martin

Excused: John Buffa

Also Present: Jack Spaeth (Executive Director)

Others: Laura Ruberto (BSK – Agency Counsel), Jon Penna (Counsel for DePaul) via WebEx

1) CALL MEETING TO ORDER: The meeting was called to order by Mr. Gilroy at 8:30a.m. The Finance, Governance and Audit Committees, as they consist of sitting Agency members, meet as a committee of the whole, and in doing such, meet at every meeting.

2) APPROVAL OF MINUTES: A motion was made by Mr. Zegarelli, seconded by Mr. Gilroy, to approve the minutes of the May 7, 2025 meeting. All in favor.

3A) OLD BUSINESS – 1400 Broad

Mr. Spaeth previously provided Agency members with a Sales Tax Exemption extension request letter from 1400 Broad. The request is to extend the STE until December 31, 2025.

Mr. Zegarelli made a motion, seconded by Mr. Dervisevic to approve the extension of the STE until December 31, 2025. All in favor.

4A) NEW BUSINESS – DePaul – Columbia Square

Mr. Spaeth gave a brief overview of the project and then introduced Mr. Penna who gave more detail. Mr. Penna told the members that this is a supportive housing project which will include rooms for 30%-50% AMI affordable housing also. Studios, 1, 2 and 3 bedrooms will make up the 66 units. All inclusive rents will range from \$700-\$1,100. It is a \$35.0M project that will create 5 jobs. Consumer make-up will be those that are frail seniors and those recovering from mental illness. NYS tax credits will be available in 3Q. Construction is expected to start in June 2026 and take 18-20 months. 18 parcels have been acquired.

Mr. Zegarelli made a motion, seconded by Mr. Dervisevic to approve the SEQR resolution relating to the DePaul Columbia Square, L.P. facility. All in favor.

Mr. Zegarelli made a motion, seconded by Mr. Dervisevic to approve an inducement resolution relating to the DePaul Columbia Square, L.P. facility, granting preliminary approval for financial assistance in the form of reduction of real property taxes for approximately 31 years (valued at \$10,143,535), which Financial Assistance is a deviation from the Agency's Uniform Tax Exemption Policy, making certain findings with respect to the facility, and authorizing the Agency to conduct a public hearing. All in favor.

4B) NEW BUSINESS – Mac-Clark Properties

Mr. Spaeth gave a brief overview of the project indicating that Mac-Clark properties is purchasing the former MANA Properties property on Erie Street. They will move their training center to the facility along with vehicle maintenance operations. The existing space in the Adirondack Building will be occupied by Adirondack Financial. MANA Properties will continue its operations in Utica but in a smaller location. There is no abandonment issue.

After little discussion, Mr. Zegarelli made a motion, seconded by Mr. Dervisevic to approve a resolution relating to the Mana Properties, LLC facility, consenting to the sale of and assignment of existing lease-leaseback documents to Mac-Clark Properties, LLC and authorizing the form and execution of related documents.

Mr. Zegarelli then made a motion, seconded by Mr. Dervisevic to approve a SEQR resolution relating to the Mac-Clark Properties, LLC facility. All in favor.

Mr. Zegarelli then made a motion, seconded by Mr. Dervisevic to approve an inducement resolution relating to the Mac-Clark Properties, LLC facility, granting preliminary approval for financial assistance in the form of exemptions from sales tax (valued at \$10,938.00), exemptions from mortgage recording tax (valued at \$9,000.00) and reduction of real property tax for a period of five years (valued at \$12,292.00), which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, and authorizing the Agency to conduct a public hearing. All in favor.

5) EXECUTIVE SESSION: Not entered into

6) ADJOURNMENT: There being no further business brought before the Agency, Mr. Zegarelli made a motion to adjourn, seconded by Mr. Dervisevic and the meeting was adjourned at 8:55am.

The next regular meeting of the Utica Industrial Development Agency is scheduled for Wednesday, August 6, 2025 at 8:30am at City Hall via WebEx and in-person.

**Final Authorizing Resolution
DePaul Columbia Square, L.P. Facility**

Date: August 20, 2025

At a meeting of the City of Utica Industrial Development Agency, Utica, New York (the “Agency”), held at One Kennedy Plaza, 2nd Floor, Urban and Economic Development Conference Room, Utica, New York on August 20, 2025, the following members of the Agency were:

Members Present:

Excused:

Also Present:

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 acquisition of a leasehold interest in, demolition, construction and equipping of a certain industrial development facility more particularly described below (DePaul Columbia Square, L.P. Facility) and the leasing of the facility to DePaul Columbia Square, L.P.

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

RESOLUTION APPROVING FINANCIAL ASSISTANCE, AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT, ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT AND RELATED DOCUMENTS, AND TO SUBORDINATE ITS LEASES TO THE LIEN OF THE HCR MORTGAGE, ALL WITH RESPECT TO THE DEPAUL COLUMBIA SQUARE, L.P. FACILITY LOCATED ON AN ASSEMBLAGE OF PARCELS ON ERIE STREET, SARATOGA STREET AND WHITESBORO STREET IN THE CITY OF UTICA, ONEIDA COUNTY.

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 Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, DePaul Columbia Square, L.P., on behalf of itself and/or the principals of DePaul Columbia Square, L.P. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a lease-leaseback transaction in which the Agency will assist in (i) acquisition of eighteen parcels of land measuring 1.9± acres in the aggregate located at 1021 and 1023 Erie Street; 2, 4, 6, 10 and 12 – 14 Saratoga Street; 1022, 1024, 1030, 1032, 1034-1036, 1040, 1048, 1100, 1104, 1110 and 1114 Whitesboro Street; all in the City of Utica, Oneida County, New York (collectively, the "Land"); (ii) demolition of the structures located on the Land; (iii) construction on the Land of a multifamily housing facility with 66 residential units together with laundry, community rooms, residential storage, parking and infrastructure to service the same (collectively, the "Improvements"); and (iv) acquisition and installation of furniture, fixtures and equipment in the Improvements (the "Equipment"), all to be beneficially owned and operated by the Company as an affordable and supportive housing facility to enhance economic development and retain employment in the City of Utica (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the acquisition, demolition, construction and equipping of the Facility is referred to collectively as the "Project"); and

WHEREAS, DePaul Columbia Square Housing Development Fund Corporation, a New York not-for-profit corporation is (or will be on the date of closing) the fee owner, as nominee, of the Facility and the Company is (or will be on the date of closing) beneficial owner of the Facility and will lease the Facility to the Agency pursuant to a Lease Agreement (the "Lease Agreement"); and

WHEREAS, the Facility will be leased back to the HDFC and the Company for the Company's operation pursuant to a Leaseback Agreement by and among the Agency, the HDFC and the Company (the "Leaseback Agreement") and pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Company, as beneficial owner, has all rights under the Nominee Agreement to accept a leasehold interest in the Facility, operate the Facility and is compelled to perform all of the obligations under the Leaseback Agreement on behalf of the HDFC; and

WHEREAS, the Company intends to further sublease individual residential units comprising the Facility to residential tenants (each a "Residential Sublessee" and collectively the "Residential Sublessees"); and

WHEREAS, the Company intends to apply to the New York State Homes and Community Renewal Agency ("NYSHCR") to finance a portion of the costs of the Facility by extending one or more loans to the Company to be secured by one or more mortgages (collectively, the "HCR Mortgage") from the Company to NYSHCR; and

WHEREAS, the Agency by resolution duly adopted on July 9, 2025 (the "Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, could be heard; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of abatement of real property tax for a period of approximately thirty-two (32) years during which time the Company will pay as PILOT Payments (i) during the construction period: an amount equal to the taxes calculated using the assessment of the Land for the 2025 taxable status date and (ii) following the construction period: an annual payment for thirty years equal to 7% of the effective gross income of the Facility (the "Financial Assistance"), which Financial Assistance is a deviation from the Agency's Uniform Tax Exemption Policy; and

WHEREAS, the value of the proposed Financial Assistance (without consideration of the real property taxes the Company would pay pursuant to RPTL §581-a) is as follows:

Sales and use tax exemption

N/A

Mortgage recording tax exemption
Real property tax abatement

N/A
\$10,143,535.00 (approximately)

WHEREAS, on July 21, 2025 the Agency emailed notices to all affected taxing jurisdictions describing the Financial Assistance, providing the date on which a public hearing would be conducted, and the Agency's reasons for deviating from its Policy, and also providing the date and time of this meeting so that each may have the opportunity to comment on the proposed Financial Assistance; and

WHEREAS, on August 5, 2024 the Agency conducted a public hearing regarding the Project, the minutes of which were provided to the Agency members; and

WHEREAS, as an alternative to mortgaging the Agency's leasehold interest in the Facility, NYSHCR has requested the Agency subordinate the Lease Agreement and the Leaseback Agreement to the liens of the HCR Mortgage (except for Unassigned Rights as defined in the Leaseback Agreement); and

WHEREAS, the Agency is not being requested at this time to extend the mortgage recording tax exemption to or join in the HCR Mortgage, and a supplemental resolution will be required in order to approve the form and execution of said documents if the Agency is requested to join in the instruments; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of a leasehold interest in the Facility.

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

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency 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) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The acquisition, demolition, construction and equipping of the Facility, the financing of the Facility, the leasing of the Facility to the Company and

the subleasing of the Facility to the Sublessees will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the City of Utica and the State of New York and improve their standard of living and thereby serve the public purposes of the Act, and, based upon representations made by the Company, the Facility will promote employment opportunities and prevent economic deterioration in the area served by the Agency; and

(d) The acquisition, demolition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operation in the State of New York; and

(e) Based upon representations of the Company and the Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of the City of Utica and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to acquire a leasehold interest in the Facility and lease the Facility to the Company and the HDFC; and

(g) The SEQRA findings adopted by the Agency on July 9, 2025, encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(h) The Lease Agreement, in the Agency's customary form together with any changes satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Company and the HDFC convey to the Agency a leasehold interest in the Facility; and

(i) the Leaseback Agreement, in the Agency's customary form together with any changes satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency leases the Facility back to the HDFC and the Company for operation by the Company; and

(j) the Payment-In-Lieu-of-Tax Agreement by and among the Agency, the HDFC and the Company (the "PILOT Agreement"), in the Agency's customary form together with any changes satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") by and between the Agency and the Company, in the Agency's customary form together with any changes satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility from the Company and the HDFC pursuant to the Lease Agreement; (ii) execute, deliver and perform the Lease Agreement; (iii) lease the Facility back to the HDFC and the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Environmental Compliance and Indemnification Agreement, (vii) subordinate the Lease Agreement and Leaseback Agreement to the lien of the HCR Mortgage; and (viii) deviate from its Policy by granting the Financial Assistance.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A to the Lease Agreement and the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement, in forms satisfactory to the Chairman and Agency Counsel, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency 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 the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : ss.:
COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extracts of the minutes of the meetings of the City of Utica Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on August 20, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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.

That the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement contained in this transcript of proceedings are each in substantially the forms presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency 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 _____,
2025.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Jack Spaeth, Assistant Secretary

Transcript Document No. []

**Final Authorizing Resolution
Mac-Clark Properties, LLC Facility**

Date: August 20, 2025

At a meeting of the City of Utica Industrial Development Agency, Utica, New York (the "Agency"), held at Urban and Economic Development Conference Room, One Kennedy Plaza, Utica, New York on August 20, 2025, the following members of the Agency were:

PRESENT:

ALSO PRESENT:

ALSO PRESENT:

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 renovation and equipping of a certain industrial development facility more particularly described below (Mac-Clark Properties, LLC Facility) and the leasing of the facility to Mac-Clark Properties, LLC

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

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT, ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT AND RELATED DOCUMENTS AND AUTHORIZING FINANCIAL ASSISTANCE WITH RESPECT TO THE MAC-CLARK PROPERTIES, LLC FACILITY LOCATED AT 1034 ERIE STREET IN THE CITY OF UTICA, ONEIDA COUNTY.

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 Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Mac-Clark Properties, LLC (the "Company") has requested the Agency assist in the acquisition and renovation of a 9,600± square foot building (the "Improvements") situated on a 0.96± acre parcel of land located at 1034 Erie Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to provide a vehicle fleet maintenance facility and new headquarters and training center for McDonald's restaurants in the region (the Land, the Improvements and the Equipment referred to collectively as the "Facility" and the renovation and equipping of the Facility is referred to as the "Project"); and

WHEREAS, the Company acquired the Facility from Mana Properties, LLC (the "Assignor") and assumed Assignor's interest in the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement between the Agency and Assignor (collectively, the "Existing Agency Documents"); and

WHEREAS, the Company will lease the Facility to the Agency pursuant to a First Amended and Restated Lease Agreement (the "Lease Agreement"); and

WHEREAS, the Agency will lease the Facility back to the Company pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 710 of the Laws of 1981 of the State of New York, as may be amended from time to time (collectively, the "Act") under a First Amended and Restated Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Agency by resolution duly adopted on July 9, 2025 (the "Resolution") decided to proceed under the provisions of the Act to extend its

leasehold interest in the Facility and determined that a public hearing was not required insofar as the value of the Financial Assistance is less than \$100,000; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company (the “Financial Assistance”) in the form of:

- Exemptions from sales and use taxes on materials and equipment purchased in connection with the Project, the value of which is estimated at \$10,938; and
- Exemptions from mortgage recording taxes, the value of which is estimated at \$9,000; and
- Abatement of real property taxes for a period of five years, the value of which is estimated at \$12,292, during which time the Company will make the following payments:

Years 1 – 2	50% of taxes
Years 3 – 5	75% of taxes
Years 6 and after	100% of taxes

WHEREAS, the proposed financial assistance is consistent with the Agency’s Uniform Tax Exemption Policy (the “Policy”); and

WHEREAS, on July 21, 2025 the Agency delivered the Resolution to all affected taxing jurisdictions; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of a leasehold interest in the Facility.

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

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency 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) The Facility constitutes a “project”, as such term is defined in the Act;
and

(c) The renovation and equipping of the Facility, the Financial Assistance in furtherance of the Facility and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the City of Utica and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The renovation and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operation in the State of New York; and

(e) Based upon representations of the Company and the Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of the City of Utica and all regional and local land use plans for the area in which the Facility is located; and

(f) It is desirable and in the public interest for the Agency to extend its leasehold interest in the Facility and continue to lease the Facility to the Company; and

(g) The SEQRA findings adopted by the Agency on July 9, 2025, encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(h) The Lease Agreement will be an effective instrument whereby the Company conveys a leasehold interest in the Facility to the Agency; and

(i) the Leaseback Agreement will be an effective instrument whereby the Agency leases the Facility back to the Company pursuant to amended terms and conditions; and

(j) the First Amended and Restated Payment-In-Lieu-of-Tax Agreement by and between the Agency and the Company (the “PILOT Agreement”), in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company amend the existing PILOT Agreement to set forth the terms and conditions of their agreement regarding the Company's payments in lieu of real property taxes relating to the Project; and

(k) The First Amended and Restated Environmental Compliance and Indemnification Agreement (the “Environmental Compliance and Indemnification

Agreement”) by and between the Agency and the Company will be an effective instrument whereby the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility from the Company pursuant to the Lease Agreement; (ii) execute, deliver and perform the Lease Agreement; (iii) lease the Facility back to the Company pursuant to the amended terms contained in the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Environmental Compliance and Indemnification Agreement and (vii) grant the Financial Assistance in support of the Project.

Section 3. The Agency is hereby authorized to extend its leasehold interest in the real property described in Exhibit A to the Lease Agreement and to acquire a leasehold interest in the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency 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 the Agency shall constitute conclusive evidence of such approval.

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

Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : ss.:
COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the City of Utica Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on August 20, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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.

That the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance and Indemnification Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency 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 _____,
2025.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
Jack N. Spaeth
Assistant Secretary



11 August 2025

Utica Industrial Development Agency
Attn: Jack Spaeth, Executive Director
1 Kenndy Plaza
Utica, NY 13502
315-792-0195
jspaeth@cityofutica.com

RE: Termination of Schmalz Realty, LLC's Pilot Program

Dear Jack,

My office represents Schmalz Realty, LLC and Schmalz Mechanical, Inc. As you are aware, the business is closing because the brothers are all retiring and, unfortunately, there is no one to take their place and run the business. Therefore, we write you to request formally the termination of Schmalz Realty, LLC's Pilot Program thereby terminating the IDA's leasehold interest in the facility owned and operated by the Schmalz family and their business and the leaseback arrangement between the parties without penalty or recapture of any financial assistance.

The lease, leaseback and UCC financing statement were filed in the Oneida County Clerk's office on October 1, 2020, as Instrument Nos. R2020-001105 (lease), R2020-001106 (leaseback), and U2020-000346.

Please let us know how the IDA would like us to proceed to formalize the termination. If you have any questions or any comments, please give me a call at 315-797-9850.

Respectfully,

/s/Gabriel Hage
Gabriel J. Hage, Esq.
gabriel@hagelaw.com
(315)-797-9850



FULTON COUNTY CENTER FOR REGIONAL GROWTH

August 12, 2025

City of Utica IDA,

It is with great excitement that FCCRG has been selected as an MVREDC Catalyst Project for Workforce development in partnership with Expertise Project. With that recognition FCCRG plans to apply for the Mohawk Valley Empowers Grant to support workforce development throughout the entire Mohawk Valley in our K-12 schools, BOCES, colleges, businesses and the six-county Workforce Boards. An innovative project like this will go a long way to develop collaboration between economic development, workforce professionals, educators, businesses, and the community.

Partnering with Expertise Project and using streaming video & immersive tools will be sure to shrink the Awareness Gap that exists between schools & employers in our communities. Our collective of students, parents, educators, employers, and partner workforce development organizations will help to create & distribute short videos that introduce different industries & the professionals that work there. The short career exploration videos illustrate how & where to get the training & skills in their schools & local communities. Our teamwork helps people discover good careers, assists employers recruit successful employees, & helps our workforce move forward. This “mobile-virtual-immersive” workforce multiplier would focus on the six-county region. Student populations for the six counties would be 64,000+ in grades 7-12. It will also have a focus for students at FMCC, HVCC & MVCC that are already partners. Lastly, it will also assist the six county Workforce Board at job fairs and in all six county offices.

This project has allocated a two-year platform membership for all Mohawk Valley school's grades 7-12 to include virtual reality goggles to use in the schools and with the platform. Expertise Project is a local workforce streaming platform similar to Netflix; however, dedicated to specific industries and careers in the region and state. Videos are made by students for the complete student experience. The plan is to acquire a mobile “igloo” video immersion room that can be used at schools, colleges, job fairs, workforce events and any other events where we can get the word out about careers, businesses, and opportunities in our region. This program has already been lauded by EDC, NYATEP, the local FMS Workforce Board, colleges, and schools locally.

This project was fully funded by the MV EMPOWERS grant (\$549,000.00), but CRG needs your help. CRG would like to request that your IDA help with the up-front costs for getting the project moving. The request is \$75,000.00 and that will be fully paid back upon completion of the drawdowns. We anticipate that its reimbursement will be around 12-15 months while awaiting grant processing. (sooner if possible)

Ronald M. Peters
President & CEO
Fulton County Center for Regional Growth
Ronp@fccrg.org
518-725-7700



FULTON COUNTY CENTER FOR REGIONAL GROWTH

Example video from a trip to NY CREATES:

<https://vimeo.com/948118165/6cecc5322b?share=copy>



Examples of website for student and workforce use:



