

**ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL HOUSEKEEPING RESOLUTION
2025**

The Annual Meeting of Oneida County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 12, 2025 at approximately 8:00 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Stephen Zogby, Chairman; David Grow- Vice Chairman, Kristen Martin, Tim Reed, Aricca R. Lewis, James Genovese, and Franca Armstrong

ABSENT: None

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Shawna Papale; Timothy Fitzgerald; Jenna Peppenelli, Esq.; Mark Kaucher; Linda Romano, Esq. (remotely); Laura Roberto (remotely).

Thereafter, a regular meeting of the Agency was held and was convened in public session at the offices of the Agency located at 584 Phoenix Drive, City of Rome, Oneida County, New York, on December 12, 2025 at approximately 8:06 o'clock a.m., local time.

PRESENT:

Stephen Zogby- Chairman; David Grow- Vice Chairman, Kristen Martin, Tim Reed, Aricca R. Lewis, James Genovese, and Franca Armstrong

ABSENT: None

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Shawna Papale; Timothy Fitzgerald; Jenna Peppenelli, Esq.; Mark Kaucher; Linda Romano, Esq. (remotely); Laura Roberto (remotely).

At said meeting convened on December 12, 2025, the following resolution was offered by James Genovese and seconded by Franca Armstrong memorializing certain annual appointment and administrative actions taken at the Annual Meeting and at the regular meeting of the Agency dated December 12, 2025, to wit:

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND
ADMINISTRATIVE MATTERS OF THE AGENCY.**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 358 of the Laws of 1971 of the State, (hereinafter collectively called the “Act”), the Oneida County Industrial Development Agency was created as a public benefit corporation of the State; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves, ratifies and confirms the policies described in Schedule A.

(C) Confirms that the meeting held on December 12, 2025 constituted the annual meeting of the Agency as provided in the By-Laws of the Agency.

(D) Ratifies and confirms the Agency’s actions taken in 2025.

Section 2. The Agency hereby authorizes the Chairman and the Executive Director to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote by voice, which was unanimously accepted.

The resolution was thereupon declared duly adopted.

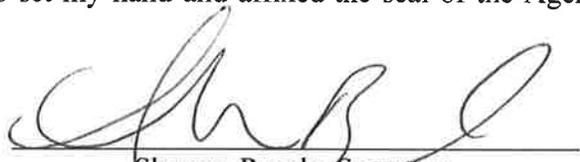
STATE OF NEW YORK)
) ss.:
COUNTY OF ONEIDA)

I, the undersigned Secretary of Oneida County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meetings of the members of the Agency held on December 12, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15 day of Dec, 2025


Shawna Papale, Secretary

SCHEDULE A
- SEE ATTACHED -

A-1

Confirmation of Regular Agency Meeting Schedule	2026 Meeting Calendar Attached as A-2
Officers of the Agency	Stephen Zogby, Chairman David Grow, Vice Chair Aricca R. Lewis, Treasurer Timothy Fitzgerald, Secretary, Shawna Papale, Assistant Secretary Timothy Fitzgerald, FOIL Officer
Appointment of Executive Director	Timothy Fitzgerald
Contracted Staff Services	Mohawk Valley EDGE
Appointment of Agency Counsel	Levitt & Gordon, Esqs.
Appointment of Bond Counsel to the Agency	Bond, Schoeneck & King, PLLC
Approval and Confirmation of Agency Policies & Charters	Mission Statement Code of Ethics Whistleblower Policy Investment & Deposits Policy Disposition of Property Guidelines, Procurement Policy Recapture Policy Oneida County Uniform Tax Exemption Policy Internal Control Policy Projects Fee Schedule Travel and Discretionary Funds Policy Uniform Evaluation Criteria Amended 1-17-25 Conflicts of Interest and Confidentiality Policy Videoconferencing Policy Housing Benefits Recapture Policy Housing Policy Bylaws Community Solar Policy Audit Committee Charter Governance Committee Charter Finance Committee Charter Statement of Duties and Responsibilities
Appointment of Contracting Officer	Timothy Fitzgerald, Executive Director
Appointment of Governance Committee Members	Stephen Zogby David Grow Franca Armstrong James Genovese II Aricca R. Lewis Kristen Martin Timothy Reed
Appointment of Audit Committee Members	Franca Armstrong Kristen Martin Aricca R. Lewis

Appointment of Finance Committee Members	Franca Armstrong Aricca R. Lewis Kristen Martin
Appointment of Nominating Committee Members	Stephen Zogby David Grow Franca Armstrong James Genovese II Aricca R. Lewis Kristen Martin Timothy Reed

A-2 2026 Meeting Calendar