

**Authorizing Resolution
Mohawk Valley EDGE
FAST NY Application**

At a meeting of the Oneida County Industrial Development Agency (the "Agency") held at 584 Phoenix Drive, Rome, New York 13441 on the 28th day of March 2023, the following members of the Agency were:

Members Present – Rome, NY: David Grow, Steve Zogby, Mike Fitzgerald.

Members Present – Sarasota, FL: Ferris Betrus, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

EDGE Staff Present – Rome, NY: Steven J. DiMeo, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – Sarasota, FL: Shawna Papale

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Jef Saunders, Saunder-Kahler LLP; Wade Abraham, Alder Creek Beverage.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Shelby Pay, WUTR; John Herbrand and Charlie Monte Verde, Mohawk Adirondack & Northern Railroad; Alison Stanulevich, Horsht, LLC; Bob Pagano, Kris-Tech Wire; Patrick Allen and Greg Mountain, Collins Solar LLC; Gregg Evans, The Bonadio Group

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 the request from Mohawk Valley EDGE for the Agency to serve as Project Sponsor for an application to New York State Empire Development Corporation for funding under the FAST NY Program.

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

Voting Aye

David C. Grow
L. Michael Fitzgerald
Ferris Betrus
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Steve Zogby

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO ACT AS PROJECT SPONSOR ON BEHALF OF MOHAWK VALLEY EDGE TO PURSUE A FUNDING OPPORTUNITY OFFERED BY NEW YORK STATE EMPIRE STATE DEVELOPMENT UNDER THE FAST NY PROGRAM, ALL WITH RESPECT TO THE MARCY NANO CENTER SITE IN THE TOWN OF MARCY, 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 372 of the Laws of 1970 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, New York State Empire State Development ("ESD") created the FAST NY Program to identify sites, secure permitting approvals and advance engineering and infrastructure improvements to create shovel ready sites for certain targeted industries, including but not limited to semiconductor and semiconductor supply chain companies, clean technology, other high technology industries, advanced manufacturing and distribution and logistics; and

WHEREAS, Mohawk Valley EDGE ("EDGE") submitted to ESD an intent to apply for funding (the "FAST NY Funding") in furtherance of the Marcy Nanocenter site for the improvement of several critical path items for the remaining parcel of land known as "Parcel 2;" and

WHEREAS, ESD notified EDGE that its intent to apply was approved and invited EDGE to submit a full application; and

WHEREAS, eligible applicants include municipally designated industrial development agencies designated to act on the behalf of the municipality in which the site is located; and

WHEREAS, EDGE has requested the Agency act as project sponsor and submit the application on behalf of EDGE.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County 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) Serving as project sponsorship for the application for the FAST NY Funding will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(c) It is desirable and in the public interest for the Agency to apply for the FAST NY Funding on behalf of EDGE in furtherance of the Marcy Nanocenter site development.

Section 2. In consequence of the foregoing, the Agency hereby determines to serve as project sponsor and apply for the FAST NY Funding on behalf of EDGE, all subject to EDGE reimbursing the Agency for any costs and expenses incurred in connection therewith.

Section 3. The Agency is hereby authorized to apply for the FAST NY Funding on behalf of EDGE, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such action are hereby approved, ratified and confirmed.

Section 4. The form and substance of the application materials are hereby approved, subject to Agency counsel review.

Section 5.

(a) David C. Grow, Chairman, is the representative authorized, on behalf of the Agency, in all matters related to the FAST NY Funding, including but not limited to applying for the FAST NY Funding and to do all things necessary or appropriate for the accomplishment thereof, in substantially the form approved by 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 shall constitute conclusive evidence of such approval.

(b) The Chairman is further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 6. The Chairman is 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. The Agency shall provide one certified copy of this resolution to EDGE to submit to ESD.

Section 8. This resolution shall take effect immediately.

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

I, the undersigned Assistant Secretary of the Oneida County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Agency, including the resolutions contained therein, held on the 28th day of March 2023 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.

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, (iv) there was a quorum present throughout and (v) such resolution has been duly recorded in the official minute book of the Agency.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 2 day of April 2023.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Timothy Fitzgerald, Assistant Secretary