

Anthony J. Picente Jr.
County Executive
Shawna Papale
Executive Director/Secretary/Treasurer
Timothy Fitzgerald
Assistant Secretary



David C. Grow
Chairman
Michael Fitzgerald
Vice Chairman

Ferris Betrus Jr.
Kirk Hinman
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

To: Oneida County Local Development Corporation Board of Directors
From: Shawna M. Papale
Date: March 22, 2023
RE: OCLDC Meeting Agenda

The Oneida County Local Development Corporation shall meet – **10:00 AM (immediately AFTER the OCIDA meeting), Tuesday, March 28, 2023 at 584 Phoenix Drive, Rome, NY 13441.**

Members of the public may listen to the OCLDC meeting by calling +1-408-418-9388, Access code: 2632 051 6980 or join via Webex at this link: <https://mvedge.webex.com/mvedge/j.php?MTID=mca2a306d03c749168518b96959e7f633>.

Members of the public may also attend in person at MV EDGE offices at 584 Phoenix Drive, Rome, NY 13441 or 3211 Oriole Drive, Sarasota, FL 34243. The Minutes of the Agency meeting will transcribed and posted on the OCIDA website. The Minutes of the Corporation meeting will transcribed and posted on the OCLDC website.

1. Approve Minutes – 12/8/22
2. Open Meetings Law Draft Policy
3. Financial Review
 - a. Audit Report
4. Ratify and Confirm PAAA Submissions
5. OCLDC Mission Statement Ratification & Approval of Performance Measurements for 2023
6. OCLDC Confidential Board Performance
7. Consider a resolution relating to **The Mary Imogene Bassett Hospital Facility**, approving modifications to the Series 2015A tax-exempt bonds and authorizing the form and execution of related documents, subject to counsel review.

**DRAFT Minutes of the Meeting of the
Oneida County Local Development Corporation
December 8, 2022
584 Phoenix Drive, Rome, NY/Webex Video/Teleconference**

Members Present: David Grow, Michael Fitzgerald; Steve Zogby, Kirk Hinman, Gene Quadraro Mary Faith Messenger;

Members Present: WebEx: Ferris Betrus.

EDGE Staff Present: Shawna Papale, Bill Van Shufflin, Tim Fitzgerald, Steve DiMeo, Laura Cohen, Bill Van Shufflin.

EDGE Staff Present: WebEx: Maureen Carney.

Other Attendees: Rome Mayor Jackie Izzo

Other Attendees: WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Karen Hawkins, Fogel & Brown, P.C.; Genevieve Trigg & Paige Beyer, Barclay-Damon; Alexis Manore, Sentinel Media Co.

Chair Grow called the meeting to order at 3:55 PM.

Minutes

The September 16, 2022 meeting minutes were reviewed. **A motion to approve the minutes, as presented, was moved by M. Fitzgerald and seconded S. Zogby. The motion carried 7-0.**

Interim Financials

M. Carney reviewed the November 30th interim financial report. She stated that cash was down from this time in 2021, and there have been no new closings in 2022, so there has been no new revenue. She stated that the Corporation still has \$100,000 reserved for MVHS/County-wide healthcare workforce development efforts. **The interim financials were received and accepted, subject to audit.**

2023 EDGE-OCLDC Staff Service Contract

S. Papale presented for consideration the proposed 2023 EDGE-OCLDC Staff Service Contract. The contract amount is \$30,000 and the scope of service remains the same. D. Grow suggested modifying the contract to make it renewable annually, with amendments that adjust dates of service and fee amounts. The members of the Corporation were in consensus to implement this modification. **A motion to approve the proposed EDGE-OCLDC Staff Service Contract, with the modification to make the contract to make it renewable annually, with amendments that adjust dates of service and fee amounts was moved by M. Fitzgerald and seconded by S. Zogby. The motion carried 7-0.**

2023 EDGE-OCLDC Supplemental Staff Service Contract

S. Papale presented for consideration the proposed 2023 EDGE-OCLDC Supplemental Staff Service Contract. The contract amount is \$95,000 and the scope of service remains the same. Chair Grow reminded the members that this contract is specific to retaining human resources for large development initiatives occurring in Oneida County. D. Grow suggested modifying the contract to make it renewable annually, with amendments that adjust dates of service and fee amounts. The members of the Corporation were in consensus to implement this modification. **A motion to approve the proposed EDGE-OCLDC Staff Service Contract, with the modification to make the contract to make it renewable annually, with amendments that adjust dates of service and fee amounts was moved by M.F. Messenger and seconded by F. Betrus. The motion carried 7-0.**

Request from Mohawk Valley Health System

S. Papale shared with the members that Mohawk Valley Health System has submitted a request to utilize the \$100,000 the Corporation has reserved for healthcare workforce development purposes. Members had the opportunity to review the request. There was confusion among the members as to what the actual requested amount was. M. Fitzgerald suggested that MVHS revise their request, to include the specific dollar amount and a specific usage plan, including how the plan will result in County-wide benefits. Chair Grow stated that the Corporation would prefer to utilize funding for the recruitment and retention of local physicians, or doctors committing to staying in the

community. He also expressed desire to see collaboration with Rome Health. Chair Grow stated that the Corporation will table this request until more information is received.

There being no further business, at 4:07 PM Chair Grow asked for a motion to adjourn the meeting: F. Betrus moved, and M. Fitzgerald seconded the motion to adjourn. Motion carried 7-0.

Respectfully Submitted,
Tim Fitzgerald

Procedures for Member Videoconferencing Pursuant to
Public Officers Law § 103-a

In compliance with Public Officers Law (POL) §103-a(2)(a), the Oneida County Local Development Corporation ("OCLDC") following a public hearing, authorized by resolution on _____ the use of videoconferencing as described in POL §103-a.

The following procedures are hereby established to satisfy the requirement of POL §103-a(2)(b) that any public body which in its discretion wishes to permit its members to participate in meetings by videoconferencing from private locations - under extraordinary circumstances - must establish procedures governing member and public attendance.

1. OCLDC members shall be physically present at any meeting of the OCLDC unless such member is unable to be physically present at one of the designated public meeting locations due to extraordinary circumstances.
2. For purposes of these procedures, the term "extraordinary circumstances" includes disability, illness, caregiving responsibilities, pre-planned out of state travel, or any other significant or unexpected factor or event which precludes the member's physical attendance.
3. Regardless of any extraordinary circumstances, each Board Member of the OCLDC must be physically present at the designated public meeting location in Rome, New York for no less than Seventy Percent (70%) of the meetings of the OCLDC within any given calendar year.
4. If a member is unable to be physically present at one of the designated public meeting locations and wishes to participate by videoconferencing from a private location due to extraordinary circumstances, the member must notify Executive Director, Shawna Papale, no later than four business days prior to the scheduled meeting in order for proper notice to the public to be given. If extraordinary circumstances present themselves on emergent basis within four days of meeting, the OCLDC shall update its notice as soon as practicable to include that information. If it is not practicable for the OCLDC to update its notices, the OCLDC's Board of Directors shall note the unexpected absence, reason for the delay or inability to notify the public of such absence, and the extraordinary circumstances leading to such absence in the minutes of the OCLDC for said meeting to put the public on notice.
5. If there is a quorum of members participating at a physical location(s) open to the public, the OCLDC may properly convene a meeting. A member who is participating from a remote location that is not open to in-person physical attendance by the public *shall* not count toward a quorum of the OCLDC, but may participate and vote if there is a quorum of members at a physical location open to the public in Rome, New York
6. If a quorum is physically present in person at the Rome meeting location at the start of any such meeting, and a physically present Board Member has to leave the meeting before the conclusion of such meeting, the Board of Directors, before the departing

Board Member leaves the meeting, may choose to pass a resolution agreeing to allow such meeting to continue. Such resolution may also authorize all remaining Board Members, whether in attendance physically or virtually, to continue to vote on any such remaining matters to the conclusion of any such meeting.

7. Except in the case of executive session conducted pursuant to POL §105, the OCLDC shall ensure that its members can be heard, seen for all proposals, resolutions, and any other conduct, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon. This shall include the use of first and last name place cards physically placed in front of the members, or member's participation by videoconferencing from a private location due to extraordinary circumstances, such members must ensure that their full first and last name appears on the videoconferencing screen.
8. The minutes of the meeting involving videoconferencing based on extraordinary circumstances pursuant to POL §103-a shall include which, if any members participated by video conferencing from a private location due to such extraordinary circumstances, and which members had to leave any meeting prior to its conclusion due to any extraordinary circumstances.

OCLDC

Notes to the Financial Statements

February 28, 2023

OCLDC Balance Sheet:

1. Cash decreased by \$288K or 40% over the last 12 months; this is due to the expenses incurred and the lack of revenues; also the balance in cash includes 2 CDs; one CD is \$100K for 6 months with an interest rate of 2.25% and the other CD is \$250K for 13 months with an interest rate of 4.25%
2. The balance in accrued expenses is 12 months of the 2022 audit fee and 2 months of the 2023 audit fee; there is also a small balance remaining in this account for the agreement between the LDC and MVCC from February 2021 for scholarships
3. The dollars committed for the job growth initiative are segregated in fund balance as board restricted

OCLDC Income Statement:

No significant items to report

Oneida County Local Development Corp
Balance Sheet
February 28, 2023 and 2022

	Current Year	Prior Year
Assets		
Current Assets		
Cash and Cash Equivalents	430,152	718,374 ¹
Restricted Cash - Job Growth Initiative	100,000	100,000 ¹
Restricted Cash - Marcy Nano Wetlands Escrow	299,109	298,502
Prepaid Expense	2,725	122
Total Current Assets	831,986	1,116,997
Fixed Assets		
Computer Equipment - Net	18,683	23,557
Fixed Assets	18,683	23,557
Other Assets		
Organization Expenses	17,567	17,567
Amortization Organization Costs	(11,126)	(10,248)
Total Other Assets	6,441	7,320
Total Assets	857,110	1,147,873
Liabilities & Net Assets		
Liabilities		
Current Liabilities		
Accounts payable	874	14,384
Accrued Expenses	5,728	53,301 ²
Total Current Liabilities	6,601	67,685
Long Term Liabilities		
Marcy Nano Wetlands Escrow	299,109	298,502
Total Long Term Liabilities	299,109	298,502
Total Liabilities	305,711	366,187
Net Assets		
OCLDC Net Assets - Board Restricted	100,000	100,000 ³
OCLDC Net Assets	451,399	681,687
Total Net Assets	551,399	781,687
Total Liabilities & Net Assets	857,110	1,147,873

Oneida County Local Development Corp
 Budget Comparison Report
 Current Period: 2/1/2023 - 2/28/2023
 Budget Period: 1/1/2023 - 12/31/2023

	Current Period Actual	Current Period Budget	Year-to-Date Actual	Year-to-Date Budget	Yearly Budget	Remaining Budget
Revenue						
Interest Income Banks	59	13	181	25	150	(31)
Revenue	59	13	181	25	150	(31)
Expenses						
Business Expense	0	0	200	0	0	(200)
Contracted Services- Audit	438	438	875	875	5,250	4,375
Contracted Services- Legal	1,150	1,150	2,300	2,300	13,800	11,500
Contracted Services- Other	505	221	1,009	442	2,650	1,641
Marketing	0	25	330	50	300	(30)
Insurance	53	117	107	233	1,400	1,293
Service Fees	2,500	2,500	5,000	5,000	30,000	25,000
Support- Special Econ Develop Projects	7,917	7,917	15,833	15,833	95,000	79,167
Amortization Expense	73	75	146	150	900	754
Depreciation Expense	406	417	812	833	5,000	4,188
Expenses	13,041	12,858	26,613	25,717	154,300	127,687
Excess or (Deficiency) of Revenue Over Expenses	(12,983)	(12,846)	(26,432)	(25,692)	(154,150)	(127,718)

Oneida County Local Development Corp
Statement of Cash Flows
For the Period Ending February 28, 2023

Cash Flows From (Used by) Operating Activities	
Increase (Decrease) in Net Assets	\$ (230,288)
Adjustments for Noncash Transactions	
Depreciation and Amortization	5,752
(Increase) Decrease in Assets	
Accounts Receivable	0
Prepaid Expenses	(2,603)
Increase (Decrease) in Liabilities	
Accounts Payable and Accrued Liabilities	<u>(61,084)</u>
Net Cash Flows From Operating Activities	(288,222)
Cash Flows From (Used By) Investing Activities	
Capital Expenditures	<u>0</u>
Net Cash From (Used by) Investing Activities	0
Cash Flows From (Used By) Financing Activities	
Repayments of Long Term Debt	0
Proceeds from Long Term Debt	<u>0</u>
Net Cash Flows (Used by) Financing Activities	0
Net Increase (Decrease) in Cash and Cash Equivalents	(288,222)
Cash and Cash Equivalents, Beginning of Year	818,374
Cash and Cash Equivalents, End of Year	<u><u>\$ 530,152</u></u>
	0

**REPORT ON SECTION 2925(3)(f) OF THE NEW YORK STATE PUBLIC
AUTHORITIES LAW**

March 28, 2023

To the Board of Directors of
Oneida County Local Development Corporation:

We have audited the accompanying financial statements of the Oneida County Local Development Corporation (a nonprofit organization) (the Corporation), which comprise the statement of financial position as of December 31, 2022 and 2021, and the related statements of activities and cash flow for the years then ended in accordance with accounting principles generally accepted in the United States of America, and the related notes to the financial statements.

In connection with our audit, nothing came to our attention that caused us to believe that the Corporation failed to comply with the Corporation's Investment Guidelines, the New York State (NYS) Comptroller's Investment Guidelines and Section 2925(3)(f) of the NYS Public Authorities Law (collectively, the Investment Guidelines), which is the responsibility of the Corporation's management, insofar as they relate to the financial accounting knowledge of noncompliance with such Investment Guidelines. However, our audit was not directed primarily towards obtaining knowledge of noncompliance with such Investment Guidelines. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Corporation's noncompliance with the Investment Guidelines.

This report is intended solely for the information and use of management of the Corporation, the Board of Directors of the Corporation, and the Office of the State Comptroller of the State of New York. It is not intended to be and should not be used by anyone other than these specified parties.

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March 28, 2023

To the Board of Directors
Oneida County Local Development Corporation:

We have audited the financial statements of Oneida County Local Development Corporation (the Corporation), for the year ended December 31, 2022, and we will issue our report thereon dated March 28, 2023. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter dated January 23, 2023. Professional standards also require that we communicate to you the following information related to our audit.

SIGNIFICANT AUDIT MATTERS

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Corporation are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2022. We noted no transactions entered into by the Corporation during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. During the course of the audit we did not note any known or likely misstatements.

SIGNIFICANT AUDIT MATTERS (Continued)

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated with the date of our Independent Auditor's Report.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Corporation's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Corporation's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

This information is intended solely for the use of the Board of Directors and management of the Oneida County Local Development Corporation and is not intended to be, and should not be used by anyone other than these specified parties.

March 28, 2023

To the Board of Directors of
Oneida County Local Development Corporation

In planning and performing our audit of the financial statements of Oneida County Local Development Corporation (the Corporation) as of and for the year ended December 31, 2022, in accordance with auditing standards generally accepted in the United States of America, we considered the Corporation's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Corporation's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified.

Our consideration of internal control was for the limited purposed described in the first paragraph and was not designed to identity all deficiencies in internal control that might be material weaknesses. Given these limitations, during out audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

* * * * *

This communication is intended solely for the information and use of management, board of directors, and others within the Corporation, and is not intended to be and should not be used by anyone other than those specified parties.

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To: OCLDC

From: Staff

Re: Ratify and Confirm PAAA Documents

The following PAAA Documents require your ratification and confirmation:

The following documents can be reviewed at

<http://www.oneidacountyida.org/OCLDC/index.asp?type=MATERIALS, POLICIES, DOCUMENTS>

- OCLDC By-Laws
- OCLDC Procurement Policy
- Travel and Discretionary Funds Policy
- Audit Committee Charter
- Governance Committee Charter
- Board Member Compensation, Reimbursement and Attendance Policy
- Statement of Duties and Responsibilities
- Finance Committee Charter
- Whistleblower Policy
- Real Policy Acquisition Guidelines
- Property Disposition Guidelines
- Code of Ethics
- Defense and Indemnification Policy
- Investment and Deposit Policy
- Conflict of Interest and Confidentiality Policy

Measurement Report and Accomplishments presented to OCLDC March 28, 2023

Market Organization to potential entities who would utilize bonding services

Comply with NYS PAAA

Review Mission Statement

The mission of the Oneida County Local Development Corporation is to assist in the enhancement and diversity of the economy of Oneida County by acting in support of projects in Oneida County that create and/or retain jobs and promote private sector investment utilizing the statutory powers of the Local Development Corporation as set forth under the provisions of the laws of the State of New York.

2022 Performances:

Preswick Glen Inc. – 2017 Bonds

Authorized reaffirmation of financial documents related to the Series 2017 Bonds.

Workforce Training Support

Oneida-Herkimer-Madison BOCES Carpentry Program Support

Approved \$7,500 sponsorship of carpentry trade program, with identical match from OCIDA for tuition and tools.

Mechatronic Lab Space Expansion – MVCC Rome Campus

Approved \$100,000 to support the buildout of additional mechatronics training space at MVCC Rome Campus

Adopted: March 28, 2023

Date: March 28, 2023

At a meeting of the board of directors of the Oneida County Local Development Corporation (the “Issuer”), held at 584 Phoenix Drive, Rome, New York, on the 28th day of March, 2023, the following directors of the Issuer were:

Members Present:

Members Absent:

EDGE Staff Present:

Others 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 the amendment of the Issuer’s Tax-Exempt Multi-Mode Revenue Bonds (The Mary Imogene Bassett Hospital Project), Series 2015A.

Upon motion duly made and recorded, the following resolution was duly adopted by the Issuer with its members voting as follows:

Aye

Nay

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING AMENDMENT OF THE ISSUER'S TAX-
EXEMPT MULTI-MODE REVENUE BONDS (THE MARY
IMOGENE BASSETT HOSPITAL PROJECT), SERIES 2015A
AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, on September 15, 2015, the Oneida County Local Development Corporation (the "Issuer") issued its \$17,000,000 original principal amount Tax-Exempt Multi-Mode Revenue Bonds (The Mary Imogene Bassett Hospital Project), Series 2015A (the "Series 2015A Bonds") to finance a project (the "Project") for the benefit of The Mary Imogene Bassett Hospital (the "Company") consisting of (A) (i) the renovation and improvement of leased space occupied by the Institution (the "Leasehold Improvements") in the building located at 233 Genesee Street, Utica, New York (the "Facility") and (ii) the acquisition and installation in the Facility of machinery and equipment (the "Equipment") (the Leasehold Improvements and the Equipment being hereinafter collectively referred to as the "Project Facility"), to be used as an off-site data center for the Institution; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to not exceed \$17,000,000 (the "Obligations"); (C) the payment of all or a portion of the costs incidental to the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and (D) the making of a loan (the "Loan") of the proceeds of the Obligations to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer; and

WHEREAS, the Series 2015A Bonds were purchased and are currently held by M&T Bank (the "Bank"); and

WHEREAS, the Series 2015A Bonds currently bear interest at a variable rate based on the London Interbank Offering Rate ("LIBOR"); and

WHEREAS, the LIBOR administrators have announced that they will cease publication of LIBOR rates commencing in 2023; and

WHEREAS, the Bank and the Company have requested that the Issuer modify certain terms of the Series 2015A Bonds and the financing documents relating to the Series 2015A Bonds (the "Financing Documents"), in order to, among other things, provide for the replacement of LIBOR with an alternative interest rate index (the "Modifications"); and

WHEREAS, the Issuer has been advised by its bond counsel, Bond, Schoeneck & King, PLLC ("Bond Counsel"), that the proposed Modifications may, under certain circumstances, result in a deemed reissuance of the Series 2015A Bonds for federal tax purposes only; and

WHEREAS, the Issuer now desires to authorize and approve the amendment of the Series 2015A Bonds and Financing Documents to implement the Modifications, and authorize the execution and delivery of all necessary or appropriate documents.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE ONEIDA COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Board of Directors hereby approves the amendment, and/or the amendment and restatement, of the Series 2015A Bonds and the Financing Documents in order to implement the Modifications and to make any other changes as an Authorized Officer (hereinafter defined) deems necessary or appropriate.

Section 2. The Chairman and Vice Chairman of the Issuer (each, an “Authorized Officer”) are each hereby authorized, on behalf of the Issuer, to execute and deliver one or more amendments to the Series 2015A Bonds and the Financing Documents, and/or amend and restate the Series 2015A Bonds and Financing Documents, and to execute and deliver all documents necessary and incidental thereto, all in the form and substance as approved by an Authorized Officer of the Issuer. The execution of such documents by an Authorized Officer of the Issuer shall constitute conclusive evidence of the Issuer’s approval.

Section 3. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things, and to execute and deliver all such additional certificates, instruments and documents, 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 Issuer with all of the terms, covenants, and provisions of the Series 2015A Bonds and the Financing Documents, as amended. None of the officers, members, directors, employees, representatives, or agents of the Issuer, however, shall have any personal liability under the Series 2015A Bonds or the Financing Documents.

Section 4. This resolution shall take effect immediately.

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

I, the undersigned, Secretary of the Oneida County Local Development Corporation, DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the directors of the Oneida County Local Development Corporation (the “Issuer”) including the resolution 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 Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of the meeting, (ii) said meeting was in all respects duly held, (iii) pursuant to Section 104 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 duly given in accordance with the Open Meetings Law, and (iv) there was a quorum of the members of the Issuer 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 this __ day of _____, 2023.

Shawna M. Papale, Secretary