



BOARD OF DIRECTORS MEETING*

NanoFab East, 4th Floor Boardroom

August 29, 2024

2:00 p.m.

AGENDA

1. Call to order
2. Approval of Minutes of June 27, 2024 Meeting
3. Finance Committee
 - NY CREATES Resolution No. 33 – Membership Agreement with the Northeast Regional Defense Technology Hub (“NORDTECH”) (NY CREATES)
 - NY CREATES Resolution No. 34 – Agreement with NYDesign, Inc. (NY CREATES)
 - Agreement with Carousel Industries of North America, LLC, doing business as NWN Carousel (NY CREATES and FRMC)
 - Agreement with ePlus Technology, Inc. (NY CREATES)
 - Lease with International Business Machines Corporation (FRMC)
 - Lease with Exyte U.S., Inc. (FRMC)
 - Amendment to Agreement with J.R. Proprietors (FRMC)
 - Agreement with Trane U.S. Inc. (FRMC)
 - Agreement with Mid-State Industries, Ltd. (FRMC)
4. New Business
5. Public Comment
6. Next Board of Directors meeting: TBD
7. Adjournment

*This includes the joint meetings of the Board of Directors of the Fuller Road Management Corporation and Fort Schuyler Management Corporation.



**NY CREATES
Meeting of the Board of Directors
NanoFab East, 4th Floor Boardroom**

June 27, 2024

Minutes

Directors present: Dr. Douglas Grose (Chair), Kristin Proud (Vice Chair), Michael Abbott, Dr. Meng-Ling Hsiao and Joan McDonald. Heather Hage joined for portions of the meeting.

Excused Absence: None.

Staff: David Anderson – President, Rebeca Borden – Acting General Counsel, Paul Kelly – Chief Operating Officer, Scott Bateman – Treasurer, Timothy Taylor – Chief Financial Officer, and Patricia Bucklin – Board Secretary.

Guests: Ryan Farrell (Research Foundation for SUNY), Dr. Andrew Russell (SPF), Ian Rosenblum (SUNY), and Maurice Raghubar (VP Information Technology (CIO))

1. Call to order

Chair Grose called the meeting of the Board of Directors of NY CREATES to order at 12:04 pm and introduced the directors and guests.

2. Conflict of Interest

Chair Grose asked the Directors if they had any potential conflict of interest with respect to items on the Board agenda, and if so, to disclose it. There were none.

3. Minutes

Chair Grose asked for a motion to approve the NY CREATES minutes of the meeting of May 3, 2024.

Motion: Kristin Proud
Second: Michael Abbott

Vote: Following a roll call vote, the minutes were approved with no changes.

4. NY CREATES Resolution No. 29 - Appointment of Acting General Counsel

Chair Grose asked for a motion to consider and approve NY CREATES Resolution No. 29 approving and ratifying the appointment of Rebecca Borden as Acting General Counsel.

Motion: Joan McDonald

Second: Dr. Meng-Ling Hsiao

Vice Chair Proud advised that, pursuant to NY CREATES Resolution No. 1, Patricia Arciero-Craig was appointed to serve as Chief Administrative Officer and Acting General Counsel, effective December 18, 2019, and served in those positions until her resignation on April 18, 2024. Effective April 19, 2024, NY CREATES President David Anderson appointed NY CREATES Senior Associate Counsel Rebecca Borden, Esq. as Acting General Counsel on an interim basis pending completion of the selection process for such office. Ms. Borden is performing her duties as Acting General Counsel in an exemplary manner and President Anderson requested that NY CREATES approve and ratify her appointment as Acting General Counsel pending completion of the selection process for the office of General Counsel, and ratify all acts taken by such officer in fulfilling the duties of Acting General Counsel.

Requested Action: Approve NY CREATES Resolution No. 29.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

5. Audit Committee Report

Chair Grose introduced Michael Abbott, Chair of the Audit Committee, for the Audit Committee Report.

A. Insurance Renewals (NY CREATES, FRMC and FSMC)

Committee Chair Abbott asked for a motion to consider and adopt resolutions for NY CREATES, FRMC and FSMC approving and authorizing the insurance renewals for the corporations.

Motion: Dr. Meng-Ling Hsiao

Second: Kristin Proud

Committee Chair Abbott advised that NY CREATES, FRMC and FSMC seek to renew their various lines of insurance coverage for the period commencing on July 1, 2024. NY

CREATES' insurance broker, Amsure, conducted a competitive outreach process and prepared a proposed renewal package. Amsure is an independent risk management and insurance advisory firm that represents over 20 different insurance carriers. A summary of the proposed program is in the materials provided to the Board in advance of the meeting. As noted in the summaries, the aggregate premium costs for NY CREATES, FRMC and FSMC will increase by approximately \$96,359 or 2.8% for the 2024-25 policy periods when compared to the expiring policy terms. The increase is primarily driven by increases in property insurance premiums which have increased significantly across the nation. In addition to the above, NY CREATES, FRMC and FSMC will obtain cyber insurance for the 2024-25 policy period at a cost of \$27,000.

The Audit Committee approved the resolutions described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve resolutions for NY CREATES, FRMC and FSMC (1) approving and authorizing the insurance renewals as described in the summary provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid insurance renewals with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

6. Finance Committee Report

Chair Grose introduced Kristin Proud, Chair of the Finance Committee, for the Finance Committee Report.

A. NY CREATES Resolution No. 30, FRMC Resolution No. 195 and FSMC Resolution No. 210 - Annual Plan for 2024-25 (NY CREATES, FRMC and FSMC)

Committee Chair Proud asked for a motion to consider and adopt NY CREATES Resolution No. 30, FRMC Resolution No. 195 and FSMC Resolution No. 210 approving the Annual Plan for 2024-25 for NY CREATES, FRMC and FSMC.

Motion: Heather Hage
Second: Joan McDonald

Committee Chair Proud advised that the Bylaws of NY CREATES, FRMC and FSMC provide that the President, with the recommendation of the Chief Financial Officer, shall present to the Board of Directors for its approval an Annual Plan which shall set forth all anticipated revenues and expenditures and include (a) the approved expenditure levels, including approved changes, and estimated income and expenditures for the current fiscal year; (b) the actual income and expenditures for the prior fiscal year; and (c) the estimated income and expenditures for the forthcoming fiscal year. The 2024-25 Annual Plan was prepared and submitted to the Finance Committee upon the recommendation of management, the Chief Financial Officer and Finance staff.

The Finance Committee approved the resolutions described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve NY CREATES Resolution No. 30, FRMC Resolution No. 195 and FSMC Resolution No. 210.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

B. NY CREATES Resolution No. 31, FRMC Resolution No. 196 and FSMC Resolution No. 211- Investment Policy and Guidelines (NY CREATES, FRMC and FSMC)

Committee Chair Proud asked for a motion to consider and adopt NY CREATES Resolution No. 31, FRMC Resolution No. 196 and FSMC Resolution No. 211 approving and authorizing the adoption of the Investment Policy and Guidelines.

Motion: Dr. Meng-Ling Hsiao
Second: Dr. Douglas Grose

Committee Chair Proud advised that, as authorized by the Bylaws of NY CREATES, FRMC and FSMC, the Corporations desire to adopt an Investment Policy and Guidelines to set forth standards and guidelines governing the investment and management of the Corporations' financial assets. The Policy is intended to be in accordance with the New York Prudent Management of Institutional Funds Act and is issued to guide management and other interested parties, including the Finance Committee. The Policy provides that it may be amended by the Finance Committee, which also may approve exceptions to the Policy as warranted by unique circumstances.

The Finance Committee approved the resolution described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve NY CREATES Resolution No. 31, FRMC Resolution No. 196 and FSMC Resolution No. 211.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

C. FRMC Resolution No. 197 and NY CREATES Resolution No. 32 – Transfer of Funds (FRMC and NY CREATES)

Committee Chair Proud asked for a motion to consider and adopt FRMC Resolution No. 197 and NY CREATES Resolution No. 32 approving the transfer of funds from FRMC to NY CREATES and from NY CREATES to FSMC.

Motion: Joan McDonald
Second: Heather Hage

Committee Chair Proud advised that pursuant to its Certificate of Incorporation, FRMC was formed and is to be operated exclusively for the purpose of holding title to real estate, collecting income therefrom and transferring the entire amount thereof, less expenses, to its member, NY CREATES. In FRMC's 2024/2025 fiscal year, \$16MM has been identified as not being required for its operations and which therefore may be transferred to its sole member, NY CREATES, in accordance with FRMC's purposes. NY CREATES, in accordance with its corporate purposes, anticipates receipt of \$16MM from FRMC, its wholly owned subsidiary, and seeks to transfer \$6MM of those funds to FSMC for working capital during the 2024/2025 fiscal year at such times and in such amounts as determined by NY CREATES Chief Financial Officer.

The Finance Committee approved the resolutions described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve FRMC Resolution No. 197 and NY CREATES Resolution No. 32.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

D. Agreement with L. H. LaPlante Company, Inc. (FSMC)

Committee Chair Proud asked for a motion to consider and approve an agreement with L.H. LaPlante Company, Inc. ("LaPlante").

Motion: Joan McDonald
Second: Dr. Meng-Ling Hsiao

Committee Chair Proud advised that FSMC seeks approval of an agreement with L.H. LaPlante Company, Inc. for the procurement of two new single zone HVAC systems to

support Norsk's manufacturing facility in Plattsburgh, NY. Under the agreement, which followed a competitive procurement, LaPlante will demolish and remove the existing HVAC system, construct upgrades and install the new HVAC systems. The new systems will service approximately 60,000 square feet of production and storage space. The cost of the contract is \$1,548,500 and will be paid from New York State grant funds.

Requested Action: Approve a resolution (1) approving and authorizing the Corporation to enter into an agreement with LaPlante on the terms stated in the memorandum provided to the Board in advance of the meeting subject to and conditional upon completion of the remaining due diligence work; and (2) approving and authorizing the President, Treasurer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

E. Agreement with Turner Construction Company, Inc. (FSMC)

Committee Chair Proud asked for a motion to consider, approve and ratify an agreement with Turner Construction Company, Inc. ("Turner").

Motion: Heather Hage
Second: Dr. Douglas Grose

Committee Chair Proud advised that, FSMC seeks approval and ratification of an agreement with Turner Construction Company to design and construct a central café at the manufacturing facility leased to Tesla in Buffalo, NY. Under the agreement, the café will occupy 3,200 square feet and is to be substantially complete by July 15, 2024. Due to the scheduling issues of the contractor and sub-contractors and the timing of long lead item purchases, the agreement was executed and work on the project has begun. The cost of the contract is \$1,607,343 and will be paid from New York State grant funds to support the construction and expansion of the Riverbend facility.

The Finance Committee approved the resolution described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve a resolution (1) approving and ratifying FSMC's execution of the agreement with Turner and all acts of any officers of the Corporation that were taken or made with respect to the aforesaid agreement with Turner; and (2) approving and

authorizing the President, Treasurer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

F. Agreement with the American Registry for Internet Numbers, Ltd. (“ARIN”) (FSMC)

Committee Chair Proud asked for a motion to consider and approve an agreement with the American Registry for Internet Numbers, Ltd. (“ARIN”).

Motion: Heather Hage
Second: Joan McDonald

Committee Chair Proud advised that, NY CREATES seeks to enter into a Registration Services Agreement (“Agreement”) with ARIN, a Regional Internet Registry serving the United States, Canada and certain islands. ARIN provides registration, administration and stewardship of Internet number resources. Under the terms of the Agreement, ARIN will issue and register Internet computer addresses for 256-512 NY CREATES computers and allow for programming, network allocation, identification, provisioning, routing, and communication management of these computers. The term of the Agreement is for one year, with automatic renewal unless terminated in accordance with the termination provisions of the agreement. There is a one-time cost of \$2000 and an annual renewal cost of approximately \$1500.

The Finance Committee approved the resolution described in the memorandum provided to the Board in advance of the meeting, including recommending that the Board approve the same actions.

Requested Action: Approve a resolution (1) approving and authorizing NY CREATES to enter into an Agreement with ARIN on the terms stated in the memorandum provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid Agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement

and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions.

7. New Business

Chair Grose asked if there is any new business. There was none.

8. Public Comment

Chair Grose asked if there is any comment from the public. There was none.

9. Schedule of Next Meeting

Chair Grose advised that the date of the next meeting is to be determined and once finalized will be posted on the website.

10. Adjournment

With no further business to come before the Board, Chair Grose asked for a motion to adjourn the meeting.

Motion: Kristin Proud
Second: Michael Abbott

The motion was approved and the meeting was adjourned at 12:27 pm.

Respectfully Submitted,

Patricia K. Bucklin
Secretary of the Board

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: NORDTECH Membership Agreement (“NORDTECH Agreement”) (NY CREATES)

Background:

In September 2023, the Northeast Regional Defense Technology Hub (“NORDTECH”) was announced as a technology hub under the MicroElectronics Commons; a piece of the Federal CHIPS and Science Act. The founding members of NORDTECH are the Research Foundation of The State University of New York (“RF”), acting on behalf of the State University of New York Center for Economic Development (“SUNY CED”), NY CREATES, University at Albany, College of Nanotechnology, Science and Engineering, Cornell University, Rensselaer Polytechnic Institute, and IBM. The founding members serve on the NORDTECH Governance Committee and provide advisory input regarding governance, operation, staffing and leadership of NORDTECH. NORDTECH is an unincorporated consortium.

The RF is the administrator of NORDTECH. The RF has received an award from the National Security Technology Accelerator to conduct projects in applied semiconductor research based in the United States. This will include small and medium semiconductor manufacturing companies, community colleges and universities and major corporations who are service providers and leaders in semi-conductor and device design, fabrication and production.

NY CREATES now seeks approval and ratification of its execution of the NORDTECH Membership Agreement. There currently is no fee for membership.

The Finance Committee approved a resolution (1) approving and ratifying NY CREATES’ execution of the NORDTECH Agreement and all acts of any officers of the Corporation that were taken or made with respect to the aforesaid agreement; (2) approving and authorizing the President, Treasurer, Chief Operating Officer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve NY CREATES Resolution No. 33.

RESOLUTION OF THE BOARD OF DIRECTORS OF
THE NEW YORK CENTER FOR RESEARCH, ECONOMIC ADVANCEMENT,
TECHNOLOGY, ENGINEERING and SCIENCE CORPORATION (d/b/a “NY CREATES”)

August 29, 2024

RESOLUTION NO. 33

AUTHORIZATION TO ENTER INTO A MEMBERSHIP AGREEMENT WITH THE
NORTHEAST REGIONAL DEFENSE TECHNOLOGY HUB (“NORDTECH”)

WHEREAS, the New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation; and

WHEREAS, in September 2023, the Northeast Regional Defense Technology Hub (“NORDTECH”) was announced as a technology hub under the MicroElectronics Commons, a piece of the Federal CHIPS and Science Act; and

WHEREAS, the founding members of NORDTECH are the Research Foundation of The State University of New York (“RF”), acting on behalf of the State University of New York Center for Economic Development (“SUNY CED”), NY CREATES, University at Albany College of Nanotechnology, Science and Engineering, Cornell University, Rensselaer Polytechnic Institute, and IBM; and

WHEREAS, the founding members serve on the NORDTECH Governance Committee and provide advisory input regarding governance, operation, staffing and leadership of NORDTECH, which is an unincorporated consortium; and

WHEREAS, the RF is the administrator of NORDTECH, and has received an award from the National Security Technology Accelerator to conduct projects in applied semiconductor research based in the United States; these projects will include small and medium semiconductor manufacturing companies, community colleges and universities and major corporations who are service providers and leaders in semi-conductor and device design, fabrication and production; and

WHEREAS, NY CREATES now seeks approval and ratification of its execution of the NORDTECH Membership Agreement; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: APPROVAL AND RATIFICATION OF MEMBERSHIP AGREEMENT. The Corporation’s Board of Directors hereby approves and ratifies NY CREATES’ execution of the

NORDTECH Membership Agreement and all acts of any officers of the Corporation that were taken or made with respect to the aforesaid agreement.

SECTION 2: DOCUMENTS AND CONTRACTS. The Board of Directors approves and authorizes the President, Treasurer, Chief Operating Officer and Chief Financial Officer, each of them without the other, on behalf of the Corporation to take such actions as are necessary or appropriate to implement and carry out the purposes and intents of the resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

SECTION 3: EFFECTIVE DATE. This Resolution shall take effect immediately.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Agreement with NYDesign, Inc. (“NYDesign”) (NY CREATES)

Background:

NY CREATES seeks to enter into an affiliation agreement with NYDesign, Inc., a 501 (c)(3) entity that was originally created in 2022 to broaden and simplify integrated circuit design for non-traditional students, companies, and individuals to help raise industry awareness and address talent pipeline issues impacting semiconductor growth. NYDesign is working to establish NYS as a training ground for a growing breadth of IC designers, from typical and atypical backgrounds, to meet the high demand for the talent required to support the rapid IC proliferation. Through public-private partnerships with government, academia, and industry, NYDesign helps deliver hands-on experience for IC designers and designs addressing more customized applications in more industries.

Under the affiliation agreement, NY CREATES will assist NYDesign with its operations focused on establishing design and enablement center(s) in the State of New York that offer integrated circuit design training, streamlining of the design process, and integrated access to program tools and IP. The agreement provides that NY CREATES will appoint certain directors to an expanded Board of Directors, which now consists of four members with deep industry experience and strong ties to NY.

NY CREATES believes that NYDesign will add strategic synergies to the NY CREATES agenda, and that NY CREATES will bring unique value, maturity, and capabilities to the NYDesign initiatives by further exposing NYDesign to our industry partners at semiconductor equipment manufacturers and chip/device makers, and by participating in Federal initiatives. To ensure that the affiliation is successful, NY CREATES seeks to commit \$1.4M over a three-year period. In partial consideration for the funds provided from NY CREATES to NYDesign, NYDesign will give NY CREATES access to net revenue realized from NYDesign’s operations (which is not required for NYDesign’s operations); and/or where NYDesign develops a process, program, service or technology, etc. which NY CREATES would desire access to, NY CREATES would be provided with access that reflects the in-kind value of funding provided from NY CREATES to NYDesign.

The Finance Committee approved a resolution (1) approving and authorizing the Corporation to enter into an agreement with NY Design on the terms stated in the memorandum provided to the Committee in advance of the meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and

delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve NY CREATES Resolution No. 34.

RESOLUTION OF THE BOARD OF DIRECTORS OF
THE NEW YORK CENTER FOR RESEARCH, ECONOMIC ADVANCEMENT,
TECHNOLOGY, ENGINEERING and SCIENCE CORPORATION (d/b/a “NY CREATES”)

August 29, 2024

RESOLUTION NO. 34

AUTHORIZATION TO ENTER INTO AN AFFILIATION AGREEMENT WITH NYDESIGN

WHEREAS, the New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation; and

WHEREAS, NY CREATES seeks to enter into an affiliation agreement with NYDesign, Inc., a 501 (c)(3) entity that was originally created in 2022 to broaden and simplify integrated circuit design for non-traditional students, companies, and individuals to help raise industry awareness and address talent pipeline issues impacting semiconductor growth; and

WHEREAS, NYDesign is working to establish New York State as a training ground for a growing breadth of IC designers, from typical and atypical backgrounds, to meet the high demand for the talent required to support the rapid IC proliferation; and

WHEREAS, through public-private partnerships with government, academia, and industry, NYDesign helps deliver hands-on experience for IC designers and designs addressing more customized applications in more industries; and

WHEREAS, under the terms of the affiliation agreement, NY CREATES will assist NYDesign with its operations focused on establishing design and enablement center(s) in New York State that offer integrated circuit design training, streamlining of the design process, and integrated access to program tools and IP; NY CREATES also will appoint certain directors to an expanded Board of Directors of NYDesign; and

WHEREAS, NY CREATES believes that NYDesign will add strategic synergies to the NY CREATES agenda, and that NY CREATES will bring unique value, maturity, and capabilities to the NYDesign initiatives by further exposing NYDesign to its industry partners at semiconductor equipment manufacturers and chip/device makers, and by participating in Federal initiatives; and

WHEREAS, to ensure that the affiliation is successful, NY CREATES seeks to commit \$1.4M over a three-year period to NYDesign, and NYDesign will give NY CREATES access to net revenue realized from NYDesign’s operations (which is not required for NYDesign’s operations) and/or in-kind access to a process, program, service or technology, etc. that NYDesign develops; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: APPROVAL OF MEMBERSHIP AGREEMENT. The Corporation's Board of Directors hereby approves and authorizes the NY CREATES to enter into an affiliation agreement with NYDesign on the terms stated in the memorandum accompanying this resolution.

SECTION 2. APPROVAL OF FUNDING FOR NY DESIGN. The Board of Directors approves funding for NY DESIGN in the amount of \$1.4M over a three-year period.

SECTION 3: DOCUMENTS AND CONTRACTS. The Board of Directors approves and authorizes the President, Chief Operating Officer, Treasurer and Chief Financial Officer, each of them without the other, on behalf of the Corporation to take such actions as are necessary or appropriate to implement and carry out the purposes and intents of the resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

SECTION 4: EFFECTIVE DATE. This Resolution shall take effect immediately.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Agreement with Carousel Industries of North America, LLC, Doing Business as NWN Carousel (NY CREATES and FRMC)

Background:

NY CREATES and Fuller Road Management Corporation (“FRMC”) seek to enter into an agreement with Carousel Industries of North America, LLC, Doing Business as NWN Carousel (“Carousel”) for upgrades to the IT data backup systems at the Albany NanoFab Complex and the TAP facility in Rochester, NY. The contract includes hardware, software, and installation services. The data backup system will provide granular system backup of data that would offer the ability to restore data and systems in the event of any adverse effect to the integrity of NYCREATES online data. The cost is \$320,958.03 and the portion of the cost attributable to the TAP facility will be reimbursed by the Research Foundation for The State University of New York. The procurement was done in compliance with NY CREATES’ Procurement Guidelines Policy.

The Finance Committee approved resolutions for NY CREATES and FRMC (1) approving and authorizing the Corporation to enter into an agreement with Carousel on the terms stated in the memorandum provided to the Committee in advance of the meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve resolutions for NY CREATES and FRMC (1) approving and authorizing the Corporation to enter into an agreement with Carousel on the terms stated in the memorandum provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Agreement with the ePlus Technology, Inc. (NY CREATES)

Background:

NY CREATES seeks approval and ratification of an agreement with ePlus Technology, Inc. (“ePlus”) for hardware and software that are necessary technology capital equipment refreshes which will enhance the security of our IT systems and minimize the potential for cyber security attacks. To take advantage of a special pricing offer before its end date, NY CREATES entered into the agreement with ePlus in July and now seeks ratification of the agreement. The cost is \$645,725.64. This will be serviced under a separate maintenance contract that will cost approximately \$25,000 per year. The procurement was done in compliance with NY CREATES’ Procurement Guidelines Policy.

The Finance Committee approved a resolution (1) approving and ratifying NY CREATES’ execution of the agreement with ePlus and all acts of any officers of the Corporation that were taken or made with respect to the aforesaid agreement with ePlus; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve a resolution (1) approving and ratifying NY CREATES’ execution of the agreement with ePlus and all acts of any officers of the Corporation that were taken or made with respect to the aforesaid agreement with ePlus; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Lease with International Business Machines Corporation (“IBM”) (FRMC)

- 1) **Description of Property:** Zero Energy Technology building (“ZEN”), 251 Fuller Road, Albany, NY, office space.
- 2) **Tenant:** IBM is a multi-national company that provides information technology products and services.
- 3) **Lease Terms:** IBM currently leases over 70,000 square feet of office and lab space on the Albany Nanotech Campus. It currently has approximately 700 employees onsite. It seeks to lease an additional 30,000 square feet of space in ZEN, where it will add about 150-299 employees. The term for the new space will commence after completion of the tenant’s fit-up of the space on a date 10 days after issuance of a certificate of occupancy or comparable municipal authorization permitting tenant’s use of the premises (anticipated to be around September 1, 2024). The lease will terminate on August 31, 2031. The tenant has an option to extend the lease for one additional five-year term. It also has a right to terminate the lease during the 2029 calendar year upon six months’ notice and payment of a termination fee as set forth in the lease.

The initial total annual base rent for the space will be \$930,000 for the period beginning on the rent commencement date of January 1, 2025 and ending on December 31, 2025 (based on \$31 per square foot). For each successive one-year period until the end of the term, (and for the extension period if applicable), the total annual base rent amount will be determined by increasing the total annual base rent amount applicable in the immediately prior lease year by 2.5% rounded up to the nearest cent. The rent includes operating expenses, utilities and parking. The tenant will be responsible for the fit-up of this unfinished space.

- 4) **Fair Market Value:** Staff has determined that the lease meets fair market value based on other existing leases in the area. Given the availability of this other relevant market data, it is unnecessary and impractical to do an appraisal.
- 5) **Associated Costs for Site Preparation:** None.
- 6) **Associated Costs of Lease:** FRMC will pay consulting fees in the amount of \$199,788.17.
- 7) **Finance Committee:** The Finance Committee approved a resolution (1) approving and authorizing the Corporation to enter into a lease with IBM on the terms stated in the memorandum provided to the Committee in advance of the meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid lease with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as

are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

- 8) **Action Requested:** Approve a resolution (1) approving and authorizing the Corporation to enter into a lease with IBM on the terms stated above; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid lease with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Lease with Exyte U.S., Inc. (“Exyte”) (FRMC)

- 1) **Description of Property:** NanoFab South Building (“NFS”), 255 Fuller Road, third floor office space.
- 2) **Tenant:** Exyte currently leases 30,000 square feet of office space in the ZEN building for a term that expires on August 31, 2024.
- 3) **Lease Terms:** Exyte will surrender its space in ZEN at the termination of its lease on August 31, 2024. It seeks to lease 1,035 square feet of space in NFS for a one-year term commencing on September 1, 2024. The total annual base rent will be \$33,927.30 (based on a rate of \$32.78 per square foot). There also will be an annual charge of \$3,694.28 for non-exclusive use of a conference room in CESTM for one hour per week. The rent includes operating expenses and utilities.
- 4) **Fair Market Value:** Staff has determined that the lease meets fair market value based on other existing leases in the area. Given the availability of this other relevant market data, it is unnecessary and impractical to do an appraisal.
- 5) **Associated Costs for Site Preparation:** None.
- 6) **Associated Cost of Lease:** FRMC will pay consulting fees in the amount of \$1,329.94.
- 7) **Finance Committee:** The Finance Committee approved a resolution (1) approving and authorizing the Corporation to enter into a lease with Exyte on the terms stated in the memorandum provided to the Committee in advance of its meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid lease with such changes, variations, omissions and insertions as the officer of the Corporation signing the same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.
- 8) **Action Requested:** Approve a resolution (1) approving and authorizing the Corporation to enter into a lease with Exyte on the terms stated above; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid lease with such changes, variations, omissions and insertions as the officer of the Corporation signing the same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as

are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Amendment to Agreement with J.R. Proprietors, Inc. (“JR”) (FRMC)

Background:

In 2019, the Fuller Road Management Corporation (“FRMC”) Board of Directors approved a food service agreement (“Agreement”) with J.R. Proprietors Inc. (“JR”), pursuant to which JR was granted the exclusive right to provide food and catering services (with some limited exceptions) on the Albany Nanotech Campus for a base period of five years, with renewal options thereafter upon written agreement of the parties.

The Agreement provided that JR would operate the two cafes on the Nanotech Campus and have use of the equipment in the cafes. It also provided that JR would assume the financial risk for the food and catering services. In addition, it provided that, after December 31, 2021, JR would pay FRMC a commission of 1.5% of profits for any quarter that followed four consecutive quarters of profitability that occurred after December 31, 2020.

The parties now seek to amend the Agreement effective October 1, 2024 for a term that will expire on October 31, 2027 with an option to renew for additional periods based on the mutual agreement of the parties. The amendment provides that JR will operate services at mutually agreed on times but at a minimum from 7am -3pm on weekdays. It also modifies the exceptions for use of vendors other than JR for events onsite.

The Finance Committee approved a resolution (1) approving and authorizing FRMC to enter into an amendment to the agreement with JR on the terms stated in the memorandum provided to the Committee in advance of the meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid amendment with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve a resolution (1) approving and authorizing FRMC to enter into an amendment to the agreement with JR on the terms stated in the memorandum provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid amendment with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to

take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Agreement with Trane U.S. Inc. (NY CREATES)

Background:

NY CREATES seeks to enter into an agreement with Trane for major maintenance on the chillers for the ZEN cooling towers. The agreement covers labor and materials and the cost is \$578,700. The procurement was done in compliance with NY CREATES’ Procurement Guidelines Policy.

The Finance Committee approved a resolution (1)) approving and authorizing the Corporation to enter into an agreement with Trane on the terms stated in the memorandum provided to the Committee in advance of the meeting (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve a resolution (1)) approving and authorizing the Corporation to enter into an agreement with Trane on the terms stated in the memorandum provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.

To: New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation (“NY CREATES”) Board of Directors

Re: Agreement with Mid-State Industries, Ltd. (“Mid-State”) (NY CREATES)

Background:

NY CREATES seeks to enter into an agreement with Mid-State for a roof replacement project for NanoFab South Extension. The agreement covers labor and materials and the cost is \$2,880,000. The procurement was done in compliance with NY CREATES’ Procurement Guidelines Policy.

The Finance Committee approved a resolution (1)) approving and authorizing the Corporation to enter into an agreement with Mid-State on the terms stated in the memorandum provided to the Committee in advance of the meeting; (2) approving and authorizing the President, Treasurer, Chief Operating Officer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements; and (3) recommending that the Board approve the same actions.

Requested Action:

Approve a resolution (1)) approving and authorizing the Corporation to enter into an agreement with Mid-State on the terms stated in the memorandum provided to the Board in advance of the meeting; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer and Chief Financial Officer, each of them without the other, on behalf of the Corporation, (i) to execute, acknowledge and deliver the aforesaid agreement with such changes, variations, omissions and insertions as the officer of the Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) to take such actions as are necessary or appropriate to implement and carry out the purposes and intent of this resolution, including without limitation the execution, acknowledgement and delivery of other documents and agreements.