NYCREATES

BOARD OF DIRECTORS MEETING*
NanoFab East, 4th Floor Boardroom
September 15, 2025
10:00 a.m.

AGENDA

1. Call to order

2. Approval of Minutes of June 26, 2025 Meeting

3. Audit Committee

   - NY CREATES Resolution No. 50, FRMC Resolution No. 209 and FSMC Resolution No. 222 – Amendment to Audit Committee Charter (NY CREATES, FRMC and FSMC)

   - NY CREATES Resolution No. 51, FRMC Resolution No. 210 and FSMC Resolution No. 223 – Engagement of Auditor (NY CREATES, FRMC and FSMC)

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 26, 2025

Minutes

Directors present: Dr. Douglas Grose (Chair), Kristin Proud (Vice Chair), Michael Abbott, Terrence Daly, Dr. Andrea Goldsmith, Heather Hage, Jasminka Husic, Dr. Meng-Ling Hsiao and Joan McDonald.

Excused Absence: Michael Cadigan.

Staff: David Anderson – President, Rebeca Borden – 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 (SUNY Poly Fdn.) and Guy Alonge from Amsure.

1. **Call to order**

   Chair Grose called the meeting of the Board of Directors of NY CREATES to order at 12:02 pm and introduced the directors and guests. Chair Grose welcomed Michael Cadigan, Dr. Andrea Goldsmith and Jasminka Husic as new members of the Board of NY CREATES and noted their backgrounds and the tremendous expertise that they bring to the Board.

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. Jasminka Husic recused herself from the discussion and vote on the agenda item appointing her to the Audit Committee, and Dr. Andrea Goldsmith recused herself on the agenda item relating to an agreement with the Research Foundation for SUNY.

3. **Minutes**

   Chair Grose asked for a motion to approve the minutes of the meeting of April 15, 2025.

Motion: Kristin Proud
Second: Michael Abbott

Vote: Following a roll call vote, the minutes were approved with no changes. Dr. Andrea Goldsmith and Jasminka Husic abstained from the vote.

A. NY CREATES Resolution No. 47 – Appointment to Audit Committee (NY CREATES)

Chair Grose asked for a motion to consider and adopt NY CREATES Resolution No. 47 approving an appointment to the Audit Committee.

Motion: Kristin Proud
Second: Heather Hage

Chair Grose advised that, pursuant to NY CREATES Resolution No. 1 dated December 18, 2019, NY CREATES established an Audit Committee and appointed five directors. Under the Bylaws of FRMC and FSMC, each director of NY CREATES serving on a committee of NY CREATES shall be deemed to have been appointed as a committee member of the corresponding committee of FRMC and FSMC.

On June 12, 2025, the SUNY Polytechnic Institute Foundation, Inc. appointed Jasminka Husic as a Director of NY CREATES. Ms. Husic is a certified public accountant and has served for many years in significant positions involving finance, accounting and budget matters. NY CREATES seeks to appoint Jasminka Husic to the Audit Committee and reconstitute the Committee as follows:

Michael Abbott, Committee Chair
Dr. Meng-Ling Hsiao
Jasminka Husic
Joan McDonald

Requested Action: Approve NY CREATES Resolution No. 47.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions. Jasminka Husic recused herself form the discussion and vote.

4. 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 approve the insurance renewals.

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, 2025. 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 was provided to the Board in advance of the meeting.

The Audit Committee approved resolutions for NY CREATES, FRMC and FSMC as 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) providing the general authorization to the officers as stated in the memorandum provided to the Board.

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

5. Finance Committee Report

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

A. NY CREATES Resolution No. 48, FRMC Resolution No. 207 and FSMC Resolution No. 220 – 2025-26 Annual Plan (NY CREATES, FRMC and FSMC)

Committee Chair Proud asked for a motion to consider and adopt NY CREATES Resolution No. 48, FRMC Resolution No. 207 and FSMC Resolution No. 220 for the 2025-26 Annual Plan.

Motion: Terrence Daly
Second: Dr. Douglas Grose

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 2025-26 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 resolutions for NY CREATES, FRMC and FSMC (1) approving the 2025-26 Annual Plan; (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 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; and (3) recommending that the Board approve the same actions.

Requested Action: Approve NY CREATES Resolution No. 48, FRMC Resolution No. 207 and FSMC Resolution No. 220.

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

B. NY CREATES Resolution No. 49, FRMC Resolution No. 208 and FSMC Resolution No. 221 – Agreement with the Research Foundation for SUNY (NY CREATES, FRMC and FSMC)

Committee Chair Proud asked for a motion to consider and adopt NY CREATES Resolution No. 49, FRMC Resolution No. 208 and FSMC Resolution No. 221 approving an agreement with the RF.

Motion: Joan McDonald
Second: Terrence Daly

Committee Chair Proud advised that, the RF and NY CREATES entered into an agreement on June 1, 2020 pursuant to which the RF agreed to perform certain functions for industry partners at the Albany Nanotech Complex, including providing cleanroom space and equipment, and to assign certain personnel for these programs to function under the direction of NY CREATES. NY CREATES pays the Foundation an annual fee for these services, as well as the reasonable costs of providing the staffing services.

NY CREATES and the RF now seek to extend the term of this agreement, which expires on June 30, 2025. NY CREATES and the RF are negotiating the terms of a new agreement and seek to enter into an amended and restated agreement to extend the current agreement to September 30, 2025, with the ability to extend such agreement for subsequent fiscal quarters as necessary in order to provide time to complete these negotiations.

The Finance Committee approved resolutions for NY CREATES, FRMC and FSMC (1) approving and authorizing the Corporations to enter into an amended and restated agreement with the RF (and any amendments to such amended and restated agreement to further extend such amended and restated agreement for subsequent fiscal quarters as necessary) 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 amended and restated agreement (and any amendments to such amended and restated agreement to further extend such amended and restated agreement for subsequent fiscal quarters as necessary) 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. 49, FRMC Resolution No. 208 and FSMC Resolution No. 221.

Vote: Following a roll call vote, the motion was approved. There were no nays or abstentions. Dr. Andrea Goldsmith recused herself from the vote.

6. New Business

Chair Grose asked if there is any new business.

Michael Abbott noted that Dave Anderson has put together a strong governance team and he should be commended. He inquired about the status of the Compliance Officer position and requested it stay on the radar. Staff advised that NY CREATES has been trying to fill this position but did not receive any applicants that met all of the criteria. NY CREATES then sought proposals from outside groups to see if the compliance duties could be filled on an as-needed basis. Several proposals were received, with another pending. They will be reviewed by the Procurement Department and, once one has been selected, it will be presented to the Board. Michael Abbott stated that he appreciated the work that has been done.

Chair Grose noted for the record that the Board received three Reports from the Finance Committee dated April 29, 2025, May 20, 2025 and June 5, 2025 regarding actions taken by the Committee pursuant to the Amended and Restated Acquisition, Disposition & Lease of Real Property Policy and Guidelines. These Reports will be included in the Board records.

7. Public Comment

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

8. 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.

9. 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 12:24 pm.

Respectfully Submitted,

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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: Adoption of Amended Audit Committee Charter (NY CREATES, FRMC and FSMC)

Background:

On February 22, 2017, the Boards of Directors of Fuller Road Management Corporation ("FRMC") and Fort Schuyler Management Corporation ("FSMC") approved identical Audit Committee Charters for FRMC and FSMC, and on December 18, 2019, the Board of Directors of NY CREATES adopted the FRMC and FSMC Audit Committee Charters.

NY CREATES, FRMC and FSMC now seek to amend their Audit Committee Charters to provide that the Secretary shall organize and attend the Audit Committee meetings, take minutes of each Committee meeting, and present those minutes to the Committee for approval at a subsequent Committee meeting. The current Charters provide for the Compliance Officer to fulfill these duties, and the proposed change is consistent with the Secretary's regular duties which include organizing and attending meetings and taking and filing meeting minutes. The Charters also would be amended to provide that the Compliance Officer shall only be required to attend those meetings of the Audit Committee where the Compliance Officer presents his/her findings on any of the items that are required by the By-laws.

In addition, the Corporations seek to amend the Audit Committee Charters to provide that whenever the members of the Audit Committee have any power of approval, such action may be taken either (a) by the unanimous written consent of all of the members of the Audit Committee without a meeting, or (b) by a majority vote at a meeting of the Audit Committee; and that any items to be approved by the Audit Committee may be done so individually or in bulk through one motion and one vote. This is consistent with the authority given to the Finance Committee by the Board at its meetings on October 29, 2024 and April 15, 2025.

The Audit Committee approved resolutions for NY CREATES, FRMC and FSMC (1) adopting the amended Audit Committee Charters in the form attached to the resolutions; (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 documents associated with these resolutions 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 these resolutions, 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. 50, FRMC Resolution No. 209 and FSMC Resolution No. 222.

New York Center For Research, Economic Advancement, Technology, Engineering and Science Corporation (d/b/a "NY CREATES or "Corporation")
Fuller Road Management Corporation
Fort Schuyler Management Corporation

Audit Committee Charter

Purpose

The purpose of the Audit Committee (the "Committee") is to support the Board of Directors (the "Board") of the New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation ("NY CREATES"), Fuller Road Management Corporation ("FRMC"), and Fort Schuyler Management Corporation ("FSMC"; NY CREATES, FSMC and FRMC are each referred to herein as a "Corporation" and, collectively, the "Corporations") in fulfilling its responsibility to oversee the Corporation's financial reporting, internal control processes, audit functions, and compliance program.

Communications

Any and all communications or inquiries by or on behalf of the Committee shall be made by the Committee as a whole through its Chair, the Secretary, the President of the Corporation, or the President's Delegate(s) to the Committee and not by individual Committee members.

Committee Membership and Meetings

The Committee meetings shall be organized and attended by the Corporation's Secretary. The Secretary shall take the minutes of each Committee meeting and present those minutes to the Committee for approval at a subsequent Committee meeting.

The Committee must be comprised of Directors who are independent as defined by the New York Not-for-Profit Corporation Law. The Committee shall be comprised of not less than three (3) nor more than five (5) Directors. The Committee's composition will meet the following requirements:

1. Members shall have no relationship to the Corporation that may interfere with the exercise of their independence from the Corporation and the Corporation's management ("Management");

2. Members shall be financially literate or shall gain a reasonable level of financial literacy sufficient for the Corporation's needs within a reasonable period of time after appointment to the Committee; and

3. At least one member of the Committee must have accounting or related financial expertise.

The Committee shall meet at least once annually. Regular meetings of the Committee shall be held in conjunction with the Corporation's Board meetings. Additional meetings may be held at the call of the Committee Chair or a quorum of the Committee members. The Compliance Officer shall attend Audit Committee meetings where the Compliance Officer presents his/her findings on any

of the items that are required under the By-Laws. Meetings may, at the discretion of the Committee, include members of Management, independent consultants, and such other persons as the Committee shall determine.

Whenever Audit Committee members have the power to approve any items (including, without limitation, any action, transaction, program, initiative or document), such action may be taken without a meeting, on written consent, setting forth the action so taken, signed by all members of the Audit Committee. Consents may be provided: (i) in a writing signed by the Audit Committee member either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature or e-signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Audit Committee member. Any items to be approved by the Audit Committee may be done so individually or in bulk, with the Audit Committee being able to approve or deny multiple items in one motion and one vote. If the Audit Committee determines, in its discretion, that a subject item should be approved by the Board of Directors, the subject item shall be approved by a majority vote of the Board at a subsequent meeting of the Board.

The Committee shall fix its own rules of procedure, which shall be consistent with the By-Laws of the Corporation.

Duties and Responsibilities

The Committee will perform its duties in accordance with the Corporation's mission. The Committee's responsibilities shall be limited to undertaking the following:

1. Financial statements and state sponsored funds:
   Discuss the results of the annual audits with the independent auditors, including review of the implementation plan for any recommendations provided by the independent auditors, and report these results to the Board.

2. Independent external audits:
   a. Approve the selection, compensation, other terms of engagement, and termination of the Corporation's independent auditors performing external audits of the Corporation's financial Statements; and
   b. Review the agreements with external auditors for unreasonable provisions or potential conflicts that could impair the auditor's independence.

3. Internal audits:
   a. Review internal audit reports and discuss audits with internal auditors; and
   b. Monitor the Corporation's implementation of the internal auditor's recommendations in a timely manner.

4. Compliance:
   a. Review the Corporation's compliance and enterprise risk management programs for consistency with industry norms and standards and regulatory requirements with the Corporation's Compliance Officer;

b. Review the Corporation's program for effectively managing policies and procedures related to ethics, conflicts of interest, fraud, and internal controls with the Corporation's Compliance Officer;
c. Reasonably ascertain that the Corporation has appropriate confidential mechanisms for individuals to report suspected fraud, corruption, criminal activity or conflicts of interest or abuse by directors, officers, or employees of the Corporation or any persons having business dealings with the Corporation;
d. Reasonably ascertain that the Corporation has procedures for the receipt, retention, investigation and/ or referral of complaints or concerns such as those described in (c) above;
e. Review the management and coordination of special investigations conducted by the Corporation's Compliance Officer or Legal staff and provide reasonable oversight as needed; and
f. Oversee the policies governing conflicts of interest and related party transactions and management of potential conflicts of interest or related party transactions by members of the Board and the Corporation.

5. Material Litigation and Legal Matters:
Review reports of material litigation and other material legal issues presented by the Corporation's General Counsel or Management and determine whether these matters are being managed appropriately.

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”)

September 15, 2025

RESOLUTION NO: 50

ADOPTION OF AMENDMENT TO AUDIT COMMITTEE CHARTER

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

WHEREAS, on February 22, 2017, the Boards of Directors of Fuller Road Management Corporation (“FRMC”) and Fort Schuyler Management Corporation (“FSMC”) approved identical Audit Committee Charters for FRMC and FSMC, and on December 18, 2019, the Board of Directors of NY CREATES adopted the FRMC and FSMC Audit Committee Charters; and

WHEREAS, the Corporation seeks to amend the NY CREATES Audit Committee Charter to (1) provide that the Secretary (rather than the Compliance Officer) shall organize and attend the Audit Committee meetings, take minutes of each Committee meeting, and present those minutes to the Committee for approval at a subsequent Committee meeting; and (2) provide that the Compliance Officer shall only be obligated to attend those meetings of the Audit Committee where the Compliance Officer presents his/her findings on any of the items that are required by the Bylaws; and

WHEREAS, the Corporation also seeks to amend the Audit Committee Charter, in a manner consistent with the authority given by the Board to the Finance Committee, by providing that whenever the members of the Audit Committee have any power of approval, such action may be taken either (a) by the unanimous written consent of all of the members of the Audit Committee without a meeting, or (b) by a majority vote at a meeting of the Audit Committee; and that any items to be approved by the Audit Committee may be done so individually or in bulk through one motion and one vote; and

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

SECTION 1: ADOPTION OF AMENDED AUDIT COMMITTEE CHARTER: The Corporation's Board of Directors hereby adopts the amended Audit Committee Charter in the form attached to this resolution.

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, (i) to execute, acknowledge and deliver the documents and agreements associated with this resolution with such changes, variations, omissions and insertions as the officer of such 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.

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

RESOLUTION OF THE BOARD OF DIRECTORS OF THE FULLER ROAD MANAGEMENT CORPORATION

September 15, 2025

RESOLUTION NO: 209

ADOPTION OF AMENDMENT TO AUDIT COMMITTEE CHARTER

WHEREAS, the Fuller Road Management Corporation ("FRMC") Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation, and the New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation ("NY CREATES") is the sole member of FRMC; and

WHEREAS, on February 22, 2017, the Boards of Directors of FRMC and Fort Schuyler Management Corporation ("FSMC") approved identical Audit Committee Charters for FRMC and FSMC, and on December 18, 2019, the Board of Directors of NY CREATES adopted the FRMC and FSMC Audit Committee Charters; and

WHEREAS, the Corporation seeks to amend the FRMC Audit Committee Charter to (1) provide that the Secretary (rather than the Compliance Officer) shall organize and attend the Audit Committee meetings, take minutes of each Committee meeting, and present those minutes to the Committee for approval at a subsequent Committee meeting; and (2) provide that the Compliance Officer shall only be obligated to attend those meetings of the Audit Committee where the Compliance Officer presents his/her findings on any of the items that are required by the Bylaws; and

WHEREAS, the Corporation also seeks to amend the Audit Committee Charter, in a manner consistent with the authority given by the Board to the Finance Committee, by providing that whenever the members of the Audit Committee have any power of approval, such action may be taken either (a) by the unanimous written consent of all of the members of the Audit Committee without a meeting, or (b) by a majority vote at a meeting of the Audit Committee; and that any items to be approved by the Audit Committee may be done so individually or in bulk through one motion and one vote; and

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

SECTION 1: ADOPTION OF AMENDED AUDIT COMMITTEE CHARTER: The Corporation's Board of Directors hereby adopts the amended Audit Committee Charter in the form attached to this resolution.

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, (i) to execute, acknowledge and deliver the documents and agreements associated with this resolution with such changes, variations, omissions and insertions as the officer of such 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.

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

RESOLUTION OF THE BOARD OF DIRECTORS OF THE FORT SCHUYLER MANAGEMENT CORPORATION

September 15, 2025

RESOLUTION NO: 222

ADOPTION OF AMENDMENT TO AUDIT COMMITTEE CHARTER

WHEREAS, the Fort Schuyler Management Corporation ("FSMC") Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation, and the New York Center for Research, Economic Advancement, Technology, Engineering and Science Corporation ("NY CREATES") is the sole member of FSMC; and

WHEREAS, on February 22, 2017, the Boards of Directors of FSMC and Fuller Road Management Corporation ("FRMC") approved identical Audit Committee Charters for FSMC and FRMC, and on December 18, 2019, the Board of Directors of NY CREATES adopted the FSMC and FRMC Audit Committee Charters; and

WHEREAS, the Corporation seeks to amend the FSMC Audit Committee Charter to (1) provide that the Secretary (rather than the Compliance Officer) shall organize and attend the Audit Committee meetings, take minutes of each Committee meeting, and present those minutes to the Committee for approval at a subsequent Committee meeting; and (2) provide that the Compliance Officer shall only be obligated to attend those meetings of the Audit Committee where the Compliance Officer presents his/her findings on any of the items that are required by the Bylaws; and

WHEREAS, the Corporation also seeks to amend the Audit Committee Charter, in a manner consistent with the authority given by the Board to the Finance Committee, by providing that whenever the members of the Audit Committee have any power of approval, such action may be taken either (a) by the unanimous written consent of all of the members of the Audit Committee without a meeting, or (b) by a majority vote at a meeting of the Audit Committee; and that any items to be approved by the Audit Committee may be done so individually or in bulk through one motion and one vote; and

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

SECTION 1: ADOPTION OF AMENDED AUDIT COMMITTEE CHARTER: The Corporation's Board of Directors hereby adopts the amended Audit Committee Charter in the form attached to this resolution.

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, (i) to execute, acknowledge and deliver the documents and agreements associated with this resolution with such changes, variations, omissions and insertions as the officer of such 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.

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: Engagement of Auditor (NY CREATES, FRMC and FSMC)

Background:

The Bylaws of NY CREATES, FRMC and FSMC (collectively, the Corporations") provide that the financial statements of the Corporations shall be audited annually by a certified public accounting firm approved by the Board of Directors. Following a competitive procurement conducted in accordance with the Corporations' Procurement Policy Guidelines, the Corporations, pursuant to NY CREATES Resolution No. 8, FRMC Resolution No. 175 and FSMC Resolution No. 198 dated May 12, 2021, were authorized to engage KPMG to perform the audit and to review their tax filings for an initial term of three years, with two additional one-year renewals upon mutual agreement of the parties, beginning with the year ending June 30, 2021, and for any audit-related projects as may be necessary, and to enter into any associated contracts with KPMG for such services. KPMG completed its initial three-year term of service in 2024. On October 28, 2024, the Corporations were authorized by the Board pursuant to NY CREATES Resolution No. 35, FRMC Resolution No. 198 and FSMC Resolution No. 212 to engage KPMG for a one-year renewal term. The Corporations now seek authorization to engage KPMG to audit its financial statements and review its tax filings for an additional one-year renewal term, as authorized by the previous resolutions. The cost for each Corporation for the audit services includes a 3.11 % increase from last year and the cost for the tax services ranges from a 2.87 - 3.14 % increase over last year.

The Audit Committee approved resolutions for NY CREATES, FRMC and FSMC (1) approving and authorizing the Corporations to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and to review its tax filings for an additional one-year renewal term, and perform any other audit-related projects as may be necessary, and to enter into any associated contracts with KPMG for such services; and (2) approving and authorizing the President, Treasurer, Chief Operating Officer, and Chief Financial Officer, each of them without the other, (i) to execute, acknowledge and deliver the documents and agreements associated with these resolutions with such changes, variations, omissions and insertions as the officer of such Corporation signing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval, and (ii) and to take such actions as are necessary or appropriate, to implement and carry out the purposes and intent of these resolutions, 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. 51, FRMC Resolution No. 210 and FSMC Resolution No. 223.

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")

September 15, 2025

RESOLUTION NO: 51

AUTHORIZATION TO ENGAGE AUDITOR

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

WHEREAS, pursuant to the Bylaws of the Corporation, the financial statements of the Corporation shall be audited annually by a certified public accounting firm approved by the Board of Directors; and

WHEREAS, following a competitive procurement conducted in accordance with the Corporation's Procurement Policy Guidelines, the Corporation, pursuant to NY CREATES Resolution No. 8 dated May 12, 2021, was authorized to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and review its tax filings for an initial term of three years with two additional one-year renewals upon mutual agreement, beginning with the year ending June 30, 2021, and for any audit-related projects as may be necessary, and to enter into any associated agreements with KPMG; and

WHEREAS, KPMG completed its initial three-year term of service in 2024 and on October 28, 2024, the Corporation, pursuant to NY CREATES Resolution No. 35, was authorized by the Board to engage KPMG for a one-year renewal term; and

WHEREAS, the Corporation now seeks authorization to engage KPMG to audit its financial statements and review its tax filings for an additional one-year renewal term, as authorized by NY CREATES Resolution No. 8; and

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

SECTION 1**:** AUTHORIZATION TO ENGAGE AUDITOR. The Corporation's Board of Directors hereby approves and authorizes the Corporation to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and to review its tax filings for an additional one-year renewal term, and perform any other audit-related projects as may be necessary, and to enter into any associated contracts with KPMG for such services.

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, (1) to execute, acknowledge and deliver the associated agreements for such engagement 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 (2) to take such actions as are necessary and appropriate, including the execution, acknowledgement and delivery of other documents and agreements as may be necessary or appropriate to implement and carry out the purposes and intents of this Resolution.

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

RESOLUTION OF THE BOARD OF DIRECTORS OF
FULLER ROAD MANAGEMNT CORPORATION

September 15, 2025

RESOLUTION NO: 210

AUTHORIZATION TO ENGAGE AUDITOR

WHEREAS, the Fuller Road Management Corporation (the "Corporation") Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation; and

WHEREAS, pursuant to the Bylaws of the Corporation, the financial statements of the Corporation shall be audited annually by a certified public accounting firm approved by the Board of Directors; and

WHEREAS, following a competitive procurement conducted in accordance with the Corporation's Procurement Policy Guidelines, the Corporation, pursuant to FRMC Resolution No. 175 dated May 12, 2021, was authorized to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and review its tax filings for an initial term of three years with two additional one-year renewals upon mutual agreement, beginning with the year ending June 30, 2021, and for any audit-related projects as may be necessary, and to enter into any associated agreements with KPMG; and

WHEREAS, KPMG completed its initial three-year term of service in 2024 and on October 28, 2024, the Corporation, pursuant to FRMC Resolution No. 198, was authorized by the Board to engage KPMG for a one-year renewal term; and

WHEREAS, the Corporation now seeks authorization to engage KPMG to audit its financial statements and review its tax filings for an additional one-year renewal term, as authorized by FRMC Resolution No. 175; and

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

SECTION 1**:** AUTHORIZATION TO ENGAGE AUDITOR. The Corporation's Board of Directors hereby approves and authorizes the Corporation to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and to review its tax filings for an additional one-year renewal term, and perform any other audit-related projects as may be necessary, and to enter into any associated contracts with KPMG for such services.

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, (1) to execute, acknowledge and deliver the associated agreements for such engagement 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 (2) to take such actions as are necessary and appropriate, including the execution, acknowledgement and delivery of other documents and agreements as may be necessary or appropriate to implement and carry out the purposes and intents of this Resolution.

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

RESOLUTION OF THE BOARD OF DIRECTORS OF
FORT SCHUYLER MANAGEMENT CORPORATION

September 15, 2025

RESOLUTION NO: 223

AUTHORIZATION TO ENGAGE AUDITOR

WHEREAS, the Fort Schuyler Management Corporation (the "Corporation") Board of Directors is charged with directing the management of the operations, property, affairs and concerns of the Corporation; and

WHEREAS, pursuant to the Bylaws of the Corporation, the financial statements of the Corporation shall be audited annually by a certified public accounting firm approved by the Board of Directors; and

WHEREAS, following a competitive procurement conducted in accordance with the Corporation's Procurement Policy Guidelines, the Corporation, pursuant to FSMC Resolution No. 198 dated May 12, 2021, was authorized to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and review its tax filings for an initial term of three years with two additional one-year renewals upon mutual agreement, beginning with the year ending June 30, 2021, and for any audit-related projects as may be necessary, and to enter into any associated agreements with KPMG; and

WHEREAS, KPMG completed its initial three-year term of service in 2024 and on October 28, 2024, the Corporation, pursuant to FSMC Resolution No. 212, was authorized by the Board to engage KPMG for a one-year renewal term; and

WHEREAS, the Corporation now seeks authorization to engage KPMG to audit its financial statements and review its tax filings for an additional one-year renewal term, as authorized by FSMC Resolution No. 198; and

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

SECTION 1**:** AUTHORIZATION TO ENGAGE AUDITOR. The Corporation's Board of Directors hereby approves and authorizes the Corporation to engage KPMG to audit its financial statements as part of the consolidated audit of NY CREATES and to review its tax filings for an additional one-year renewal term, and perform any other audit-related projects as may be necessary, and to enter into any associated contracts with KPMG for such services.

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, (1) to execute, acknowledge and deliver the

associated agreements for such engagement 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 (2) to take such actions as are necessary and appropriate, including the execution, acknowledgement and delivery of other documents and agreements as may be necessary or appropriate to implement and carry out the purposes and intents of this Resolution.

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