



BOARD OF DIRECTORS MEETING*

May 11, 2020
4:00 PM
VIA Teleconference

AGENDA

1. Call to order
2. Approval of Minutes of March 20, 2020 and April 21, 2020 Meetings
3. Finance Committee
 - FSMC Resolution No. 191 – Extension of Authorization for Access and Work by Cree, Inc. at the Marcy Site
 - Lease Amendments (FRMC)
 - Glauconix, Inc.
4. Audit Committee
 - Approval of Certain Tax Filings (FSMC)
5. New Business
6. Public Comment
7. Next Board of Directors meeting: TBD
8. 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
March 20, 2020
Via teleconference

Minutes

Directors present: Dr. Bahgat Sammakia - Chair, Michael Frame, Kristin Proud, Franklin Hecht, Kenneth Tompkins, Michael Abbott, Dr. Meng-Ling Hsiao, Brad Johnson and Joan McDonald.

Staff: Dr. Douglas Grose – President, Patricia Arciero-Craig – Chief Administrative Officer and Acting General Counsel, Paul Kelly – Chief Operating Officer, Timothy Taylor – Chief Financial Officer, Scott Bateman – Treasurer and Patricia Bucklin – Board Secretary.

Guests: Dr. Tod Laursen – SUNY, Michael Frame – SUNY Polytechnic Foundation, Inc., Keith Palmer – RF SUNY, Monika Conley, John Schopfer and Barry Valentinsen – Public Resources Advisory Group (“PRAG”), Robert Ryan – Harris Beach PLLC, Martin Dunbar – KPMG, and Marvin Markus and Arlene Douglas – Goldman Sachs & Co. LLC

1. Call to order

Chair Sammakia called the meeting of the Board of Directors of NY CREATES to order at 2:36 PM.

Chair Sammakia advised that, due to public health concerns, this meeting is being held via teleconference as authorized by Executive Order of the Governor. A webcast is available for members of the public to listen to the meeting.

Chair Sammakia conducted a roll call of all of the participants in the meeting and advised that he would be doing a roll call vote for each action item to ensure an accurate record of all votes.

Chair Sammakia asked the Directors if they had any potential conflict of interest with respect to items on today's agenda, and if so, to disclose it. There were no conflicts of interest.

2. Minutes

Chair Sammakia asked for a motion to approve the NY CREATES minutes of February 13, 2020.

Motion: Kristin Proud
Second: Franklin Hecht

Discussion: None.

VOTE: Following a roll call vote, the minutes were unanimously approved as presented.

Chair Sammakia introduced Kristin Proud, Chair of the Finance Committee, to give the Finance Committee Report.

3. Finance Committee Report

FRMC Resolution No. 166 – Authorization for FRMC Corporate Debt Refinancing

Committee Chair Proud asks for a motion to consider and adopt Resolution No. 166 authorizing the FRMC Corporate Debt Refinancing

Motion: Brad Johnson

Second: Kenneth Tompkins

Committee Chair Proud stated that, as set forth in the materials provided to the Board in advance of the meeting, Fuller Road Management Corporation has approximately \$334,664,089 (as of April 29, 2020) in outstanding principal debt of which approximately \$259,933,422 is scheduled to either mature or has a mandatory tender in early May 2020 (the “Prior Indebtedness”).

On December 20, 2019, the Corporation, subsequent to completing a competitive procurement process and receiving concurrence to the evaluation committee’s recommendation from the Finance Committee, selected a proposal for the repayment of all or a portion of the Corporation’s Prior Indebtedness from Goldman Sachs & Co. LLC (the “Transaction”), subject to the Board’s approval of all definitive documents necessary for the implementation of the Transaction.

The Transaction contemplates the issuance of fixed rate taxable municipal bonds in an amount not to exceed \$350,000,000 by the New York Transportation Development Corporation (Lease Revenue Refunding Bonds, Series 2020), the proceeds of such issuance to be loaned to the Corporation for the purposes of defeasing or redeeming all or a portion of the Prior Indebtedness and to pay the cost of issuance (the “Series 2020 Bonds”). The Series 2020 Bonds are structured to fully amortize over a 15-year term with debt service payments capped at \$35 million in fiscal year 2021, \$40 million through fiscal year 2029 and \$7 million through fiscal year 2035.

Committee Chair Proud stated that this has been a very turbulent week and the market is changing hour by hour and Marvin Markus from Goldman Sachs will tell us more about the market conditions generally and further describe the proposed transaction. In addition, she stated that given the rapidly changing conditions, staff is currently pursuing an alternative with the existing lenders in the event that the proposed transaction is delayed. Such alternative, if pursued, would be reviewed for approval by the Board.

Committee Chair Proud then introduced Mr. Markus, who discussed the structure and terms of the proposed transaction as set forth in the materials provided to the Board. Mr. Markus also discussed the current market conditions and the timing of the proposed transaction. In addition, he advised that staff has had discussions with the current bank lenders about extending the current debt in the event that market conditions limit the ability to proceed with the proposed transaction.

Mr. Johnson inquired about the deadline by which the proposed transaction could be consummated to allow for repayment of the Corporation's existing debt by the respective maturity/tender dates. Mr. Markus indicated that April 23, 2020 would be the deadline to consummate the proposed bond transaction. Staff also explained that discussions with the Corporation's existing lenders are underway to explore the possibility of extending those maturity/tender dates and that once details are obtained from the lenders, further information would be provided to the board. In addition, any such extension would require Board approval.

Committee Chair Proud then introduced John Schopfer from the Public Resources Advisory Group ("PRAG") to discuss compliance with the FRMC Debt Management Policy and referred Board members to the PRAG memorandum circulated prior to the meeting. Mr. Schopfer reviewed the policy and stated that PRAG has concluded that the transaction complies with the policy.

Ms. Proud indicated that the Finance Committee approved a resolution (1) approving and authorizing the Transaction, including the engagement of Goldman Sachs & Co. LLC, as senior managing underwriter, the engagement of Digital Assurance Certification for SEC Rule 15c2-12 compliance services, the use of bond insurance, the Indenture, the amendment and restatements of the Lease Agreements, the Preliminary Official Statement, the Official Statement, the distribution and use of the Preliminary Official Statement and Official Statement by the Underwriter, and the termination of Interest Rate Swap Agreements, (2) authorizing the execution and delivery of the Bond Purchase Agreement, Loan Agreement, Note, Assignment of Rents, Continuing Disclosure Agreement, Official Statement and any other document now or hereafter executed by the Corporation (collectively, the "Corporation Documents") in connection with undertaking the Transaction, and (3) recommending that the Board approve the same actions.

Requested Action:

Approve Resolution No. 166 which approves and authorizes the same actions in connection with the Transaction as approved by the Finance Committee.

VOTE: Following discussion and a roll call vote, the motion was unanimously approved.

FRMC Resolution No. 167 and FSMC Resolution No. 189 – Authorization for Signatories for Corporate Depository Account Transactions

Committee Chair Proud asked for a (1) motion to consider and adopt FRMC Resolution No. 167 authorizing signatories for FRMC corporate depository account transactions and a (2) motion to consider and adopt FSMC Resolution No. 189 authorizing signatories for FSMC corporate depository account transactions.

FRMC Resolution No. 167:
Motion: Kenneth Tompkins
Second: Franklin Hecht

FSMC Resolution 189:
Motion: Franklin Hecht
Second: Brad Johnson

Committee Chair Proud advised that, by FRMC Resolution No. 151 and FSMC Resolution No. 176, the FRMC and FSMC Board of Directors (“FSMC”) appointed Dr. Douglas A. Grose as President of the respective Corporations and as a signatory to transactions drawn against the accounts of the Corporation. To assure the efficient operation of business, FRMC and FSMC now seek to appoint its Chief Financial Officer, Timothy Taylor, and Treasurer, Scott Bateman, each as a signatory to transactions drawn against the deposit accounts of the Corporation. (Messrs. Taylor and Bateman and Dr. Grose referred to as “Signatories”). The Signatories shall have the power and authority set forth in the Resolutions 167 and 189 that were in the materials sent to you.

The Finance Committee approved FRMC Resolution No. 167 and FSMC Resolution No. 189 appointing the Chief Financial Officer, Timothy Taylor, and Treasurer, Scott Bateman, each as a signatory to transactions drawn against the accounts of FRMC and FSMC, respectively, granting the Signatories the power and authority stated in the respective Resolutions, and recommending that the Board approve the same actions.

Requested Action:

(1) Approve FRMC Resolution No. 167 appointing the Chief Financial Officer, Timothy Taylor, and Treasurer, Scott Bateman, each as a signatory to transactions drawn against the deposit account or accounts of the FRMC and granting the Signatories the power and authority stated in the Resolution.

(2) Approve FSMC Resolution No. 189 appointing the Chief Financial Officer, Timothy Taylor, and Treasurer, Scott Bateman, each as a signatory to transactions drawn against the deposit account or accounts of the FSMC and granting the Signatories the power and authority stated in the Resolution

Discussion: None.

VOTE: Following discussion and a roll call vote, the motion to adopt FRMC Resolution No. 166 was unanimously approved.

VOTE: Following discussion and a roll call vote, the motion to adopt FSMC Resolution No. 189 was unanimously approved.

FRMC Lease Amendments

(1)IBM

Committee Chair Proud asked for a motion to consider and approve a lease amendment with IBM.

Motion:Kenneth Tompkins
Second:Franklin Hecht

Committee Chair Proud stated that IBM, a worldwide leader in information technology, computer science and high-tech research, currently leases 61,311 square feet of office and laboratory space in the NanoFab East Building (“NFE”) and 1,900 square feet of lab space in NFS. IBM now seeks to lease an additional 7,405 square feet of office space in NFE adjacent to space that it currently leases for a term beginning April 1, 2020 through December 31, 2023, with an option to extend for five years. Rent will be \$35 square foot plus operating expenses and utilities for the new space and for the adjacent space of 6,256 square feet. IBM will have use of the office furniture and equipment in the new space. The rent will continue to increase by 3% annually.

The proposed lease represents a small fraction of the total building; therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building. There will be no cost to FRMC for site preparation for the additional space.

The Finance Committee approved a resolution (1) authorizing approval of the Eighth Amendment of the Lease with IBM under the terms described above, (2) authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation, to approve, sign, acknowledge and deliver the Eighth Amendment to IBM in such form as either of such officers may deem appropriate, as are necessary to effectuate the resolution, and (3) recommending that the Board of Directors approve the same action.

Requested Action:

Approve a resolution authorizing the approval of the Eighth Amendment of the Lease with IBM under the terms described above, and authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation, to approve, sign, acknowledge and deliver the Eighth Amendment to IBM in such form as either of them may deem appropriate, as are necessary to effectuate the resolution.

Discussion: None.

VOTE: Following a roll call vote, the motion to approve a lease amendment with IBM was unanimously approved.

(2)National Weather Service

Committee Chair Proud asked for a motion to consider and approve a lease amendment with National Weather Service of the U.S. Department of Commerce National Oceanic and Atmospheric Administration (“National Weather Service”).

Motion:FranklinHecht

Second:Kenneth Tompkins

Committee Chair Proud stated that, in 1997, the National Weather Service entered into a 20 year lease with FRMC for 6800 square feet of office space in CESTM, rooftop space for related work and parking. Its lease was extended by Supplemental Agreement No. 1 in 2017 for three years. It now seeks to extend its lease through Supplemental Agreement No. 2 for an additional two years through April 15, 2022. It will pay \$24.68 per square foot, including utilities and parking. This is a 3% increase from the previous year.

The proposed lease represents a small fraction of the total building; therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building.

The Finance Committee approved a resolution (1) authorizing approval of Supplemental Agreement No. 2 to the lease with the National Weather Service under the terms described above, (2) authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation to approve, sign, acknowledge and deliver the amendment in such form as either of them may deem appropriate, as are necessary to effectuate the resolution, and (3) recommending that the Board approve the same action.

Requested Action:

Approve a resolution authorizing approval of Supplemental Agreement No. 2 to the lease with the National Weather Service under the terms described above and authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation to approve, sign, acknowledge and deliver the amendment in such form as either of them may deem appropriate, as are necessary to effectuate the resolution.

Discussion: None.

VOTE: Following a roll call vote, the motion to approve the lease amendment with the National Weather Service was unanimously approved.

(3)Albany Valve & Fitting Co., Inc.

Committee Chair Proud asked for a motion to consider and approve a lease amendment with Albany Valve & Fitting Co., Inc. (“Albany Valve”).

Motion:Franklin Hecht
Second: Kenneth Tompkins

Committee Chair Proud stated that Albany Valve is a fluid system provider for various industries, including the semiconductor industry. It seeks to lease 407 square feet of office space in NFE for two years, with an option to extend for two one-year terms. Tenant will pay \$32 square foot, including operating expenses and utilities. Tenant also will have use of office furniture and will pay for parking.

The proposed lease represents a small fraction of the total building; therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building.

The Finance Committee approved a resolution (1) authorizing approval of the Lease with Albany Valve under the terms described above, (2) authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation, to approve, sign, acknowledge and deliver the lease to Albany Valve in such form as either of such officers may deem appropriate, as are necessary to effectuate the resolution, and (3) recommending that the Board of Directors approve the same action.

Requested Action:

Approve a resolution authorizing the approval of the Lease with Albany Valve under the terms described above, and authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation, to approve, sign, acknowledge and deliver the Lease to Albany Valve in such form as either of them may deem appropriate, as are necessary to effectuate the resolution.

Discussion: None.

Following a roll call vote, the motion to approve the lease amendment with Albany Valve was unanimously approved.

Chair Sammakia then introduced Michael Abbott, Chair of the Audit Committee, for the Audit Committee Report

4. Audit Committee Report

FRMC Resolution No. 168 –Approval of the Annual Audit

Committee Chair Abbott asked for a motion to consider and adopt Resolution No. 168 approving the FRMC Annual Audit.

Motion: Meng-Ling Hsiao

Second: Kristin Proud

Committee Chair Abbott stated that, pursuant to the Bylaws of the Corporation, the financial records and accounts of the organization shall be audited annually, or at such other times as directed by the Board of Directors, by a certified independent accounting firm designated for such purpose by the Board of Directors, and the Board of Directors shall review and approve the annual audit prior to submission to the appropriate agency and/or government entity.

The 2018-19 Annual Audit was conducted and prepared by KPMG, a certified independent accounting firm designated for such purpose by the Board of Directors and a draft audit was submitted to the Audit Committee.

The Audit Committee approved the 2018-19 Annual Audit subject to and conditional upon completion of the remaining administrative items discussed with the Audit Committee by management and the certified independent accounting firm to the satisfaction of the Chair of the Audit Committee, with a recommendation that the 2018-19 Annual Audit be approved by the Board of Directors with the same conditions.

Requested Action:

Approve the 2018-19 Annual Audit, subject to and conditional upon completion of the remaining administrative items discussed with the Audit Committee by management and the certified independent accounting firm to the satisfaction of the Chair of the Audit Committee.

Discussion: None.

Following a roll call vote, the motion to adopt Resolution No. 168 was unanimously approved.

5. New Business

Chair Sammakia asked if there is any new business. Mr. Johnson asked for more detail about the timeline for the proposed refinancing transaction and the timeline with the

current lenders with respect to a possible extension of the debt. Staff provided information about the timing of the parallel paths being pursued and said they would let the Board know when they have additional information from the banks.

6. Public Comment

Chair Sammakia stated that, given the change in meeting logistics due to public health concerns, we notified the public of the opportunity to send in comments via email prior to the meeting. We did not receive any comments.

7. Schedule of Next Meeting

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

8. Adjournment

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

Motion: Kristin Proud
Second: Franklin Hecht

The motion was unanimously approved and the meeting was adjourned at 3:30 PM.

Respectfully Submitted,

Patricia K. Bucklin
Secretary of the Board

NY CREATES
Meeting of the Board of Directors
April 21, 2020 – Via teleconference

Minutes

Directors present: Dr. Bahgat Sammakia - Chair, Michael Abbott, Alicia Barton, Franklin Hecht, Dr. Meng-Ling Hsiao, Brad Johnson, Joan McDonald, Kristin Proud and Kenneth Tompkins.

Staff: Dr. Douglas Grose – President, Patricia Arciero-Craig – Chief Administrative Officer and Acting General Counsel, Paul Kelly – Chief Operating Officer, Timothy Taylor – Chief Financial Officer, Scott Bateman –Treasurer, and Patricia Bucklin – Board Secretary.

Guests: Dr. Tod Laursen – SUNY and Emily Kunchala – RF SUNY.

1. Call to order

Chair Sammakia called the meeting of the Board of Directors of NY CREATES to order at 4:03 PM.

Chair Sammakia advised that, due to public health concerns, the meeting is being held via teleconference as authorized by Executive Order of the Governor. A webcast is available for members of the public to listen to the meeting.

Chair Sammakia conducted a roll call of all of the participants in the meeting and advised that he would be doing a roll call vote for each action item to ensure an accurate record of all votes.

Chair Sammakia asked the Directors if they had any potential conflict of interest with respect to items on the agenda, and if so, to disclose it. There were no conflicts of interest disclosed.

2. Minutes

Chair Sammakia asked for a motion to approve the Minutes of the April 3, 2020 meeting.

Motion: Franklin Hecht

Second: Kenneth Tompkins

Following a roll call vote, the motion was unanimously approved.

3. Finance Committee Report

FSMC Resolution No. 190 - Authorization for Access and Work by Cree, Inc. at the Marcy site

Finance Committee Chair Kristin Proud asked for a motion to consider and adopt FSMC Resolution No. 190.

Motion: Kenneth Tompkins
Second: Joan McDonald

Committee Chair Proud advised that, on September 23, 2019, New York State announced a \$1 Billion public-private partnership with Cree, Inc. (“Cree”) to build and equip a state of the art silicon carbide device wafer fabrication facility (fab) at the Marcy Nanocenter. The Marcy fab will be located on property presently ground leased to Fort Schuyler Management Corporation (“FSMC”) from the State University of New York (“SUNY”). FSMC, in turn, subleases a portion of the premises to the Economic Development Growth Enterprise Corporation (“EDGE”) to enable EDGE to act as the lead developer of a project at the Marcy site designed to make the site ready for use by one or more semiconductor manufacturing companies, nanotechnology firms and/or other high end users (“Marcy Nanocenter Project”).

In order to advance the Marcy Nanocenter Project, EDGE is currently negotiating the terms of a ground sublease with Cree whereby Cree would lease a portion of the site on which to construct the fab. In addition, there are other associated agreements necessary to advance the project which are also currently being negotiated between and among several parties with respect to the Cree project. Once completed, certain of the agreements will be brought to the NYCREATES Board for action by FRMC and FSMC, which is anticipated to be in the next few weeks

To facilitate the continued development of the site pending the finalization and execution of the agreements, Cree has requested access to the site to perform initial construction work in order to avoid delays in its construction schedule. The granting of such access will allow Cree to remain on schedule toward its goal of completing the buildings and commencing installation of the manufacturing equipment by Spring 2021.

Committee Chair Proud advised that the key provisions of the license agreement between EDGE and Cree are set forth in the materials that were provided to the Board in advance of the meeting. In addition, Cree has entered into a guaranty agreement and established an escrow account in the amount of \$10 million as security for its obligations under the license agreement and guaranty agreement.

The construction work taking place at the site is consistent with the Governor’s recent Executive Orders pertaining to essential construction activities during the coronavirus pandemic restrictions. Appropriate safety precautions are being taken to ensure the safety of the workers.

The Finance Committee approved a resolution (1) authorizing the President of FSMC to consent to the license agreement between EDGE and Cree, finalize and execute the guaranty agreement, escrow agreement, and any other associated or necessary documents, and take such other actions as are necessary to effectuate the arrangement, and (2) recommending that the Board approve and ratify these same actions.

Discussion: Mr. Abbott inquired about the sublease between FSMC and EDGE and staff explained the history of the sublease.

Action Requested: Approve FSMC Resolution No. 190 authorizing and ratifying the Corporation's consent to the license agreement between EDGE and Cree dated April 17, 2020 as provided by the Corporation's President and approving the finalization, execution and delivery of the guaranty agreement, escrow agreement, and any other associated or necessary documents, and authorizing, empowering and directing the President and Treasurer, each of them without the other, to execute, acknowledge and deliver the guaranty agreement, escrow agreement, and any other associated or necessary documents, and the taking of such other actions as are necessary to effectuate this resolution.

Following a roll call vote, the motion was unanimously approved.

4. New Business

Chair Sammakia asked if there was any new business. There was no new business.

5. Public Comment

Chair Sammakia stated that, given the change in meeting logistics due to public health concerns, we notified the public of the opportunity to send in comments via email prior to the meeting. We did not receive any comments.

6. Schedule of Next Meeting

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

7. Adjournment

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

Motion: Kristin Proud
Second: Brad Johnson

The motion was unanimously approved and the meeting was adjourned at 4:15 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: Extension of Authorization for Access and Work by Cree, Inc. at the Marcy site (FSMC)

Background:

On September 23, 2019, New York State announced a \$1 Billion public-private partnership with Cree, Inc. (“Cree”) to build and equip a state-of-the-art 200mm silicon carbide (“SiC”) and GaN device wafer fabrication facility (Fab) at the Marcy Nanocenter. The Fab will be located on property presently ground leased to Fort Schuyler Management Corporation (“FSMC”) from the State University of New York (“SUNY”). FSMC, in turn, subleases a portion of the premises to the Economic Development Growth Enterprise Corporation (“EDGE”) to enable EDGE to act as the lead developer of a project at the Marcy site (“Marcy Nanocenter Project”). The project will involve a ground sublease between EDGE and Cree whereby Cree will lease a portion of the site on which to construct the fab, and various other associated agreements between and among several parties.

Previously, pursuant to FSMC Board Resolution No. 190, FSMC consented to a license agreement between EDGE and Cree (“License Agreement”) and approved related agreements whereby Cree was granted access to the site to perform initial construction work in order to avoid delays in its construction schedule pending the completion of the various legal agreements necessary to advance the Marcy Nanocenter Project. Once completed, certain of the agreements will be brought to the NYCREATES Board for action by Fuller Road Management Corporation (“FRMC”) and FSMC.

The License Agreement will terminate on the earlier to occur of the execution and delivery of the EDGE-Cree sublease, a default of the License Agreement or termination other than due to the execution and delivery of the EDGE-Cree sublease, or May 11, 2020. The Board Resolution also authorized approval of a related escrow and guaranty agreement and other associated agreements necessary to effectuate the Resolution. The escrow and guaranty agreements will remain in effect until the Marcy Nanocenter Project is fully completed.

The parties are currently finalizing the legal agreements for the project and seek to amend the License Agreement in order to extend the date contained within the expiration provision therein from May 11, 2020 to May 22, 2020 (the “Amended License Agreement”), and, to make any necessary amendments to the guaranty agreement, escrow agreement and any associated or necessary agreements.

FSMC now desires to consent to the Amended License Agreement and to have its Finance Committee empowered to approve on behalf of the Corporation consents to any further

amendments to the License Agreement and, as may be necessary, approve any amendments to the guaranty agreement, the escrow agreement and any associated or necessary agreements.

The Finance Committee approved a resolution (1) approving and authorizing the Corporation to consent to the Amended License Agreement and to make any necessary amendments to the guaranty agreement, escrow agreement, and any associated or necessary agreements, (2) approving and authorizing the President, and Treasurer, each of them without the other, on behalf of the Corporation, to consent to the Amended License Agreement and execute, acknowledge and deliver any necessary amendments to the guaranty agreement, escrow agreement, and any associated or necessary agreements, and take such other actions as are necessary to effectuate this resolution, (3) authorizing the Finance Committee to approve on behalf of the Corporation consents to any further amendments to the License Agreement, if necessary, with respect to its expiration, and approve any necessary amendments to the guaranty agreement, the escrow agreement and any associated or necessary agreements, and (4) recommending that the Board approve these same actions.

Requested Action:

Approve FSMC Resolution No. 191.

RESOLUTION OF THE BOARD OF DIRECTORS OF
FORT SCHUYLER MANAGEMENT CORPORATION

May 11, 2020

RESOLUTION NO. 191

EXTENSION OF AUTHORIZATION FOR ACCESS AND WORK BY CREE, INC. AT THE
MARCY SITE

WHEREAS, the Fort Schuyler Management Corporation (the “Corporation”) was formed for the purpose of helping to facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) and SUNY Polytechnic Institute (“SUNY Poly”) by purchasing, constructing, developing, and managing facilities; and

WHEREAS, on September 23, 2019, New York State announced a \$1 Billion public-private partnership with Cree, Inc. (“Cree”) to build and equip a state-of-the-art 200mm silicon carbide (“SiC”) and GaN device wafer fabrication facility (Fab) at the Marcy Nanocenter; and

WHEREAS, the Fab will be located on property presently ground leased to Fort Schuyler Management Corporation (“FSMC”) from the State University of New York (“SUNY”); and

WHEREAS, FSMC subleases a portion of these premises to the Economic Development Growth Enterprise Corporation (“EDGE”) to enable EDGE to act as the lead developer of a project at the Marcy site (“Marcy Nanocenter Project”); and

WHEREAS, the project will involve a ground sublease between EDGE and Cree whereby Cree will lease a portion of the site on which to construct the Fab, and various other associated agreements between and among several parties; and

WHEREAS, pursuant to FSMC Board Resolution No. 190, FSMC consented to a license agreement between EDGE and Cree (“License Agreement”) and approved related agreements whereby Cree was granted access to the site to perform initial construction work in order to avoid delays in its construction schedule pending the completion of the various legal agreements necessary to advance the Marcy Nanocenter Project; and

WHEREAS, the License Agreement will terminate on the earlier to occur of the execution and delivery of the EDGE-Cree sublease, a default of the License Agreement or termination other than due to the execution and delivery of the EDGE-Cree sublease, or May 11, 2020; and

WHEREAS, the parties are currently finalizing the legal agreements for the project and seek to amend the License Agreement in order to extend the date contained within the expiration provision therein from May 11, 2020 to May 22, 2020 (the “Amended License Agreement”), and, to make any necessary amendments to the guaranty agreement, escrow agreement and any associated or necessary agreements; and

WHEREAS, FSMC now desires to consent to the Amended License Agreement and to have its Finance Committee empowered to approve on behalf of the Corporation consents to any further amendments to the License Agreement and, as may be necessary, approve any amendments to the guaranty agreement, the escrow agreement and any associated or necessary agreements; and

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

SECTION 1: The Corporation's Board of Directors approves and authorizes the Corporation to consent to the Amended License Agreement and to make any necessary amendments to the guaranty agreement, escrow agreement, and any associated or necessary agreements.

SECTION 2: The Board of Directors approves and authorizes the President and Treasurer, each of them without the other, on behalf of the Corporation, to consent to the Amended License Agreement and execute, acknowledge and deliver any necessary amendments to the guaranty agreement, escrow agreement, and any associated or necessary agreements, and take such other actions as are necessary to effectuate this resolution.

SECTION 3: The Board of Directors authorizes the Finance Committee to approve on behalf of the Corporation consents to any further amendments to the License Agreement, if necessary, with respect to its expiration, and approve any necessary amendments to the guaranty agreement, the escrow agreement and any associated or necessary agreements.

SECTION 4: EFFECTIVE DATE. This Resolution takes effect immediately.

CERTIFICATION

FORT SCHUYLER MANAGEMENT CORPORATION
RESOLUTION NO: 191

The undersigned, being the duly elected and qualifying Secretary of Fort Schuyler Management Corporation ("Corporation"), certifies that the attached resolution constitutes a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on May 11, 2020, extending the authorization for access and work by Cree, Inc. at the Marcy site, as it appears in the records of the Corporation in my possession as of the date I have signed this Certification.

I further certify that, as of the date I have signed this Certification, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

Signed on this ____ day of May 2020.

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

Re: Lease Amendment – Glauconix, LLC (FRMC)

- 1) **Description of Property:** 253 Fuller Road, Albany, NY; CESTM Building, 2nd floor lab space.
- 2) **Tenant:** Glauconix, Inc. (“Glauconix”), a specialty pharma research company, has leased 346 square feet of lab space in the CESTM building since 2014. Its lease expired on March 31, 2020 and it seeks to extend the lease for two years with options to renew for two terms of 12 months each.
- 3) **Lease Terms:** Tenant will pay \$24.53 per sq. ft. for 346 square feet of lab space, plus fees for parking and certain specialized gas and water supplies. This represents a 2% increase from the current rent and the rent will continue to escalate 2% annually.
- 4) **Fair Market Value:** The proposed lease represents a small fraction of the total building; therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building.
- 5) **Associated Costs for Site Preparation:** None.
- 6) **Associated Costs of Lease:** None.
- 7) **Finance Committee:** The Finance Committee approved a resolution (1) authorizing and approving a lease amendment with Glauconix on the terms described above, (2) authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation to approve, sign, acknowledge and deliver the amendment in such form as either of them may deem appropriate, as are necessary to effectuate the resolution, and (3) recommending that the Board approve the same action.
- 8) **Requested Action:** Approve a resolution (1) authorizing and approving a lease amendment with Glauconix on the terms described above, and (2) authorizing the President and the Treasurer, each of them without the other, to take such actions, including without limitation to approve, sign, acknowledge and deliver the amendment in such form as either of them may deem appropriate, as are necessary to effectuate the resolution.

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

Re: Approval of Certain Tax Filings (FSMC)

Background:

Fort Schuyler Management Corporation (“FSMC”) engaged KPMG to review its tax filings for the year ending on June 30, 2019, pursuant to authorization by the Board at its September 12, 2019 meeting. The filings include IRS Form 990 and NY CHAR 500; and IRS Form 990T and NY CT-2 and CT-13. The filing date for all of these forms, except the NY CT-2 and CT-13, has been extended to July 2020.

The CT-2 is a Corporation Tax Summary Return and the CT-13 is an Unrelated Business Income Return. Both forms are due to be filed by May 15, 2020. The IRS Form 990T, Exempt Organization Business Income Tax Return, reports the same information as the CT-2/CT-13 and is due to be filed by July 15. A copy of this return, although not due until the later date, must be attached as part of the CT-2/CT-13 filing.

KPMG has now completed its review of the CT-2, CT-13 and 990T tax filings.

The FSMC Audit Committee approved a resolution approving the CT-2, CT-13 and 990T tax filings and authorizing the President and/or Treasurer to sign and file the tax filings on or before their respective due dates and to take all actions necessary and appropriate to effectuate such actions, and recommending that the Board approve the same actions.

Requested Action:

Approve a resolution approving the CT-2, CT-13 and 990T tax filings and authorizing the President and/or Treasurer to sign and file the tax filings on or before their respective due dates and to take all actions as are necessary and appropriate to effectuate such actions.