



START-UP NY
Campus Plan for Designation of Tax-Free Area(s) Memorandum

Re: University of Rochester Campus Plan for Designation of Tax-Free Area(s) ("Campus Plan")

Date: 11/30/18

For campus Office of the President:

The arrangement documented in the attached Campus Plan is aligned to the academic mission of [insert campus name] and in accordance with all policies, procedures, and guidelines.

Richard Feldman

Signature of campus President

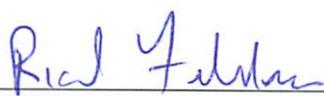
Richard Feldman

Print Name

To: Mr. Howard Zemsky, President & CEO of Empire State Development
and Commissioner of the Department of Economic Development.
From: President Richard Feldman of University of Rochester
Re: University of Rochester Campus Plan for Designation of Tax-Free Area(s)
Date: November 30, 2018

I, President Richard Feldman of the University of Rochester hereby certify the following:

- a.) we have consulted with the chief executive officer of the municipality or municipalities and notified the local economic development entity representing the area that a proposed Tax-Free NY Area is locating outside the campus boundaries at least 30 days prior to submitting the plan to you and
- b.) we comply with conflict of interest guidelines; and attached copies of the polices and/or guidelines herewith; and
- c.) we are aware of the non-governmental use limitations associated with state issued tax exempt bonds and if our proposed Tax-Free NY Area was financed with tax exempt bonds, we will: 1.) make potential businesses aware of these limitations when marketing property; and 2.) take appropriate steps to ensure that non-governmental use of property funded with tax-exempt bonds will not jeopardize the tax exempt status of state issued bonds; and
- d.) the information contained in the enclosed application is accurate and complete.



PRESIDENT'S SIGNATURE

11/30/18
DATE

University of Rochester

START-UP NY Campus Plan

Campus Name / Address: University of Rochester
500 Joseph C. Wilson Blvd.
Rochester, NY 14627

University Contact Person: Mike Kennerknecht
Economic Development Coordinator
& Assistant Director for State Relations
(585) 275-1043
Mike.Kennerknecht@URMC.Rochester.edu

- 1. Proposed Space:** The proposed space for the University of Rochester STARTUP-NY Plan includes 23,547 square feet of space at the NextCorps (an affiliate of the University of Rochester formerly known as High Tech Rochester) headquarters in the Sibley Square (formerly known as the Sibley Building), along with 48,030 sq. ft. of space at the Lennox Tech Enterprise Center (TEC), which was the former headquarters for NextCorps. The University Has designated 71,577 sq. ft. of START-UP NY designated space.

The University of Rochester START-UP NY Plan has designated 71,577 sq. ft. in accordance with New York Economic Development Law Article 21, § 435 and is in a county that contains a city with a population of one hundred thousand or more without a university center as defined in subdivision seven of section three hundred fifty of the education law on the effective date of this article. NextCorps' Finger Lakes Business Accelerator project and the revitalization of historic Sibley Square in downtown Rochester provide significant support. NextCorps is the anchor of the City of Rochester's Downtown Innovation Zone and the \$200 million renovation of the historic Sibley Square has been defined as a critical asset in the regional plan to grow and attract companies in fields such as life science, clean energy, optics/imaging and food processing.

The addresses of the proposed TFA locations are as follows:

NextCorps (23,547 sf)
260 East Main Street, Suite 6000
Rochester, NY 14604

NextCorps Lennox Tech Enterprise Center (TEC) (48,030 sf)
150 Lucius Gordon Drive
West Henrietta, NY 14586

Site Maps & Information: See property designation and additional attachments

2. Total Square Footage: The University of Rochester START-UP NY Plan has designated 71,577 sq. ft.

3. Types of Businesses:

The University of Rochester START-UP NY plan would focus on attracting eligible companies in the broad fields of science, engineering, social science, health science, business, and music. Industry sectors would include (although not limited to):

Advanced Materials
Bioengineering
Biotechnology
Chemical Industry
Communications/Electronics
Energy (Technology)
Information Technology
Life Sciences
Manufacturing
Medical Devices
Nanotechnology
Optics, Photonics and Imaging
Semiconductor Industry

New Startup Companies

In furtherance of this goal, we would, in partnership with NextCorps and their mission to be a catalyst for entrepreneurship and innovation-based economic development, seek eligible startup companies that can grow. The startup companies targeted for the University's START-UP NY program are a close fit to NextCorps' mission, since these startups are high-tech and life science companies that are creating new solutions to real world problems.

NextCorps is the region's only state and federal designated business incubator. In addition to high tech incubation and acceleration services, NextCorps also runs a number of other programs supporting business growth, including:

- The National Institute of Standards and Technology's (NIST) Hollings Manufacturing Extension Partnership (MEP) Program – NextCorps serves as the regional office for the MEP program, which is a national network dedicated to assisting the growth of small to mid-sized manufacturing companies in the Finger Lakes region;

- Luminate NY – The world’s largest accelerator for photonics, optics, and imaging companies supported with \$10 million from New York State through the FLREDC;
- NEXUS-NY – a New York State Energy Research and Development Authority (NYSERDA)-supported startup incubation/acceleration program for clean energy companies across the state;
- Rochester Venture Challenge – An annual startup business competition;
- The Entrepreneurs Network – A four-month accelerator program for startups or existing businesses seeking to grow;
- NYSERDA’s EIR Program – A statewide program that matches entrepreneurs-in-residence/mentors with clean-energy startups; and
- University of Rochester’s Student Incubator – part of the Ain Center for Entrepreneurship and facilitates student-run businesses.

Expansion of Established Companies

The University’s START-UP NY plan would also focus on attracting eligible established companies seeking to expand, including those aligned with Finger Lakes regional technology clusters – energy storage, biomaterials advanced manufacturing, and functional films and functional printing – as well as information technology, and the optics, photonics, imaging, and display sectors in the Rochester region, which is one of the oldest, largest clusters in the nation.

Key areas that will be explored with eligible businesses include:

Research: Companies commercializing University of Rochester research or with technology interests that align with University programs and can be further developed through collaborations.

Training, experiential learning or mentoring: Learning opportunities for students and trainees can be facilitated between companies and University of Rochester programs or centers.

Access to facilities/research infrastructure: Companies may have use for some of the shared research facilities and centers at the University of Rochester. Additionally, companies may have unique equipment that could be utilized by faculty or students.

- 4. Alignment with University Academic Mission:** The University of Rochester’s Mission Statement is: “Learn, Discover, Heal, Create— and Make the World Ever Better.” The University has significant core competencies in health and medicine, data sciences, vision, optics, sound, energy and environment, among others. Research and education are central elements of the University of Rochester mission. The University comprises over 700 research active faculty, approximately 1,000 doctoral students, and over 250 postdoctoral trainees engaged in scientific research. The university’s annual research expenditures were approximately \$363 million for fiscal year 2017. This mission and

core strengths in education, research and innovation can be leveraged through the START-UP NY program to support the creation of new companies and the growth of existing companies.

The University and its partners would leverage its comprehensive combination of infrastructure, research, education, talent, expertise, and public-private partnerships to enable companies to grow and thrive. Through the Laboratory for Laser Energetics and the Institute of Optics, as well as programs like the Center for Emerging and Innovative Sciences, a New York State designated Center for Advanced Technology, our Center of Excellence for Data Science, the newly-formed Rochester Data Science Consortium, and assets like URnano, a state-of-the-art nanofabrication center serving the University community as well as industry and others, the University would support university-industry collaborative research and technology transfer in commercially relevant technologies, as well as access to the facilities, specialized equipment, and skilled talent resources needed to improve product development and create new technologies.

Research programs and academic expertise is primarily resident in the Schools across the University of Rochester. Research, educational and internship opportunities with aligned companies will be activity explored, particularly among the following schools:

School of Arts and Sciences
Hajim School of Engineering and Applied Sciences
School of Medicine and Dentistry
Eastman School of Music
Eastman Institute of Oral Health
School of Nursing
Simon Business School
Warner School of Education

Note: As discussed later, businesses must meet eligibility criteria outlined in START-UP NY Regulations (5 NYCRR § 220.6).

The University would expect to engage both nascent startups and growing established companies, recognizing our region's past economic success was founded upon developing ideas into international companies, such as Kodak, Xerox, and Bausch & Lomb.

- 5. Community & Economic Benefits:** The University of Rochester is the largest private employer in Upstate New York and the fifth largest private employer overall. The University of Rochester is proud to be a national leader in translating discoveries into new technologies and practical applications that improve public health, enhance our national security, and help our nation move toward a sustainable clean energy future. We have brought education, research, and commercialization together to become a major hub of innovation and economic growth. Whether it is new imaging technologies

that can more accurately diagnose breast cancer, a platform to identify new drugs to treat age-related diseases, or a way to harness the power of internet-based crowd sourcing more effectively, University of Rochester scientists are committed to developing innovations into valuable products and services to make the world ever better.

The University of Rochester has launched more than 58 high-technology startup firms, including iCardiac Technologies, Vaccinex, Lucid, Inc., Sydor Instruments, and QED Technologies, to just name a few. University of Rochester has led to numerous transformational discoveries, including the “dithering” algorithm used for image rendering on virtually every printer and computer screen; a surfactant to boost lung development in premature infants; the Haemophilus influenzae type B (Hib) vaccine preventing meningitis in children (e.g. Prevnar) ; and the Human Papillomavirus (HPV) vaccine protecting against cervical cancer (Gardasil, Ceravix). Additionally, our advancements in LASIK surgery that have improved the vision of tens of thousands of people. The University’s place among the nation’s leading universities reflects our strong commitment to transferring viable research discoveries to the marketplace.

The industry clusters identified in the Finger Lakes/University of Rochester START-UP NY Plan are aligned with the Finger Lakes Regional Economic Development Council sector strategies, as well as the following regional strategies key to the Council’s goal of building a diverse, knowledge-based economy for the 21st Century: Optimize Business Creation, Retention, and Expansion and Strengthen Academic and Industry Partnerships.

The companies that participate in the University’s START-UP NY program will generate positive community and economic benefits through job creation, including opportunities for student internships and academic collaborations, and will help spur additional entrepreneurial opportunities by building up the local ecosystem and helping to attract investment capital and additional talent to the region.

- 6. Outreach, Review & Selection Process for Companies:** The University of Rochester, NextCorps, Excell Partners- an affiliate of the University of Rochester, that is a seed and early stage venture fund that invests in high tech startups supporting the Finger Lakes region’s economic pillars, and our community partners like Greater Rochester Enterprise, will make startup companies and businesses aware of the program via the one-on-one meetings it has with companies, entrepreneurs, and through their traditional outreach and marketing methods. NextCorps alone meets with 200-300 entrepreneurs each year, to provide assistance and evaluate companies for admission into its incubator programs. The websites for the University of Rochester, NextCorps, and Excell Partners will also contain information about the START-UP NY program and benefits, as will electronic newsletters and social media channels.

The University and its partnering organizations will also make a concerted effort to target outreach to qualified veteran, minority, and women-owned business enterprises (MWBE). The University of Rochester already has established supplier diversity programs and will build on those relationships to encourage MWBE participation.

Initial Review

An initial review of the applications will examine overall eligibility. The evaluation may include a meeting with the applicant and will ensure the applicant meets all the necessary requirements (e.g., business type, review potential competitors, etc.). This initial review will be performed by representatives from the Office of Government and Community Relations, the Office of the Senior Vice President for Research, and the Office of the Vice President and General Counsel.

Eligible businesses will be invited to apply.

Full Review

Applications reaching the second stage of review will be evaluated more comprehensively for factors including: economic and community benefit, business model, technology cluster and alignment with specific University domains of excellence and mission. The evaluations will consider:

Academic and Research Alignment

- Is the business in an industry aligned with current and/or developing University research, scholarly, and creative activity?
- Does the business provide experiential learning and workforce opportunities (e.g., internships, fellowships, full-time jobs) for students and graduates?
- Does the business provide areas for partnership and advancement for faculty and students?
- Will the business provide access to research instrumentation, tools, and/or equipment necessary to advance the academic and research mission?
- Will the business fund scholarships, campus facilities or other academic services or amenities?
- Will the business and/or its employees contribute to instruction or provide student mentoring?
- Does the business offer the use of company resources, intellectual property or expertise to support the academic mission?

Economic Benefit

- How many net new jobs will be created?
- Is the business viable in both the short- and long-term?
- Will the business attract private financial investment?
- Does the business plan to make capital investments (e.g., renovation, new construction)?
- Are the new jobs in critical areas of the economy?

- How will the University financially benefit from the terms of the lease?

Community Benefits

- Does the business have the support of one or more municipal or community entities?
- Is the business recruiting employees from the local workforce?
- Does the business invest in underserved, economically distressed regions?
- Is the business owned by a veteran, minority, or a woman?
- Will the business rely on suppliers within the local and regional economy?

A Review Committee comprised of representatives the University of Rochester, NextCorps, Excell Partners, and the community will review applications. The Review Committee will be comprised of the following individuals or their designee:

- University's Senior Vice President for Administration and Finance, Chief Financial Officer and Treasurer
- University's Vice President and General Counsel
- University's Senior Vice President for Research
- University's Associate Vice President for Technology Ventures
- University's Executive Director for the Office of Government & Community Relations
- President of NextCorps
- CEO of Excell Partners, Inc.
- University Faculty Representative (designated by Chair of the Faculty Senate)
- Mayor, City of Rochester *Ex-Officio*
- Executive, County of Monroe *Ex-Officio*

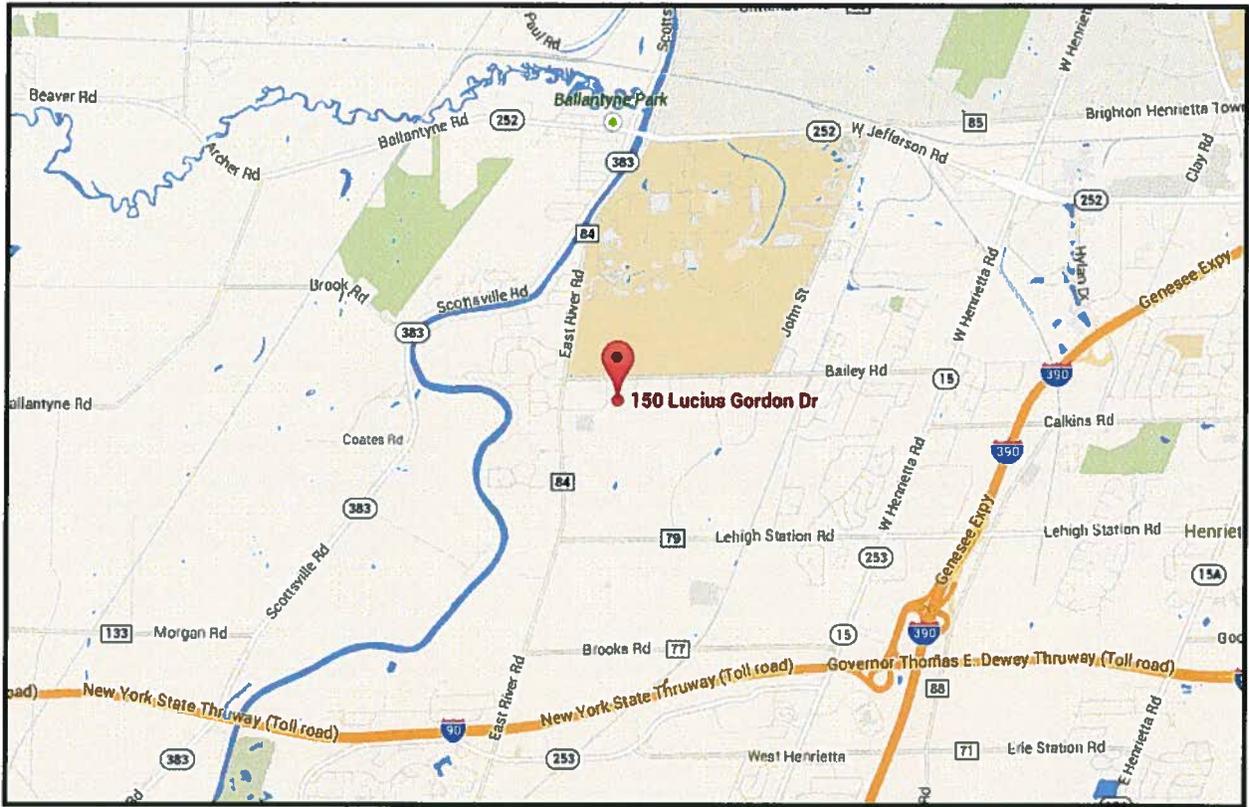
Following an initial review, the Review Committee may ask the company to formally present to the Review Committee to provide additional information. If the Review Committee approves the application (simple majority) based on the criteria outlined above, the University will then work with the Applicant to develop the balance of the information required by the State application and forward the application to the New York State Commissioner for Economic Development for approval.

7. Attachments/Enclosures:

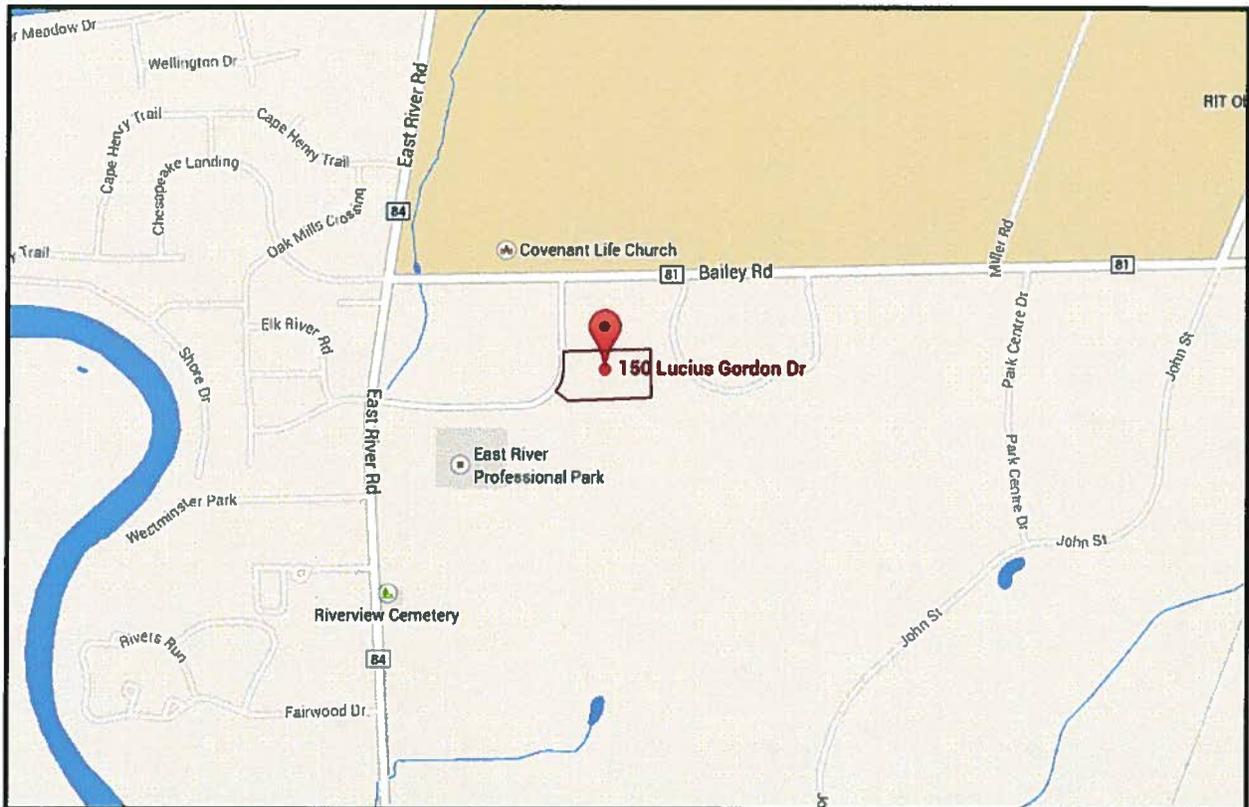
- Maps and files of the proposed tax free space
 - Property designations and details for proposed tax-free spaces
 - NextCorps' Lennox Tech Enterprise Center site maps and floor plans
 - NextCorps' headquarters at Sibley Square site maps and floor plans
- Excel spreadsheet of property to be designated
- Conflict of Interest Policy
 - Please see the attached University of Rochester Policy on Conflicts of Interest Related to the START-UP NY Program.
- Tax Exempt Bonds:

- i. Please see the attached letter.
 - ii. The Lennox Tech Enterprise Center has not been financed with any tax exempt bonds. The facility was built in 1997 and is owned outright by NextCorps.
 - iii. NextCorps at Sibley Square also does not have any tax exempt bond financing. Construction was completed in 2018 and the space is also owned outright by NextCorps.
- e. All designated space is considered on-campus, as it is owned by or will be under lease by the University of Rochester (or its affiliates).
 - f. A statement signed by the President of the University seeking the designation that the information contained in this application to the maximum extent possible is accurate and complete.

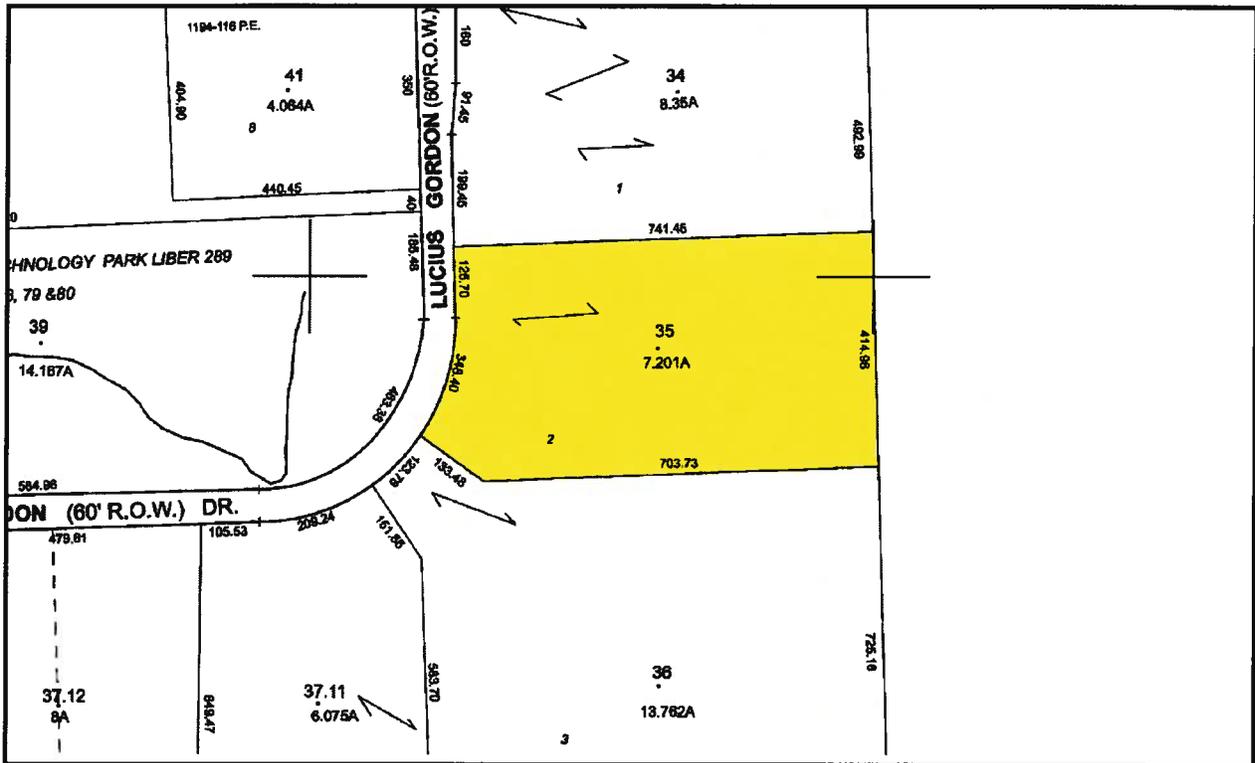
AREA MAP



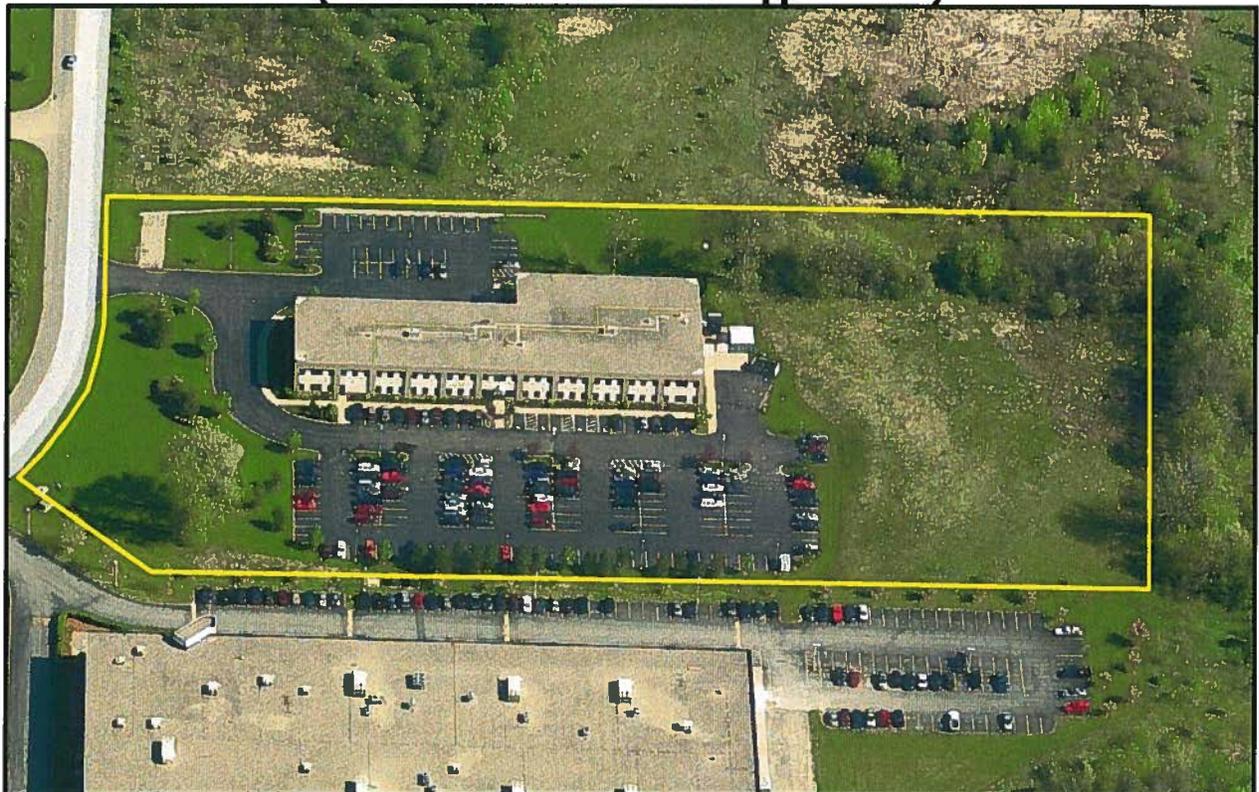
NEIGHBORHOOD MAP



TAX MAP

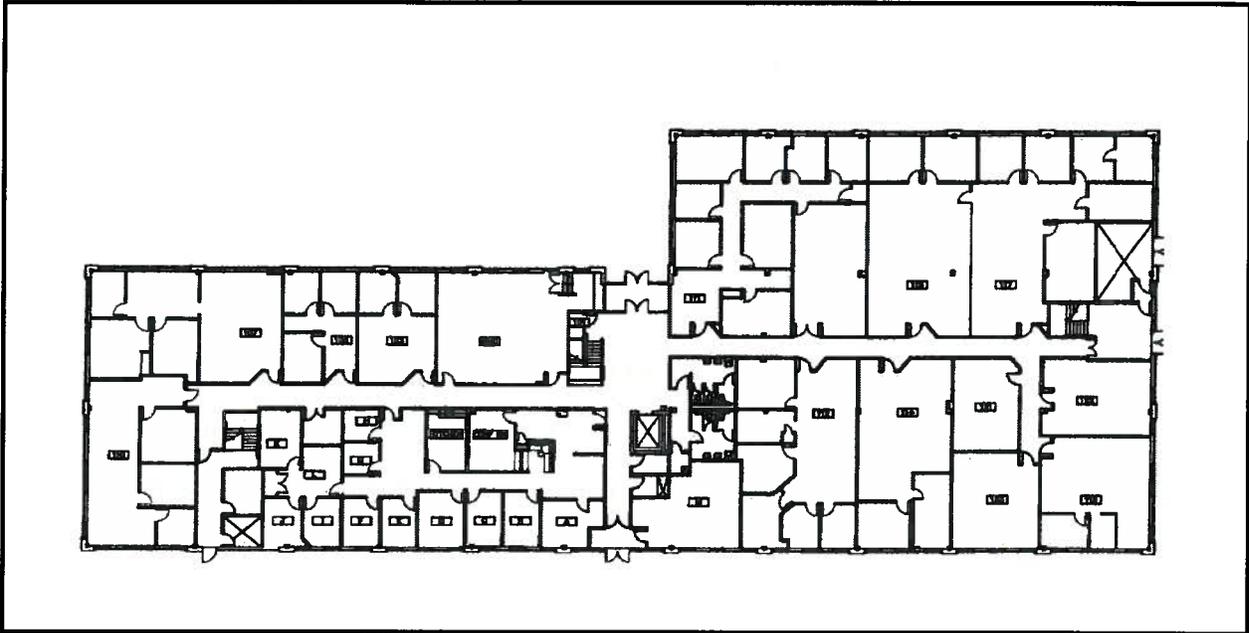


AERIAL IMAGE (Delineation of Tax Parcel is Approximate)

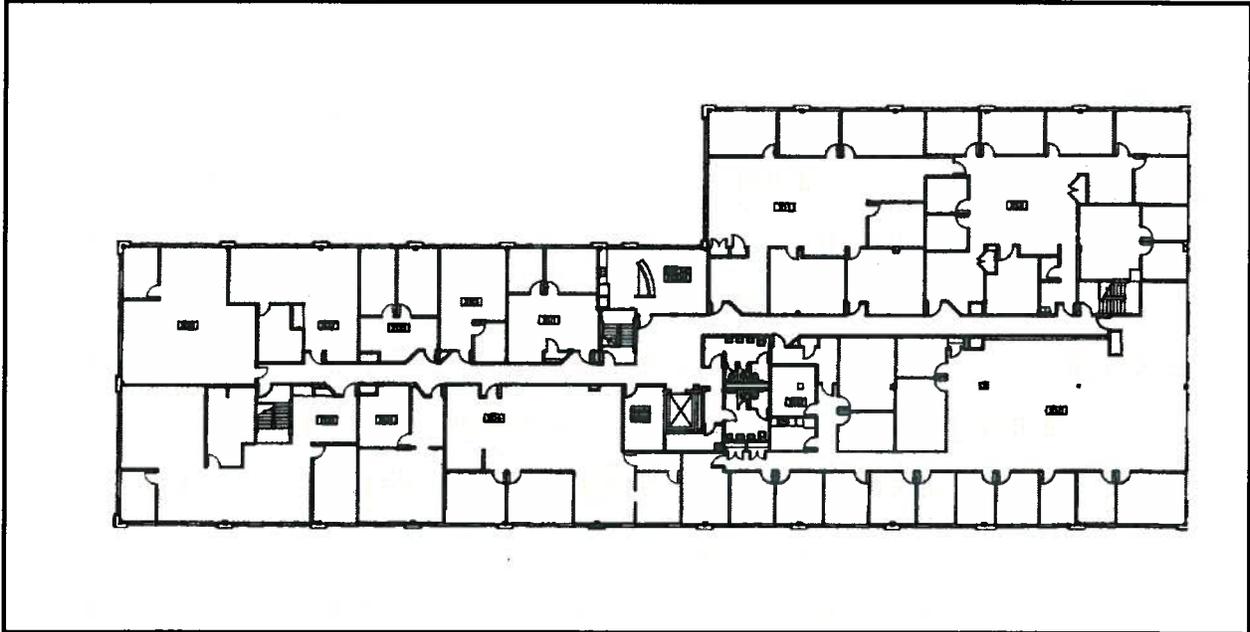


BUILDING PLAN

First Floor



Second Floor



LUCIUS GORDON DRIVE LOOKING NORTH



LUCIUS GORDON DRIVE LOOKING SOUTH

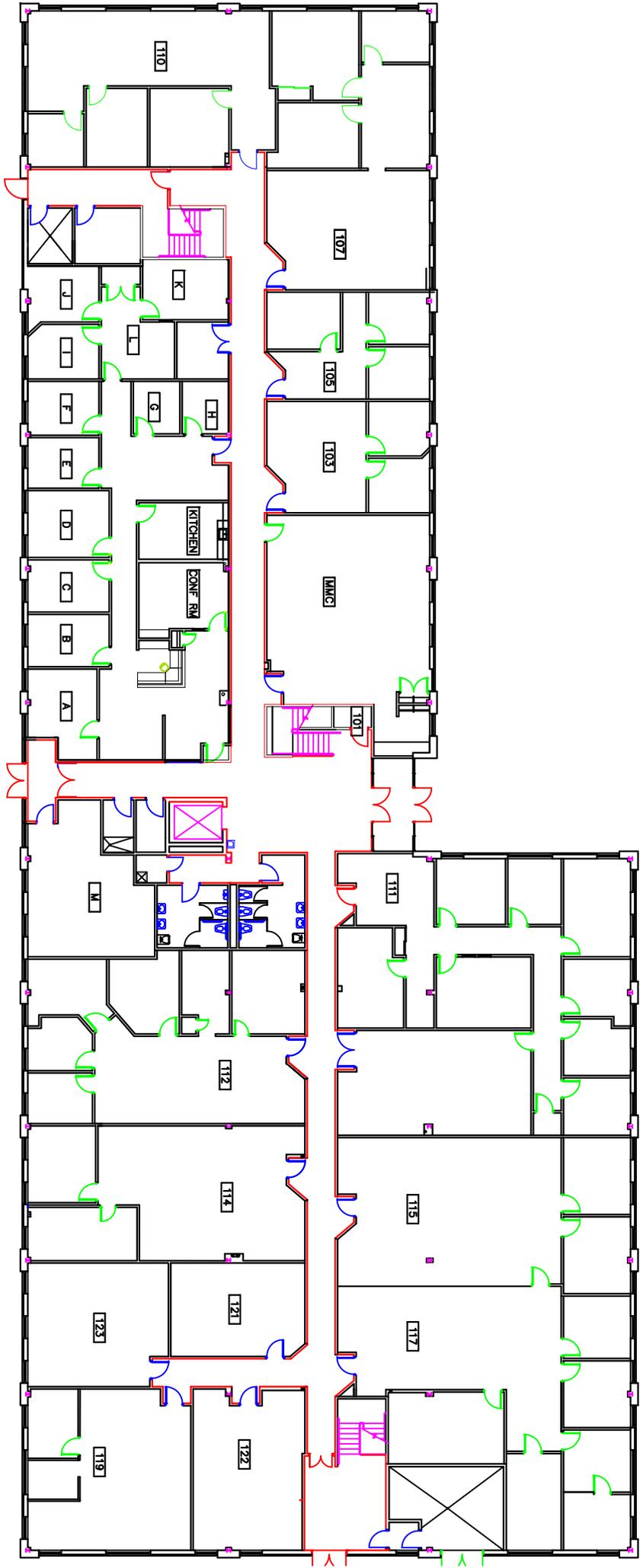


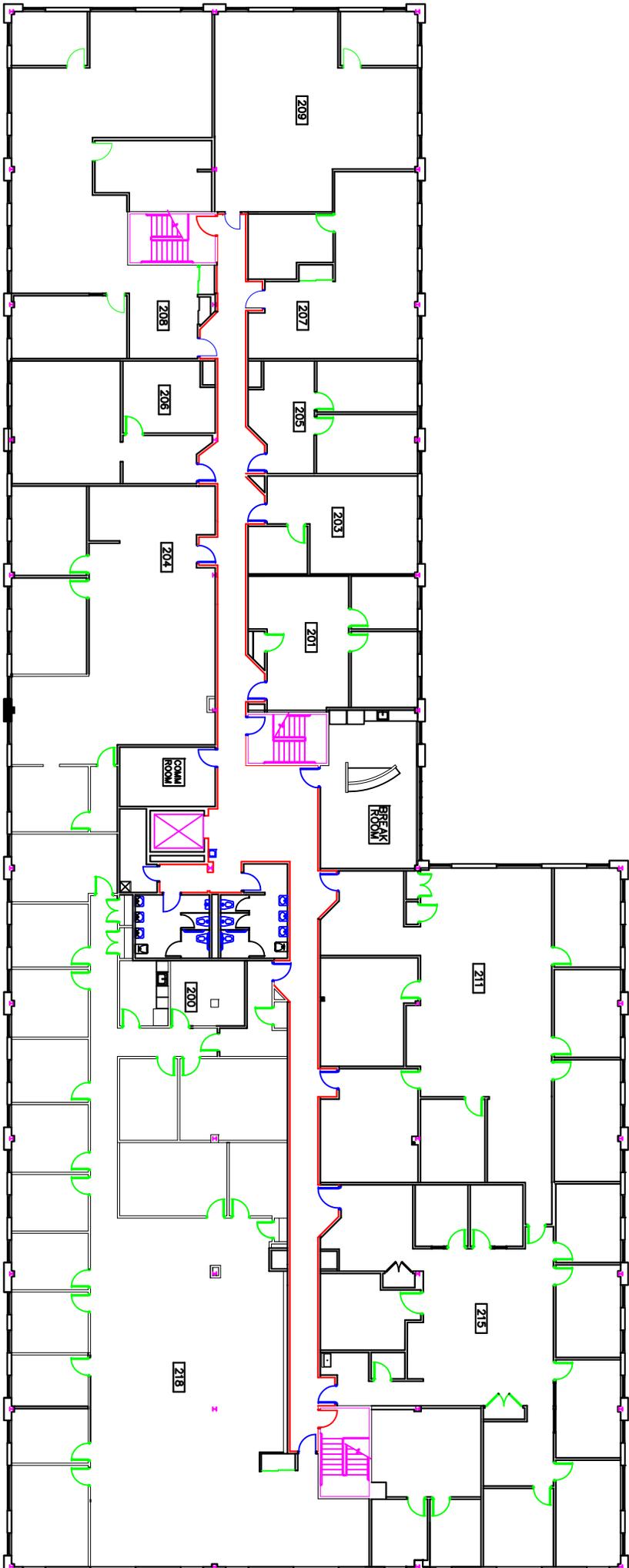
NORTH & WEST ELEVATIONS OF SUBJECT



SOUTH & EAST ELEVATIONS OF SUBJECT







BY-LAWS
OF
HIGH TECH ROCHESTER INC.

Amended Effective: August 16, 2010

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**BY-LAWS
OF
HIGH TECH ROCHESTER INC.**

ARTICLE I - MEMBERS

Section 1. Composition. The sole member of the Corporation shall be the University of Rochester (the "University").

Section 2. Rights and Powers of the University. Except as otherwise provided in these Bylaws, including without limitation Articles II and X, the University shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York and the Certificate of Incorporation and Bylaws of the Corporation.

Section 3. Annual Report to the University.

(a) At the annual meeting of the University in its capacity as the sole member of the Corporation, the Board of Directors shall present a report certified by an independent public or certified public accountant selected by the Board of Directors, showing in appropriate detail the following:

(i) the assets and liabilities, including the trust funds, of the Corporation as of the end of the twelve month fiscal period terminating not more than six months prior to said meeting;

(ii) the principal changes in assets and liabilities, including trusts funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and

(v) a summary of the activities of the Corporation during the preceding year.

(b) The annual report shall be filed with the minutes of the annual meeting of the University in its capacity as the sole member of the Corporation.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors. The Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Number and Term of Office.

(a) The Board of Directors shall consist of not less than nine (9) nor more than twenty (20) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director.

(b) At each Annual Meeting of the University acting in its capacity as the sole member, Directors shall be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified.

(c) Each Director shall have one vote.

Section 3. Composition of Board of Directors.

(a) The Board shall consist of at least two-thirds (2/3) of individuals who are not affiliated with the University of Rochester ("Independent Directors"). Individuals are affiliated with the University of Rochester if they are directors, officers or employees of the University of Rochester or any organization directly or indirectly controlled by, or under direct or indirect common control with, the University of Rochester. For purposes of this section, "control" and "controlled" shall mean the authority, directly or indirectly, to vote a majority of the securities or interests having ordinary voting power for the election of directors (or other comparable controlling body).

(b) The University shall elect to the Board of Directors one (1) employee or partner of each member of record of the Corporation as of June 1, 2007, or such member's successor ("Legacy Members"); provided, however, that employees of the University shall not be elected to the Board of Directors pursuant to this Section 3(b) and the University shall not be considered a Legacy Member for purposes of these By-laws. Such individuals shall be considered Independent Directors. Each Legacy Member shall recommend one (1) of its employees or partners to the University for such purpose; provided that the University shall not be required to appoint the recommended individual and may reasonably request that the Legacy Member recommend another representative. A Legacy Member may, at any time, provide written notice to the University surrendering its right to recommend a Board representative.

(c) The Chair of the Finger Lakes Manufacturers Council shall serve as an *ex officio*, voting member of the Board of Directors and shall be considered an Independent Director.

(d) The President of the Corporation shall serve as an *ex officio*, voting member of the Board of Directors.

(e) A designee of the Board of Directors of the COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY ("COMIDA") shall serve as a voting member of the Board of Directors and shall be considered an Independent Director, for so long as the Professional Services Agreement, effective January 1, 2010, between the Corporation and COMIDA, remains in full force and effect.

(f) The County Executive for Monroe County, New York, the Mayor of the City of Rochester, New York, the President of the University of Rochester and the President of Rochester Institute of Technology shall each serve as a non-voting ex-officio member of the Board of Directors.

Section 4. Organization. At each meeting of the Board of Directors, the Chairperson, or, in the absence of the Chairperson, a Vice Chairperson, shall preside, or in the absence of either of such officers, a chairperson chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the meeting. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 5. Resignations and Removal of Directors.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chairperson, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by the University at any time, or by vote of two-thirds of the Board of Directors provided the proposed action was included in the notice of the meeting, and there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken. As used in these Bylaws, "entire Board of Directors" means the total number of Directors that the Corporation would have if there were no vacancies.

Section 6. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by the University after recommendation by the Board of Directors based upon the vote of a majority of Directors then in office, regardless of their number. Directors elected to fill newly created Directorships shall hold office until their successors have been elected or appointed and qualified; there shall be no classification of these Directors until the next annual meeting of the University acting in its capacity as the sole member. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

Section 7. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within the State of New York as the Board of Directors may from time to time by resolution determine.

Section 9. Annual Meetings. As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Written notice of the annual meeting of the Board of Directors shall be given personally, by mail or by e-mail to each Director at least five (5) days in advance of the meeting.

Section 10. Regular Meetings. The Board shall hold at least four (4) regular meetings in each fiscal year. Regular meetings of the Board of Directors may be held at such dates and times as may be fixed from time to time by the Chairperson. Written notice of each regular meeting shall be given personally, by mail or by e-mail to each Director at least five (5) days in advance of the meeting.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairperson or President, and shall be called by the Chairperson within ten (10) days after receipt of a written request from the University or from not less than one-quarter of the Directors. Notice shall be given orally, by facsimile, by electronic mail or by mail not less than three (3) days before the meeting and shall state the purposes, time and place of the meeting.

Section 12. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 13. Quorum.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of the adjourned meeting shall be given to any Director not present at the time of the adjournment.

Section 14. Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

ARTICLE III - COMMITTEES

Section 1. Executive Committee and Other Standing Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three (3) or more Directors. The standing committees shall have such authority as set forth in these Bylaws or the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The submission to the University of any action requiring University approval under the law.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Any reference in these By-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provide.

Section 2. Finger Lakes Manufacturers Council.

(a) The Board of Directors shall designate a Finger Lakes Manufacturers Council (“FLMC”) in order to advise the Board on matters of significance in the field of manufacturing generally and relevant to the Regional Technology Development Center (“RTDC”) division of the Corporation (the “RTDC Division”) specifically. The FLMC shall be advisory in nature and may provide the Board of Directors with non-binding recommendations as to such matters.

(b) The FLMC shall have between one (1) and thirty (30) members from the following constituencies:

- (i) manufacturing companies;
- (ii) technology companies;
- (iii) academic manufacturing;
- (iv) banking or investment;
- (v) New York State governmental economic development (such as the Empire State Development Corporation);
- (vi) Finger Lakes’ region economic development; and

- (vii) workforce development organizations.
- (c) The President of the Corporation shall be an *ex officio*, voting member of the FLMC.
- (d) The FLMC shall elect a Chairperson (the “FLMC Chair”) and Vice-Chairperson annually from among its members. The FLMC Chair shall be from a manufacturing or technology company.
- (e) The FLMC shall meet at least quarterly and shall have the following specific responsibilities:
 - (i) providing input on the performance of and candidates to serve as the Corporation’s RTDC Director;
 - (ii) reviewing and commenting on and recommending to the Board of Directors the budget for the RTDC Division;
 - (iii) conducting a quarterly financial review of the RTDC Division and its progress against budget;
 - (iv) reviewing the RTDC Division’s success measures and impact;
 - (v) establishing and recommending to the Board of Directors the RTDC Division’s operating plan and objectives;
 - (vi) providing input on and recommending to the Board of Directors the RTDC Division’s strategic plan;
 - (vii) serving as ambassadors for the RTDC Division and its services; and
 - (viii) understanding and advocating for manufacturing needs in the Finger Lakes’ Region.

Section 3. Other Advisory Councils.

- (a) The Board of Directors may designate other advisory councils.
- (b) Such councils shall be advisory in nature and may provide the Board of Directors with non-binding recommendations.

Section 4. Special Committees. The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of this Article III.

Section 5. Meetings. Meetings of committees shall be held at such time and place as shall be fixed by the Chairperson of the Corporation or the chairperson of the committee or by vote of a majority of all of the members of the committee.

Section 6. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 7. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 8. Alternate Members. The Board of Directors may designate one (1) or more Director as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE IV - OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairperson, one (1) or more Vice Chairpersons, a Treasurer, a Secretary, a President and such other officers as the Board of Directors may in its discretion determine. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Section 2. Term of Office and Qualifications. With the exception of the President, those officers whose titles are specifically mentioned in Section 1 of this Article shall be elected by the Board of Directors at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected or appointed and qualified. The Chairperson, Vice Chairperson(s), Treasurer and Secretary shall be elected from among the Directors.

Section 3. Additional Officers. Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed by the Board of Directors with or without cause at any time.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairperson or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors.

Section 7. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors at which the Chairperson is present. The Chairperson shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Vice Chairpersons. In the absence or incapacity to act of the Chairperson, or if the office of Chairperson be vacant, the Vice Chairperson or, if there be more than one Vice Chairperson, the Vice Chairpersons in order of seniority as determined by the Board of Directors, shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the Chairperson, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice Chairperson shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the Chairperson.

Section 9. Treasurer. The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 10. Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Corporation's Directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the resolutions of the University acting in its capacity as the sole member and the minutes of all meetings of the Board of Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

Section 11. President. The President shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall be responsible to the Board of Directors and shall perform such duties as may be assigned from time to time by the Board.

Section 12. Appointed Officers. The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 13. Assignment and Transfer of Stocks, Bonds and Securities. The Chairperson, the Vice Chairpersons, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock,

bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE V - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts. The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE VII - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest. A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article VIII was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Corporation or officers are Directors, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairperson shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairperson may consult with legal counsel.

The Chairperson shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairperson has approved.

ARTICLE VIII - COMPENSATION

Section 1. Reasonable Compensation. It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation. The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the

result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE IX - GENERAL

Section 1. Office. The office of the Corporation shall be at such place in the County of Monroe, State of New York, as the Board of Directors may determine.

Section 2. Books and Records. There shall be kept at the office of the Corporation (1) correct and complete books and records of account; (2) minutes of the proceedings of the University acting in its capacity as the sole member, the Board of Directors and the Executive Committee; (3) a current list of the Directors and officers of the Corporation and their residence addresses; (4) a copy of these By-laws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years information returns to the Internal Revenue Service.

Section 3. Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: High Tech Rochester Inc., 1987 New York Not-for-Profit Corporation.

Section 4. Loans to Directors and Officers. No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence July 1 in each calendar year and end on June 30.

ARTICLE X - AMENDMENTS

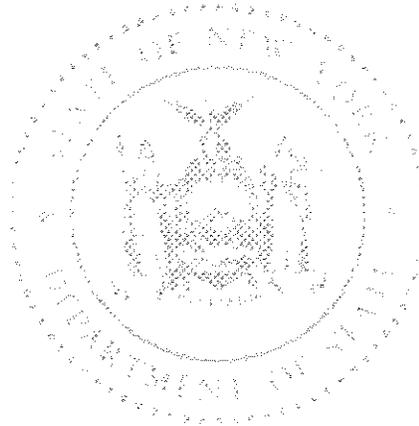
Section 1. Certificate of Incorporation. Any amendment to or repeal of the purposes of the Corporation, as set forth in the Corporation's Certificate of Incorporation; any merger or consolidation of the Corporation or adoption of a plan therefor; any sale of all or substantially all of the Corporation's assets; or any dissolution or liquidation of the Corporation or adoption of a plan therefor must be approved by a majority of the entire Board of Directors before being submitted to the University in its capacity as sole member for approval.

Section 2. By-laws. The By-laws of the Corporation may be amended or repealed by the University in its capacity as sole member upon recommendation of a majority of the entire Board of Directors; provided, however, that until August 31, 2012, any amendment to Article II, Sections 3(a), 3(b) and 6, Article VI, or this Article X, must be approved by a majority of the Independent Directors before being submitted to the University for approval.

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of HIGH TECH ROCHESTER INC. was filed on 10/28/1987, under the name of HIGH TECHNOLOGY OF ROCHESTER, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment HIGH TECHNOLOGY OF ROCHESTER, INC., changing its name to HIGH TECH ROCHESTER INC., was filed 07/16/2007.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 09th day of August two
thousand and eleven.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular stamp.

First Deputy Secretary of State

FILING RECEIPT

=====

ENTITY NAME: HIGH TECH ROCHESTER INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PROCESS NAME

COUNTY: MONR

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FILED:07/16/2007 DURATION:***** CASH#:070716000559 FILM #:070716000549

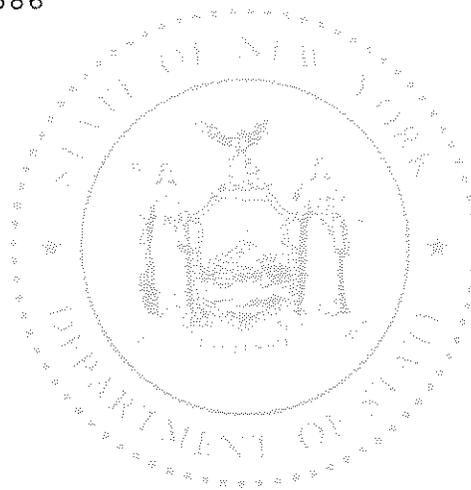
FILER:

NIXON PEABODY LLP
CLINTON SQUARE
P.O. BOX 31051
ROCHESTER, NY 14603

ADDRESS FOR PROCESS:

THE CORPORATION
150 LUCIUS GORDON DRIVE
WEST HENRIETTA, NY 14586

REGISTERED AGENT:



=====

SERVICE COMPANY: ALBANY CORPORATE RESEARCH LTD. - 41

SERVICE CODE: 41

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CHECK 0.00
CHARGE 0.00
DRAWDOWN 65.00
OPAL 0.00
REFUND 0.00

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and seal of the Department of State on July 17, 2007



A handwritten signature in black ink, appearing to read "Neil A. ...", is written over the seal area.

Special Deputy Secretary of State

070716000549

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HIGH TECHNOLOGY OF ROCHESTER, INC.**

Under Section 803 of the Not-for-Profit Corporation Law

The undersigned, being the President of High Technology of Rochester, Inc. ("the Corporation"), in order to amend the Corporation's Certificate of Incorporation, certifies that:

FIRST: The name of the Corporation is High Technology of Rochester, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on October 28, 1987.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law, and after the amendment of its Certificate effected herein, the Corporation shall be a Type B corporation under Section 201.

FOURTH: The Certificate of Incorporation is hereby amended to change Paragraph 1 relating to the name of the Corporation:

"1. The name of the Corporation is High Tech Rochester Inc."

FIFTH: This amendment of the Certificate of Incorporation was authorized by the Members and the Board of Directors of the Corporation.

SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is: High Tech Rochester Inc., 150 Lucius Gordon Drive, West Henrietta, New York 14586.

IN WITNESS WHEREOF, we have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 13 day of July, 2007.



Name: Paul Wetenhall
Title: President

EXHIBIT A

LEGAL DESCRIPTION

The Unit designated as Unit No. 5 in the Declaration of Condominium establishing THE SIBLEY CONDOMINIUMS ("Condominium") located in Rochester, Monroe County, New York, (hereinafter called the "Property"), made by Sibley Redevelopment Limited Partnership under the Condominium Act of the State of New York, as amended (Article 9-B of the Real Property Law of the State of New York), dated as of March 29, 2016, and recorded in the office of the County Clerk of Monroe County on May 5, 2016 in Liber 11691 of Deeds at page 109, as amended by the First Amendment to the Declaration of Sibley Condominiums dated as of April 6, 2017, and recorded in the office of the County Clerk of Monroe County on April 17, 2017 in Liber 11847 of Deeds at page 63 ("Declaration"), which Unit is also designated as Tax Account No. 106.800-0001-031.002/0500 on the Floor Plans, as amended, of the building comprising the Condominium ("Building"), certified by The Architectural Team, and filed with said Declaration, as amended, in the Office of the County Clerk of Monroe County in Civil Action File No. 2016-4983 ("Unit").

TOGETHER with an undivided 4.004% interest in the Common Elements of the Property described in said Declaration called the "Common Elements".

The land area of the Condominium Property is described as follows:

ALL THAT TRACT OR PARCEL OF LAND containing 3.280 acres more or less, situate in the City of Rochester, County of Monroe, and State of New York, as shown on the drawing entitled "The Sibley Building, Instrument Survey," prepared by BME Associates, having drawing number 8904-574, dated May 2012, being more particularly bounded and described as follows:

Beginning at the intersection of the northerly right-of-way line of East Main Street (95.64' Right-of-Way) with the easterly right-of-way line of North Clinton Avenue (66' Right-of-Way); thence

1) N 17° 25' 49" W, along said easterly right-of-way line of North Clinton Avenue, a distance of 334.19 feet to the southwesterly boundary corner of lands now or formerly of SJ Parking LLC -- COMIDA (T.A. No. 106.80-1-33.3); thence

The following seven (7) courses along the southerly boundary line of said lands of SJ Parking LLC -- COMIDA:

2) N 71° 43' 06" E, a distance of 165.00 feet to a point; thence

3) N 17° 25' 49" W, a distance of 48.00 feet to a point; thence

4) N 72° 31' 47" E, a distance of 17.25 feet to a point; thence

5) N 17° 12' 05" W, a distance of 3.96 feet to a point; thence

6) N 71° 44' 15" E, a distance of 64.79 feet to a point; thence

7) N 21° 05' 21" E, a distance of 44.80 feet to a point; thence

8) Northeasterly, along a curve to the left, having a radius of 55.00 feet, a distance of 31.56 feet to a point on the westerly right-of-way line of Franklin Court (66' Right-of-Way); thence

The following four (4) courses along said Franklin Court:

9) S 54° 18' 14" E, a distance of 44.53 feet to a point; thence

10) N 45° 00' 20" E, a distance of 10.00 feet to a point; thence

11) S 44° 59' 40" E, a distance of 61.00 feet to a point; thence

12) S 54° 18' 14" E, along said westerly right-of-way line, a distance of 13.17 feet to a point on the westerly right-of-way line of Franklin Street (66' Right-of-Way); thence

13) S 37° 27' 44" E, along said westerly right-of-way line of Franklin Street, a distance of 220.58 feet to a point on the westerly right-of-way line of Liberty Pole Mall (63' Right-of-Way); thence

14) S 21° 39' 56" W, along said westerly right-of-way line of Liberty Pole Mall, a distance of 192.82 feet to a point on the aforementioned northerly right-of-way line of East Main Street; thence

15) S 72° 23' 31" W, along said northerly right-of-way line of East Main Street, a distance of 312.31 feet to the Point of Beginning.

NextCorps, Inc.
Sibley 6th Floor
Phase 1

Room Number	Type of Space	Estimated Usable Area in Sq Ft
6000	Office	2,000
6101	Office	264
6102	Lab	655
6103	Office	582
6104	Office	808
6105	Office	572
6106	Office	805
6107	Office	577
6108	Office	815
6208	Office	137
6210	Office	137
6212	Office	137
6214	Office	163
6300	Office	6,312
6303	Office	41
6305	Office	41
6307	Office	41
6308	Office	487
6309	Office	42
6312	Office	344
6313	Office	209
6314	Office	344
6315	Office	100
6316	Office	671
6317	Office	98
6318	Office	539
6322	Office	359
6325	Office	1,515
6401	Lab	501
6402	Office	189
6403	Lab	279
6404	Office	305
6405	Lab	250
6406	Office	149
6407	Lab	250
6408	Office	153
6409	Lab	251
6410	Office	148
6411	Lab	250
6412	Office	153

NextCorps, Inc.
Sibley 6th Floor
Phase 1

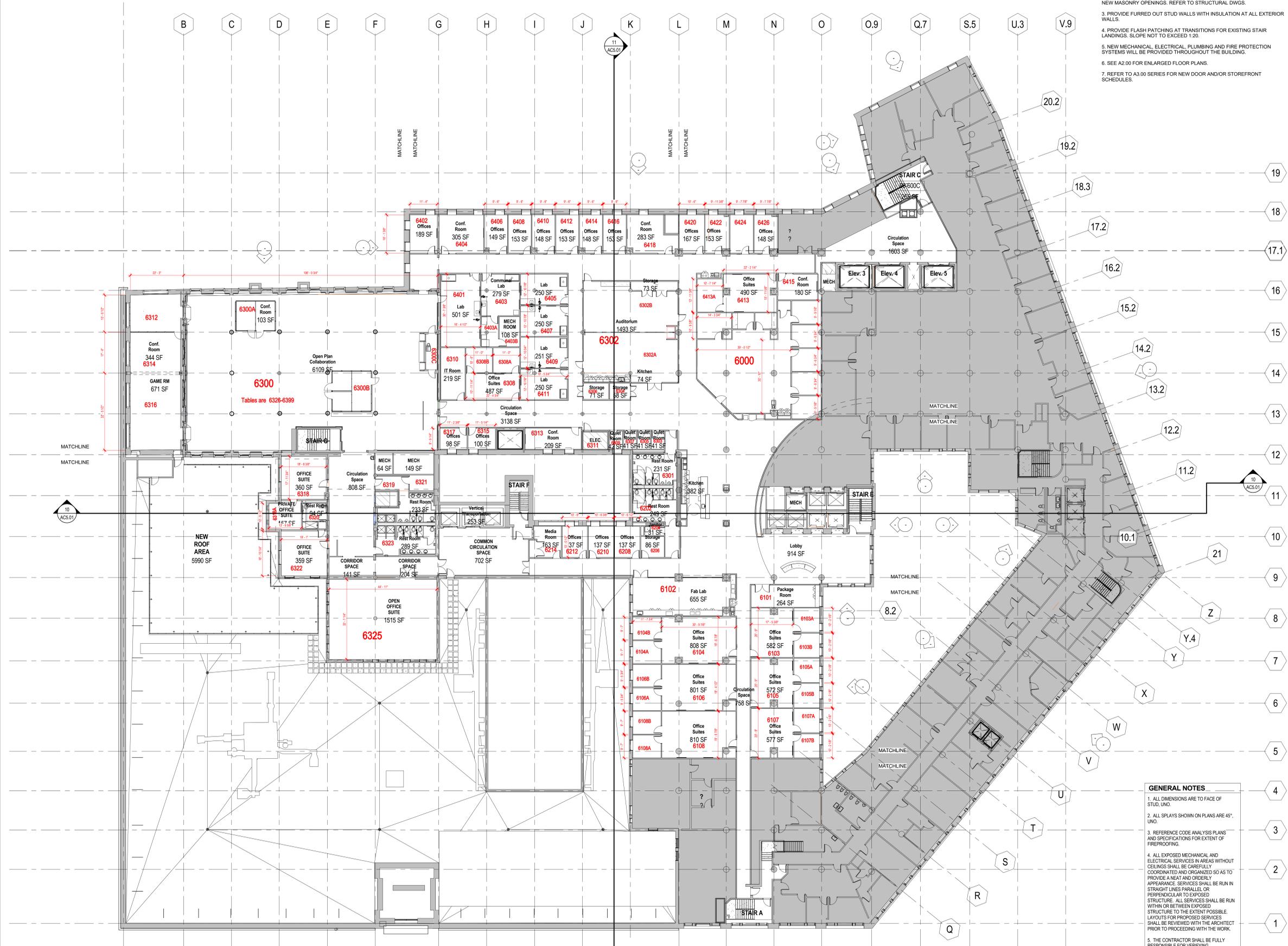
Room Number	Type of Space	Estimated Usable Area in Sq Ft
6413	Office	490
6414	Office	148
6415	Office	180
6416	Office	153
6418	Office	283
6420	Office	167
6422	Office	153
6424	Office	152
6426	Office	148
		<hr/> <hr/> 23,547

High Tech Rochester Inc.
Sibley 6th Floor
Phase 1

Room Number	Type of Space	Estimated Usable Area in Sq Ft
6000	Office	2,000
6101	Office	264
6102	Lab	655
6103	Office	582
6104	Office	808
6105	Office	572
6106	Office	805
6107	Office	577
6108	Office	815
6208	Office	137
6210	Office	137
6212	Office	137
6214	Office	163
6300	Office	6,312
6303	Office	41
6305	Office	41
6307	Office	41
6308	Office	487
6309	Office	42
6312	Office	344
6313	Office	209
6314	Office	344
6315	Office	100
6316	Office	671
6317	Office	98
6318	Office	539
6322	Office	359
6325	Office	1,515
6401	Lab	501
6402	Office	189
6403	Lab	279
6404	Office	305
6405	Lab	250
6406	Office	149
6407	Lab	250
6408	Office	153
6409	Lab	251
6410	Office	148
6411	Lab	250
6412	Office	153

**High Tech Rochester Inc.
Sibley 6th Floor
Phase 1**

Room Number	Type of Space	Estimated Usable Area in Sq Ft
6413	Office	490
6414	Office	148
6415	Office	180
6416	Office	153
6418	Office	283
6420	Office	167
6422	Office	153
6424	Office	152
6426	Office	148
		23,547



OVERALL PROPOSED PLAN GENERAL NOTES:

1. THE NOTES SHOWN REPRESENT THE GENERAL SCOPE OF WORK TO BE PERFORMED. THE CONTRACTOR SHALL BE RESPONSIBLE FOR CONDUCTING THEIR OWN INVESTIGATION OF THE PROPERTY IN ORDER TO COMPLETELY SATISFY THEMSELVES AS TO THE FULL SCOPE OF WORK. THE DRAWINGS AND SPECS SHALL SERVE ONLY AS A BASIS FOR REQUIRED NEW WORK AND SHALL IN NO WAY LIMIT THE COMPLETION OF ALL REQUIRED WORK. NOTIFY THE ARCHITECT IMMEDIATELY OF ANY DISCREPANCIES IN THE DRAWINGS FOR ANY UNFORSEEN CONDITIONS.
2. PROVIDE MISCELLANEOUS LOOSE STEEL LINTELS AS REQUIRED FOR ALL NEW MASONRY OPENINGS. REFER TO STRUCTURAL DWGS.
3. PROVIDE FURRED OUT STUD WALLS WITH INSULATION AT ALL EXTERIOR WALLS.
4. PROVIDE FLASH PATCHING AT TRANSITIONS FOR EXISTING STAIR LANDINGS. SLOPE NOT TO EXCEED 1:20.
5. NEW MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SYSTEMS WILL BE PROVIDED THROUGHOUT THE BUILDING.
6. SEE A2.00 FOR ENLARGED FLOOR PLANS.
7. REFER TO A3.00 SERIES FOR NEW DOOR AND/OR STOREFRONT SCHEDULES.

GENERAL NOTES

1. ALL DIMENSIONS ARE TO FACE OF STUD. UNO.
2. ALL SPLAYS SHOWN ON PLANS ARE 45° UNO.
3. REFERENCE CODE ANALYSIS PLANS AND SPECIFICATIONS FOR EXTENT OF FIREPROOFING.
4. ALL EXPOSED MECHANICAL AND ELECTRICAL SERVICES IN AREAS WITHOUT CEILINGS SHALL BE CAREFULLY COORDINATED AND ORGANIZED SO AS TO PROVIDE A NEAT AND ORDERLY APPEARANCE. SERVICES SHALL BE RUN IN STRAIGHT LINES PARALLEL OR PERPENDICULAR TO EXPOSED STRUCTURE. ALL SERVICES SHALL BE RUN WITHIN OR BETWEEN EXPOSED STRUCTURE TO THE EXTENT POSSIBLE. LAYOUTS FOR PROPOSED SERVICES SHALL BE REVIEWED WITH THE ARCHITECT PRIOR TO PROCEEDING WITH THE WORK.
5. THE CONTRACTOR SHALL BE FULLY RESPONSIBLE FOR VERIFYING DIMENSIONS. ALL DISCREPANCIES BETWEEN ANTICIPATED AND ACTUAL CONDITIONS SHALL BE PROMPTLY BROUGHT TO THE ARCHITECT'S ATTENTION.



The Architectural Team, Inc.
 50 Commandant's Way at Admiral's Hill
 Chelsea MA 02150
 T 617.889.4402
 F 617.884.4329
 www.architecturalteam.com
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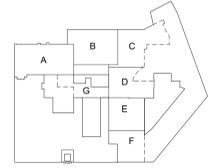
Consultant:

Revision:

Architect of Record:

EDA Project No.: 01-01-14720

Drawn: MJA
 Checked: MB
 Scale: As indicated
 Key Plan:



Project Name:
HTR BUSINESS ACCELERATOR

150 Lucius Gordon Drive, West
 Henrietta, NY 14586

Sheet Name:
OVERALL FLOOR PLAN - LEVEL 6

Project Number:
 14114.00

Issue Date:
 11/18/2016

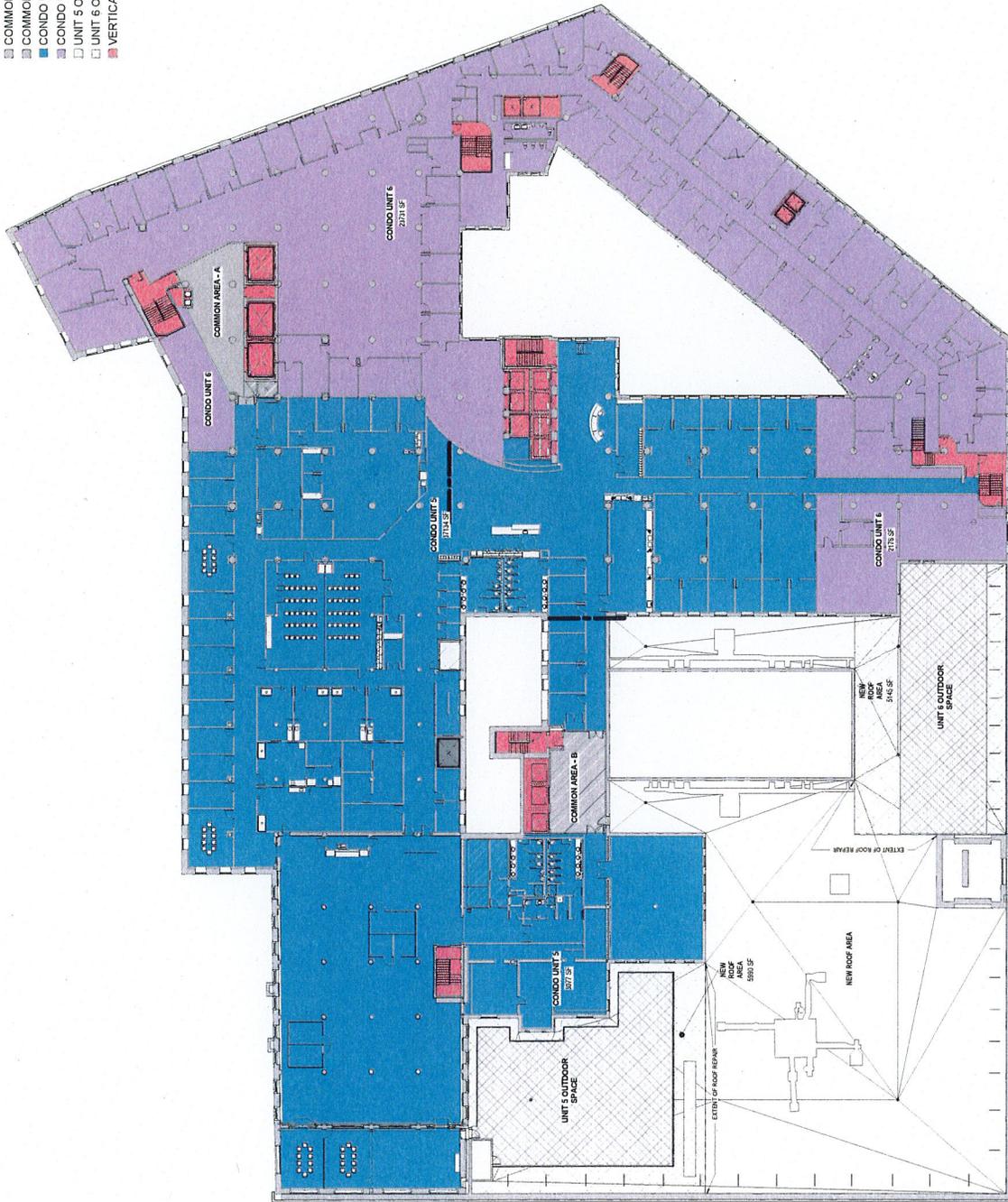
Sheet Number:
AC1.06

956 SQ.FT
 702 SQ.FT
 40210 SQ.FT
 26584 SQ.FT
 5990 SQ.FT
 5145 SQ.FT

- COMMON AREA - A
- COMMON AREA - B
- CONDO UNIT 5
- CONDO UNIT 6
- UNIT 5 OUTDOOR SPACE
- UNIT 6 OUTDOOR SPACE
- VERTICAL TRANSPORTATION

SCHEDULE "M"

FLOOR PLANS



tat | the architectural team

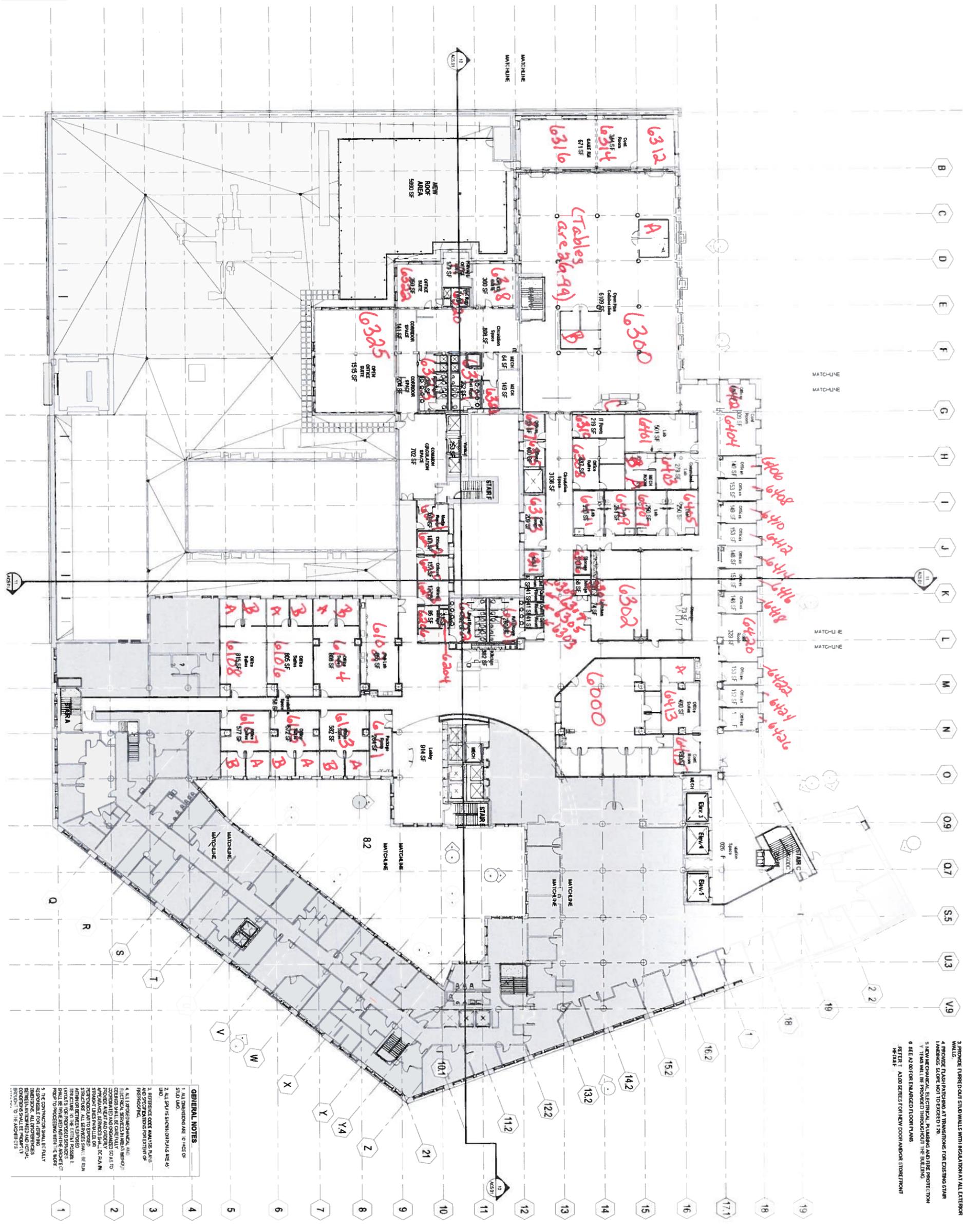
05/09/2016
 DECLARANT SIBLEY REDEVELOPMENT LLP
 ARCHITECT: The Architectural Team 14114.00

LEVEL 6 - CONDO UNIT
 5 & 6

Scale: 1/16" = 1'-0"

SIBLEY HIGH TECH ROCHESTER

25 FRANKLIN STREET ROCHESTER NY 14604



- 1. SHALL BE USED TO VERIFY THE CORRECTNESS OF ALL INFORMATION, AND TO CORRECT ANY ERRORS IMMEDIATELY OR ANY DISCREPANCIES IN THE DRAWINGS FOR ANY UNFORESEEN CONDITIONS.
- 2. PROVIDE UNUSUAL ROOMS LOOSE STEEL UNITS AS REQUIRED FOR ALL NEW MASONRY OPENINGS. REFER TO STRUCTURAL DWGS.
- 3. PROVIDE TYPED OUT STAIR WALLS WITH ISOLATION AT ALL EXTERIOR WALLS.
- 4. PROVIDE FLASHING AND AT TRANSOMES FOR EXISTING STAIR WALLS.
- 5. NEW MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SHALL BE PROMPTED THROUGHOUT THE BUILDING.
- 6. SEE AS FOR FINISHED FLOOR PLANS.
- 7. REFER TO AS FOR NEW DOOR AND/OR SIGHTFIGHT DETAILS.

- GENERAL NOTES**
1. ALL DIMENSIONS ARE IN FEET AND INCHES.
 2. ALL SPACES SHOWN ON THIS PLAN ARE AS SHOWN.
 3. REFER TO THE ARCHITECTURAL PLAN FOR ALL DIMENSIONS AND FINISHES.
 4. ALL MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SHALL BE PROMPTED THROUGHOUT THE BUILDING.
 5. THE CONTRACTOR SHALL VERIFY ALL DIMENSIONS AND FINISHES WITH THE ARCHITECTURAL PLAN AND AS SHOWN.
 6. ALL DIMENSIONS ARE IN FEET AND INCHES.
 7. ALL SPACES SHOWN ON THIS PLAN ARE AS SHOWN.
 8. REFER TO THE ARCHITECTURAL PLAN FOR ALL DIMENSIONS AND FINISHES.
 9. ALL MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SHALL BE PROMPTED THROUGHOUT THE BUILDING.
 10. THE CONTRACTOR SHALL VERIFY ALL DIMENSIONS AND FINISHES WITH THE ARCHITECTURAL PLAN AND AS SHOWN.
 11. ALL DIMENSIONS ARE IN FEET AND INCHES.
 12. ALL SPACES SHOWN ON THIS PLAN ARE AS SHOWN.
 13. REFER TO THE ARCHITECTURAL PLAN FOR ALL DIMENSIONS AND FINISHES.
 14. ALL MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SHALL BE PROMPTED THROUGHOUT THE BUILDING.
 15. THE CONTRACTOR SHALL VERIFY ALL DIMENSIONS AND FINISHES WITH THE ARCHITECTURAL PLAN AND AS SHOWN.
 16. ALL DIMENSIONS ARE IN FEET AND INCHES.
 17. ALL SPACES SHOWN ON THIS PLAN ARE AS SHOWN.
 18. REFER TO THE ARCHITECTURAL PLAN FOR ALL DIMENSIONS AND FINISHES.
 19. ALL MECHANICAL, ELECTRICAL, PLUMBING AND FIRE PROTECTION SHALL BE PROMPTED THROUGHOUT THE BUILDING.

the architectural team

The Architectural Team, Inc.
 50 Commandant's Way at Admiral's Hill
 Chelsea MA 02150
 T 617 889 4402
 F 617 884 4329
 www.architecturalteam.com
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Consultant:

Architect of Record:

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Drawn: MJA
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 Scale: As indicated
 Key Plan:

EDA Project No: 01-01-14720

Project Name:
 HTR BUSINESS
 ACCELERATOR - BID
 SET

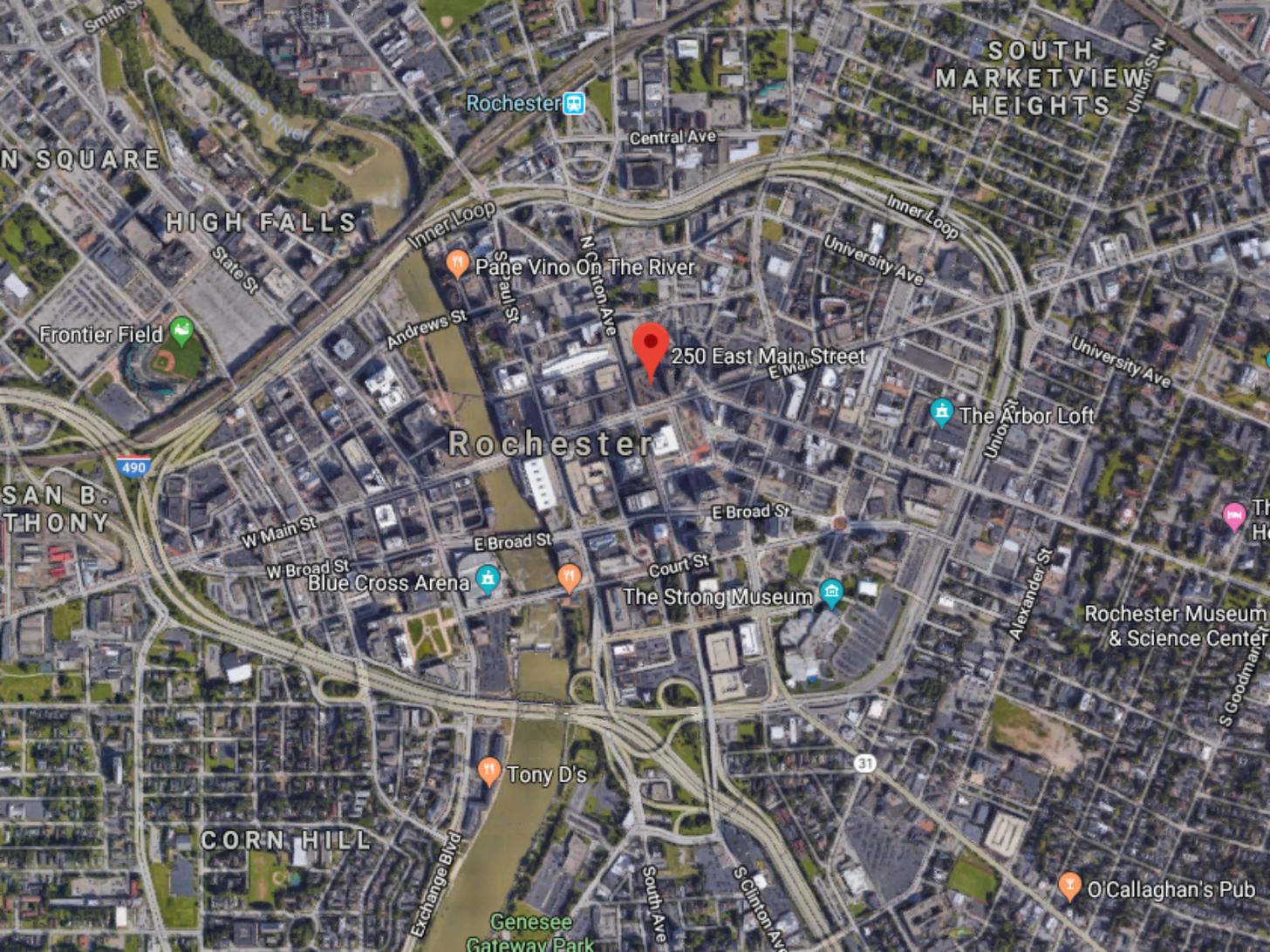
25 FRANKLIN STREET
 ROCHESTER NY 14604

Sheet Name:
 OVERALL FLOOR PLAN -
 LEVEL 6

Project Number:
 14114.00

Issue Date:
 11/18/2016





SOUTH
MARKETVIEW
HEIGHTS

N SQUARE

HIGH FALLS

Rochester

Central Ave

Inner Loop

Pane Vino On The River

Inner Loop

University Ave

Frontier Field

Andrews St

State St

N Clinton Ave

250 East Main Street

E Main St

University Ave

The Arbor Loft

Union St

Rochester

490

SAN B.
THONY

W Main St

E Broad St

W Broad St

E Broad St

Court St

Blue Cross Arena

The Strong Museum

Rochester Museum
& Science Center

Alexander St

TH
H

S Goodman

CORN HILL

Genesee
Gateway Park

Exchange Blvd

Tony D's

South Ave

S Clinton Ave

31

O'Callaghan's Pub

Location	UniqueID	16VIncubator	Owner	PropertyType	StreetAddress	City
City of Rochester		Yes	NextCorps	1	260 East Main Street, Suite 6000	Rochester
Town of Henrietta		Yes	NextCorps	1	150 Lucious Gordon Drive	West Henrietta

* 1= on campus
 2= 1 mile off campus
 3= State Asset

** A=entire building
 B=floor within building
 C=Room within building
 D=land on campus
 E= land off campus
 F=entire building off campus
 G=partial building off campus
 H=state asset

ZipCode	ParcelID	Building	SpaceType	SqFt	Acres	Description	onCampus	Within1mileOf Campus
14604		Sibley Square	B	23547		Sixth Floor	Yes	
14586		Lennox Tech Enterprise Center	A	48030		NYS Incubator	Yes	

More than 1 mile off campus	Latitude	Longitude	Note	Upstate	Downstate	County
	43.1578490	-77.605718				Monroe
	43.0703420	-77.682892				Monroe

UNIVERSITY OF ROCHESTER POLICY
ON
CONFLICTS OF INTEREST
RELATED TO THE START-UP NY PROGRAM

June 6, 2014

Scope

This policy applies to all decisions and activities of the University of Rochester, and those of its directors, officers and employees in connection with its role in the START-UP NY Program.

Definitions

For purposes of this policy:

“Business Interest” in an entity shall mean that the individual (a) owns or controls 10% or more of the stock of the entity (or 1% in the case of an entity the stock of which is regularly traded on an established securities exchange); or (b) serves as an officer, director or partner of the entity.

A “Conflict of Interest” exists whenever an Official has a Business Interest, or other interest or activity outside the University, which has the possibility, whether potential, actual, or perceived, of (a) compromising the Official’s judgment, (b) influencing the Official’s decision or behavior with respect to the START-UP NY Program, or (c) resulting in personal gain, or their Relative’s gain or advancement.

“Official” shall mean shall mean (a) any University employee at the level of Dean and above, (b) any University employee or member of the University’s Board of Trustees with decision-making authority with respect to the University’s START-UP NY Program, and (c) all individuals who serve on the University’s Review Committee that recommends businesses for acceptance into the Program, whether or not they are University employees.

“Relative” shall mean any person living in the same household as an Official, and any person who is a direct descendant of an Official’s grandparents or is the spouse of such a descendant.

“START-UP NY Program” means the SUNY Tax-Free Areas to Revitalize and Transform Upstate New York Program established by Article 21 of the NYS Economic Development Law.

Policy and Procedure

Service as an Official of the University shall not be used as a means for private benefit or inurement for the Official, an Official’s Relative, or any entity in which the Official or Relative has a Business Interest. Accordingly, any Official who is an owner or employee of, or has a Business Interest in, an entity that is the subject of any matter pertaining to the University’s START-UP NY Program, or in which their Relative has a Business Interest, shall not vote on or

otherwise participate in the administration by the University of any START-UP NY matter involving such entity.

Any Official or other campus representative who becomes aware of a potential, actual or apparent Conflict of Interest, whether their own or that of another Official, related to the University's START-UP NY Program, must disclose that interest to the President of the University and the University's General Counsel.

The University shall maintain a written record of all disclosures of potential, actual or apparent Conflicts of Interest made pursuant to this policy, and shall report such disclosures, on a calendar year basis, by January 31st of each year, to the University's auditor. The auditor shall forward such reports to the Commissioner of Economic Development of the State of New York. It is expected that the Commissioner will make such reports public.

There are no exceptions to this policy.

OFFICE OF THE SENIOR VICE PRESIDENT FOR ADMINISTRATION AND FINANCE
AND CHIEF FINANCIAL OFFICER

Holly G. Crawford
Senior Vice President for Administration and Finance
and Chief Financial Officer



November 16, 2018

Howard Zemsky
Commissioner
New York State Department of Economic Development
625 Broadway
Albany, NY 12207

Re: To be designated Tax-Free NY Areas at NextCorps

Dear Commissioner Zemsky:

In connection with the University of Rochester's amendment for the additional designation of certain Tax-Free NY Areas pursuant to the START-UP NY program, this letter confirms that as of the date hereof the proposed Tax-Free NY Areas at NextCorps have not been financed with any tax-exempt bonds.

We are aware of the non-governmental use limitations associated with state issued tax exempt bonds and if our proposed Tax-Free NY Area was financed with tax exempt bonds, we will: 1) make potential businesses aware of these limitations when marketing property; and 2) take appropriate steps to ensure that non-governmental use of property funded with tax-exempt bonds will not jeopardize the tax exempt status of state issued bonds.

Sincerely,

A handwritten signature in black ink that reads "Holly G. Crawford". The signature is written in a cursive style with a long horizontal stroke at the end.

Holly Crawford
Sr. Vice President for Administration & Finance, CFO