

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on April 22, 2025 at 8:00 o'clock a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chair and upon roll being called, the following members of the Agency were:

PRESENT: Kathleen Murphy, Steven Thompson, Rickey T. Brown, Kenneth Kinsey, Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Eric Ennis, Susan Katzoff, Esq., Cole King, Lori McRobbie, Brianca Hill; Others Present: Gail Montplaisir, Emanuel Henderson, Mary Anne Cody, Esq., Jillian Brodock, Esq., Marcus Brooks

The following resolution was offered by Dirk Sonneborn and seconded by Rickey T. Brown:

RESOLUTION APPROVING CHANGE IN OWNERSHIP, AUTHORIZING AMENDMENT OR ASSIGNMENT OF LEASE DOCUMENTS TO REFLECT SAME AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

WHEREAS, the City of Syracuse Industrial Development Agency (the “**Agency**”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “**State**”), as amended, together with Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (collectively, the “**Act**”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, for the purpose of promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, by application dated October 23, 2018, as supplemented in March 2019 (collectively, the “**Application**”), Alan Byer Auto Sales, Inc., Alan I Byer Family Trust, Stephen Gary Byer and West Genesee Realty Associates, LLC (collectively, the “**Original Company**”), requested the Agency undertake a project (the “**Project**”) consisting of: (A)(i) the acquisition of an interest in: (1) approximately 1.89 acres of improved real property bearing tax map number 108.1-02-19 and commonly referred to as 1232-36 West Genesee Street (also known as 1230 West Genesee Street) (“**Parcel 1**”); (2) approximately 3 acres of improved real property bearing tax map number 108.1-02-35.1 and commonly referred to as 1232 West Genesee Street (rear) (“**Parcel 2**”); and (3) approximately 2 acres of improved real property bearing tax map number 108.1-02-20 and commonly referred to as 1288 West Genesee Street (“**Parcel 3**”), each in the

City of Syracuse, New York (collectively, the “**Land**”); (ii) certain improvements, including but not limited to, an existing approximately 25,820 square foot building located on Parcel 1; an existing approximately 17,000-square foot building located on Parcel 2; and an approximately 34,802 square foot building located on Parcel 3, all of which are served by common driveways, parking, and pedestrian walkways, and all of which comprise the Alan Byer Volvo facility (collectively, the “**Improvements**”); (iii) the renovation to the Improvements and the Land include, but are not limited to, the interior showroom, sales offices and reception areas, external replacement of entry, new exterior wall finishes, updated signage, the existing basement, replacement of an area of deteriorating floor slab, refreshed directional pavement graphics and roof replacement (collectively with the Land and Improvements, the “**Facility**”); (iv) the acquisition and installation in and at the Land and Facility of furniture, fixtures and equipment (the “**Equipment**” and together with the Land, Improvements and the Facility, the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property tax, State and local sales and use tax and mortgage recording tax (in accordance with Section 874 of the General Municipal Law) (collectively the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in September 2019, the Original Company and Agency entered into a lease transaction to effectuate the undertaking of the Project and the conference of the approved Financial Assistance (the “**Lease Transaction**”); and

WHEREAS, at the time of the September 2019 closing, Stephen G. Byer and Alan I. Byer Family Trust, a trust duly formed under and pursuant to the laws of the State of New York pursuant to an inter vivos revocable trust agreement dated as of October 1, 2015 (the “**Trust**”) were the fee owners of Parcel 1. West Genesee Realty Associates, LLC (“**Realty**”) was and continues to be the fee owner of Parcel 2 and Parcel 3; and

WHEREAS, by correspondence dated April 16, 2025, counsel for the Original Company advised that in May 2022, Alan Byer passed away. Under the terms of the Trust, upon his death the Parcel 1, located at 1232-36 West Genesee Street, Syracuse, NY was to transfer to Stephen Byer; and

WHEREAS, upon the distribution of the Trust's interest in Parcel 1 to Stephen Byer, a new limited liability company was formed; namely, 1232-36 West Genesee Street, LLC (the “**LLC**”) to take title of Parcel 1 in its entirety; and

WHEREAS, in or about February, 2025, 100% of all interests in Parcel 1 were transferred to the LLC via Quitclaim Deed dated February 6, 2025, recorded in the Onondaga County Clerk's office on February 13, 2025, Instrument Number: 2025-0000482 (the “**Transfer**”); and

WHEREAS, the Original Company represents that, other than the Transfer without prior consent of the Agency, there are no events of default under the leases or any other documents executed and delivered by the Original Company in conjunction with the Lease Transaction (collectively, the "**Lease Documents**"); and

WHEREAS, it is the intent of the parties to amend or assign the Lease Documents to properly reflect: (i) the Transfer; (ii) the LLC's ownership of Parcel 1; and (iii) the LLC's assumption of all rights and obligations under the Lease Documents (the "**Amendment**"); and

WHEREAS, it is the further intent of the parties to execute certain documents, including but not limited to amendments and/or assignment and assumption documents as determined by counsel for the Agency, in connection with the foregoing (the "**Amendment Documents**"); and

WHEREAS, the Amendment is in furtherance of the Project previously approved, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act ("**SEQRA**"), the present Amendment does not require reconsideration or further review by the Agency under SEQRA.

WHEREAS, the Original Company has confirmed that no other aspects of the Project or their Application have changed nor has the addition of 1232-36 W. Genesee Street, LLC as a party to the Lease Documents impacted the Project Facility other than as outlined herein and as set forth herein.

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to the proposed Amendment; and

NOW, THEREFORE, be it resolved by the members of the City of Syracuse Industrial Development Agency as follows:

(1) Based upon the representations made by the Original Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Amendment does not require reconsideration or further review by the Agency under SEQRA.

(b) Upon the substitution of the LLC for the Trust in and under all Lease Documents, the LLC, together with the Alan Byer Auto Sales, Inc., Stephen Gary Byer and West Genesee Realty Associations, LLC shall collectively be referred to as the "**Company**".

(c) The Agency has the authority to, and hereby does, approve the substitution of 1232-36 W. Genesee Street, LLC as a party to the Lease Documents and the Agency's participation in the Amendment and the execution and delivery of the Amendment Documents as determined necessary by counsel to the Agency to reflect the Amendment. The (Vice) Chair and/or Executive Director of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Amendment Documents, or take any other action required to carry out the intent of this

Resolution upon the advice of counsel, and to execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein as the (Vice) Chair deems appropriate, and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution. The execution thereof by the (Vice) Chair or Executive Director constitutes conclusive evidence of such approval.

(2) As a condition precedent to the Agency's participation in the Amendment and the execution and delivery of the Amendment Documents, all as set forth herein, the LLC: (i) will submit to the Agency the appropriate administrative fee, including the Agency's legal fees associated with the Amendment and the Amendment Documents; (ii) shall execute and deliver the Amendment Documents and; (iii) shall provide proof of insurance as required under the Lease Documents as well as any additional certificates, documents or reporting information required by the Agency and confirm there is no events of default under any of the Lease Documents.

(3) Should the Agency's participation in the Amendment or the Amendment Documents or any related documents be challenged by any party, in the courts or otherwise, the LLC and the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Amendment Documents, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to 1232-36 W. Genesee Street, LLC hereunder or otherwise.

(4) Subject to the Company's compliance with all terms herein, the Agency shall waive the event of default under the Lease Documents caused by the Original Company's failure to obtain the Agency's prior consent to transfer Parcel 1.

(5) No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

(6) The Secretary and/or the Executive Director of the Agency is hereby authorized to distribute copies of this Resolution to 1232-36 W. Genesee Street, LLC and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

(7) Bousquet Holstein, PLLC is counsel to the Agency and shall assist the Agency in carrying out the actions necessary pursuant hereto.

(8) This Resolution shall take effect immediately. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>
Kathleen Murphy	X	
Steven Thompson	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	
Dirk Sonneborn	X	

The foregoing Approving Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “***Agency***”) held on April 22, 2025, with the original thereof on file in my office, and that the same (including all exhibits) is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that: (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

on 5/1/2025 **IN WITNESS WHEREOF**, I have set my hand and affixed the seal of the Agency .

City of Syracuse Industrial Development Agency

DocuSigned by:

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 Rickey T. Brown, Secretary

(S E A L)