

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on October 31, 2022, 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 the roll being duly called, the following members were:

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

THE FOLLOWING PERSONS WERE ALSO PRESENT: Anthony D'Elia, Kevin Schwab, Lori Dietz, John Liddy, Charles C. Wallace, III

The following resolution was offered by Rickey T. Brown and seconded by Kenneth Kinsey:

RESOLUTION APPROVING AN EXTENSION OF THE APPOINTMENT OF THE COMPANY AND ITS SUB-AGENTS AS AGENTS OF THE AGENCY UNTIL DECEMBER 31, 2023; AND AUTHORIZING THE EXECUTION OF ANY AND ALL NECESSARY 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, at the request of Dupli Associates, LLC ("**Dupli**") and 156 Solar Street LLC ("**156 Solar**" and together with Dupli, the "**Company**") by resolution dated April 21, 2020 (the "**Inducement Resolution**") the Agency agreed to undertake a project (the "**Project**") consisting of: (A)(i) the continuation of an interest in 156 Solar Street and Division Street W. improved by an approximate 62,800 square foot building ("**Building 2**") (bearing tax parcel identification number 118.-06-01.0), located in the City of Syracuse, New York (the "**City**") (the "**Land**"); (ii) the reconstruction and renovation of Building 2 consisting of 24,000 sq.ft. of residential space containing approximately 20 apartment units, twenty percent (20%) of such units shall be

reserved for tenants at the annual 65% area median income rent limits for the City¹ (the "**AMI**"); approximately 20,000 sq.ft. of commercial office space and approximately 9,500 sq.ft. of retail space (the "**Facility**"); and (iii) the acquisition and installation in and at the Land and Building 2 of furniture, fixtures and equipment (the "**Equipment**" and together with the Land 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 (except as limited by Section 874 of the General Municipal Law) (collectively the "**Financial Assistance**"); (C) the appointment of 156 Solar or its designee as an agent of the Agency in connection with the acquisition, construction, reconstruction, equipping and completion of the Project Facility; and (D) the continuation of the lease of the Land and Facility by the Agency pursuant to an amended lease agreement and the acquisition of an interest in the Equipment pursuant to one or more bill(s) of sale from the Company to the Agency and the sublease of the Project Facility back to the Company pursuant to an amended sublease agreement; and

WHEREAS, in December 2020, the 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**"). As part of the Lease Transaction, for purposes of undertaking and completing the Project Facility, the Company was appointed as the agent of the Agency (the "**Appointment**") through October 31, 2022 ("**Original Appointment Date**"), and was awarded an amount not to exceed \$430,998 in exemptions from State and local sales and use tax (the "**Exemption**"); and

WHEREAS, by letter dated October 19, 2022, the Company advised that the Project has been admitted into the Brownfield Cleanup Program. They have completed the Remedial Investigation Report and in the coming months will be going through the approval process for the Remedial Work Plan. Due to delays caused by the approval process for the remediation, it is likely that the Project will not be complete until sometime in 2024. As such, the Company is requesting an extension of their Appointment from October 31, 2022 to December 31, 2023 at which time they will come back to the Board to update their timeline (the "**Extension**"); and

WHEREAS, as of October 19, 2022 the Company had not used any of the Exemption. The Company is not requesting any additional financial assistance; and

WHEREAS, the Extension is in furtherance of the Financial Assistance that was previously approved for the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act ("**SEQRA**"), and the present sales tax appointment and document extension request is insubstantial and does not require reconsideration or further review by the Agency under SEQRA.

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

¹ As defined in the City of Syracuse Department of Neighborhood and Business Development [Syracuse Consolidated Plan](http://www.syr.gov.net/uploadedFiles/Departments/Neighborhood_and_Business_Development/Content/Consolidated%20Plan%202015-19%20Final%20-%2001-06-2016.pdf)
http://www.syr.gov.net/uploadedFiles/Departments/Neighborhood_and_Business_Development/Content/Consolidated%20Plan%202015-19%20Final%20-%2001-06-2016.pdf

(1) Based upon the representations made by the Company to the Agency, including but not limited to there being no event of default under the Lease Documents (as defined hereinbelow), the Agency hereby makes the following findings and determinations:

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

(b) The Agency authorizes the Extension for purposes of completing the Project through and including December 31, 2022, conditioned upon: (i) there being no events of default under any of the documents executed and delivered by the Company in conjunction with the Lease Transaction, including but not limited to a first amendment to company lease, a first amendment to agency lease, a first amendment to project agreement and an environmental compliance and indemnification agreement, each dated as of December 1, 2020 (collectively, the "**Lease Documents**"); (ii) Company's confirmation that all insurance executed and delivered in conjunction with the Project and the Lease Transaction remains in full force and effect all in accordance with the Lease Documents and will submit to the Agency proof of insurance naming the Agency as an additional insured pursuant to the Agency's requirements under the Lease Documents; (iii) Company's submission to the Agency of any applicable information requested by the Agency with respect to the Extension so that they can accurately track and report Project and Financial Assistance information as required under the Act; (iv) Company's submission of any applicable administrative fees and all legal fees incurred by the Agency in exchange for the Agency's grant of the Extension; and (v) submitting any proof required by the Agency demonstrating that the Company has not realized State and local sales and use tax exemptions in excess of what was authorized for the Project.

(2) The Agency is authorized to execute all documents necessary to effectuate the Extension (collectively, the "**Extension Documents**") including but not limited to revisions or amendments of the Lease Documents, issuance of a new Sales Tax Appointment Letter and an amendment or extension of the appropriate "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (Form ST-60) for each of the Company and any sub-agents in accordance with the Lease Documents; and each the Chair, the Vice Chair and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the documents, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein as the (Vice) Chair deems appropriate. The execution thereof by the Chair, the Vice Chair and/or the Executive Director constitutes conclusive evidence of such approval.

(3) The Company shall execute and deliver any and all documents required by the Agency in connection with the Extension and to carry out the intent of this Resolution.

(4) The Company shall provide or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the Agency and the State Commissioner of Taxation and Finance (the "**Commissioner**") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such

benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request.

(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) Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare, for submission to the (Vice)Chair and/or the Executive Director, all documents necessary to carry out the intent of this Resolution.

(6) The Secretary of the Agency is hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

(7) A copy of this Resolution, together with any 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	
Kenneth Kinsey	X	
Dirk Sonneborn	X	
Rickey T. Brown	X	

The foregoing Resolution was thereupon declared duly adopted.

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

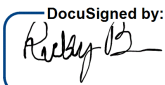
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on October 31, 2022, with the original thereof on 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.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Agency on 12/22/2022
_____.

CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

By: 
65E35E032BE24D9...
Rickey T. Brown, Secretary

(S E A L)