

RESOLUTION

As a result of the public health emergency created by COVID-19, the Federal, State and local bans on meetings or gatherings, and pursuant the Governor's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, as extended on September 2, 2021, the City of Syracuse Industrial Development Agency (the "**Agency**") held a meeting on the 18th day of January, 2022, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=m51fc952b52f12c638cb14009303a5c56> (or by accessing the link on the Agency's website) and using meeting number 2345 369 3068 and password wmJTsQAq264; or via telephone at (408) 418-9388 with access code: 2345 369 3068, in conjunction with the matter set forth below.

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

MEMBERS PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Kathleen Murphy, Steven Thompson, Rickey T. Brown, Kenneth Kinsey and Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Staff Present: Judith DeLaney, Susan Katzoff, Esq. and Lori McRobbie; Others Present: Christopher Bianchi, Michael Collins, Aimee Durfee, Jessica Barbuto

The following Resolution was offered by Dirk Sonneborn and seconded by Steven Thompson:

RESOLUTION AUTHORIZING AN EXTENSION OF AN INFRASTRUCTURE AGREEMENT BETWEEN THE JMA TECH PROPERTIES, LLC AND THE AGENCY THROUGH MARCH 31, 2022

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, the Agency has identified a need to enhance its ability to provide solutions, tools and economic development resources in the City of Syracuse, New York (the "**City**") to increase economic development for the benefit of commercial enterprises (both existing and prospective) and the recreation opportunities, prosperity and standard of living for the residents of the City; and

WHEREAS, on or about June 30, 2020, at the request of JMA Tech Properties, LLC and Ranalli/Taylor St., LLC, each a limited liability company organized under the laws of the State of New York, each with offices at 7645 Henry Clay Blvd, Liverpool, New York 13088 (collectively, the "**Company**"), the Agency undertook a project (the "**Original Project**") consisting of: (A)(i) the acquisition of an interest in thirteen parcels of real property (three of which are improved as noted below) totaling in the aggregate approximately 4.3 acres of land located at 120-154 Cortland Ave. & Tallman St. (improved by an approximate 119,000 sq. ft. building the "**Coyne Building**"); 1022 Clinton St. S. (improved by an approximate 7,200 sq. ft. building the "**Gabriel Building**"); 1051 Clinton St. S. (improved by an approximate 2,352 sq. ft. building the "**Wastewater Building**"), 1029, 1033, 1049, 1049 (rear) and 1080-82 Clinton St. S.; 222-24 Tallman St. & Clinton St. S. and 226 Tallman St.; 980-82 Salina St. S., 1002-22 Salina St. S. & Cortland Ave. and 1024-40 Salina St. S. and Tallman St., all located in the City of Syracuse, New York (collectively, the "**Land**"); (ii) the reconstruction and renovation of the Coyne Building and the Wastewater Building to be used as a new campus to develop, manufacture, test and showcase 5G technology, including but not limited to, the leveling of floors, the removal of part of the second floor to accommodate high rack storage space on a portion of the first floor, the removal and reconstruction of various support columns, new lighting, signage, windows, paint, ceilings, floors, doors and the reconstruction of offices, meeting and training spaces, conference rooms, an employee cafeteria and locker room, storage, restrooms, shipping/receiving bays, a customer showcase and demonstration area, workstations and server areas, all located on the Land; and the demolition of the Gabriel Building to be used, along with the balance of parcels comprising the Land as surface parking to serve the renovated Coyne Building and Wastewater Building (all of the foregoing, collectively the "**Facility**") (iii) the acquisition and installation in and at the Land and Facility of furniture, fixtures and equipment (the "**Original Equipment**") and together with the Land and the Facility, the "**Project Facility**") and (B) the granting of certain financial assistance in the form of exemptions from real estate taxes, State and local sales and use tax and mortgage recording tax (in accordance with Section 874 of the General Municipal Law) (collectively the "**Original Financial Assistance**"). The original investment anticipated by the Company for the Project was over \$26,000,000 ("**Original Project Costs**"); and

WHEREAS, thereafter, the Company began work on certain additional improvements on South Clinton Street (between Taylor Street and Tallman Street) and along Cortland Avenue (between South Salina Street and Tallman Street) in the City of Syracuse, New York (the "**City**") all adjacent to, and as an enhancement to, the Original Project ("**Additional Improvements**") at a cost of approximately \$1,114,660 above and beyond the Original Project Costs; and

WHEREAS, during the course of the Additional Improvements, it was discovered that approximately 1,300 feet of water main lines and additional impacted/ancillary sewer lines, all owned and controlled by the City (collectively, the "**Lines**"), were in poor condition and not viable for long term service. The Lines service not only the Original Project but more importantly, the Southside neighborhood, several hospitals and the University Hill neighborhood (collectively, the "**Service Area**") all within the City; and

WHEREAS, the Company and the City of Syracuse (the "**City**") have been collaborating on a solution that would result in the replacement, improvement and/or repair of the Lines for the benefit of the residents and businesses within the Service Area consisting of the replacement of

approximately 1,300 feet of water main lines and the "slipping" of impacted/ancillary sewer lines to increase water flow, improve fire safety, improve wastewater management and ensure viability of the Lines for decades to come (collectively, the "**Project**") at a cost of approximately \$740,000 (the "**Project Costs**"); and

WHEREAS, by Ordinance No. 451 of 2020, the City authorized its participation in the Project with the Company to replace, improve or repair the Lines and agreed to provide all of the materials necessary to replace the Lines and to accept own and maintain the new Lines and appurtenances installed by the Company all pursuant to plans and specifications approved by the Commissioner of Water and the Department of Health; and

WHEREAS, the Company has agreed, at substantial cost, to remove the existing water main and install approximately 1,300 feet of new water main and the "slipping" of impacted/ancillary sewer lines resulting in a benefit to the entire Service Area thereby leveraging investments already made by the Agency in the Service Area and leveraging same for future investments; and

WHEREAS, on May 18, 2021, at the request of the Company, the Agency resolved to join the Company and the City in undertaking the Project and to provide certain assistance to the Company, in an amount not to exceed \$230,000, to pay for a portion of the Project Costs (the "**Funds**" or "**Funding**") for the benefit of the residents and businesses in the Service Area and to leverage investments already made as well as encourage further investment in the Service Area; and

WHEREAS, in May, 2021, the Agency and the Company entered into an agreement with respect to the Project and the terms and conditions associated with the Funding (the "**Contract**"). Pursuant to the terms of the Contract, the Company was to have requisitioned the Agency for all Funding on or before December 31, 2021; and

WHEREAS, by correspondence dated January 5, 2022, the Company advised the Agency that it had completed all of the work associated with the Project and made capital expenditures equal to all of the Funding but was waiting on a few invoices to be remitted. As such, the Company requested a 90-day extension of the Completion Date (as defined in the Contract) to remit all required documentation related to the Funding (the "**Extension**"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "**SEQRA**"), the Agency is required to make a determination as to whether the "action" (as said quoted term is defined in SEQRA) to be taken by the Agency may have a "significant impact on the environment" (as said quoted term is utilized in SEQRA). The Agency has classified the Extension and the execution and delivery of any associated documents as a "Type II" action as that term is defined under SEQRA, and therefore no further review is required.

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

Section 1. Based upon the representations made to the Agency, the Agency makes the following findings and determinations:

(A) The action authorized pursuant to this Resolution constitutes a Type II action under SEQRA and no further review is required; and

(B) The Agency authorizes and approves the Extension; and approves and authorizes an amendment to the Contract to provide for the Extension, as set forth herein, conditioned upon: (i) there is no event of default under the Contract; (ii) the associated documentation submitted demonstrates a spend date in 2021 all in accordance with the original terms of the Contract; and (iii) the Company provides the report detailing the application of the Funding as outlined in the Contract on or before February 9, 2022.

(C) Except for the Extension as set forth herein, all other terms and conditions of the Contract are ratified and affirmed and remain in full force and effect.

(D) The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to work with counsel for the Agency to negotiate, execute and deliver any required amendment to the Contract to provide for the Extension, as set forth herein; and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. The execution thereof by the Executive Director shall constitute conclusive evidence of such approval.

Section 2. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to provide the Extension or to participate in the Contract, this Resolution shall automatically become null, void and of no further force and effect.

Section 3. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to above 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.

Section 4. Bousquet Holstein, PLLC is counsel to the Agency and shall assist the Agency in carrying out the actions necessary pursuant hereto.

Section 5. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

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

Section 7. This Resolution shall take effect immediately.

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 Resolution was thereupon declared duly adopted.

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

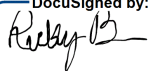
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on January 18, 2022, with the original thereof 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), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 (“**EO 202.1**”), as amended and extended from time to time, such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (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 1/25/2022.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

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