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FINAL APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on November 21, 2023 at 8:00 o'clock a.m., local time, 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, Rickey T. Brown, Steven Thompson, Kenneth Kinsey, Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Eric Ennis, Kyle DeMarco, Susan Katzoff, Esq., Lori McRobbie; Others Present: Wendy Lougnot, Esq., Merike Treier, Shawn Murphy, Dino Peios, John Michael Duby, Gary Ayers, Nayel Ashkar, Jeremy Boyer

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

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A COMMERCIAL PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

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, JMA Tech Properties, LLC, or an entity to be formed (the "***Company***"), by application dated November 14, 2022 (the "***Application***"), requested that the Agency undertake a project (the "***Project***") consisting of: (A)(i) the acquisition of an interest in approximately 6 acres of real property located, with some improvements, at: (a) 225 Taylor St. W & Oneida St. (tax map no. 094.-04-01.0); (b) 201-07 Taylor St. W & Clinton St. (tax map no. 094.-04-02.0); (c) 1010 Clinton St. (tax map no. 094.-04-03.0); (d) 1022 Clinton St. (tax map no. 094.-04-04.0); (e) 1054 Clinton St. (tax map no. 094.-04-05.1); (f) 1074 Clinton St. (tax map no. 094.-04-05.2); (g) 228 Tallman St. (tax map no. 94.-04-05.3); (h) 232 Tallman St. (tax map no. 094.-04-05.4); (i) 1080-82 Clinton St. (tax map no. 094.-04-06.0); (j) 222-24 Tallman St & Clinton St S. (tax map no. 094.-04-07.0); (k) 226 Tallman St. (tax map no. 094.-04-08.0); (l) 240 ½ Tallman St.

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094.-04-09.0); (m) 242-46 Tallman St. (tax map no. 094.-04-10.0); (n) 252-54 Tallman St, & Oneida St. (tax map no. 094.-04-11.0); (o) 637-39 Oneida St. (tax map no. 094.-04-12.0); (p) 629 Oneida St. (tax map no. 094.-04-13.0); (q) 625 Oneida St. (tax map no. 094.-04-14.0); (r) 619 Oneida St. (tax map no. 094.-04-15.0); (s) 615 Oneida St. (tax map no. 094.-04-16.0); (t) 609-11 Oneida St. (tax map no. 094.-04-17.0); (u) 605-607 Oneida St. (tax map no. 094.-04-18.0); (v) 601-603 Oneida St. (tax map no. 094.-04-19.0); (w) 521-527 Oneida Street (tax map no. 094.-04-20.0); and (x) 517 Oneida Street (tax map no. 094.-04-21.0), all located in the City of Syracuse, New York (collectively, the "***Land***"); (ii)(a) the demolition of existing improvements and the construction of a new approximately 100,000 sq.ft. warehouse, distribution, related support facility, loading docks and associated parking to complement the Company's global smart logistics headquarters, to be used for centralized warehousing for all manufactured materials which will allow the Company to expand 5G manufacturing and development capabilities (as it moves inventory to the new Smart Logistics Center) as well as additional exterior lighting, landscape beautification and 24 hour security, all located on the Land (the "***Facility***"); (iii) the acquisition and installation in and on the Land and Facility 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 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 "***Financial Assistance***"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, 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, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on November 21, 2023 pursuant to Section 859-a of the Act, notice of which was published on November 9, 2023, in the Post-Standard, a newspaper of general circulation in the City of Syracuse, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated November 2, 2023; and

WHEREAS, pursuant to Article 8 of the State Environmental Conservation Law, as amended and the regulations promulgated thereunder (collectively "***SEQRA***"), the Agency is required to make a determination with respect to the environmental impact of any "action" (as defined by SEQRA) to be taken by the Agency and the approval of the Project and grant of Financial Assistance constitute such an action; and

WHEREAS, by resolution adopted January 24, 2023, the Agency classified the Project as a Type 1 Action pursuant to SEQRA, declared the Agency lead agency for purposes of a coordinated review thereunder and determined that the action will not have a significant adverse effect on the environment and issued a Negative Declaration (the "***SEQRA Resolution***"); and

WHEREAS, the Agency adopted a resolution on November 21, 2023 (the "***Inducement Resolution***") entitled:

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RESOLUTION AUTHORIZING THE UNDERTAKING, ACQUISITION, DEMOLITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF A COMMERCIAL FACILITY; APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, DEMOLITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF THE PROJECT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on November 21, 202 (the "***PILOT Resolution***") entitled:

RESOLUTION APPROVING AN PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A PILOT AGREEMENT

which resolution is in full force and effect and has not been amended or modified; and

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 by the Company to the Agency and after consideration of the comments received at the public hearing, if any, the Agency hereby makes the following findings and determinations:

(a) The acquisition of a controlling interest in the Project Facility by the Agency, the granting of the Financial Assistance and the designation of the Company as the Agency's agent for completion of the Project will be an inducement to, and permit, the Company to develop and operate the Project Facility in the City of Syracuse, thus serving the public purposes of Article 18-A of the General Municipal Law of New York State by promoting and preserving the job opportunities, general prosperity, health and economic welfare of the inhabitants of the City of Syracuse (the "***City***") in furtherance of the purposes of the Act.

(b) The Project will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

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(c) The commitment of the Agency to provide Financial Assistance to the Company will enable and induce the Company to construct, equip and complete the Project Facility.

(d) The acquisition, construction, equipping and completion of the Project Facility and the attendant promotion of the local economy will advance the job opportunities, health, prosperity and economic welfare of the people of the City and the granting of the Financial Assistance is a necessary component to the financing of the Project.

(e) The Project Facility constitutes a "project" within the meaning of the Act.

(f) It is desirable and in the public interest for the Agency to grant Financial Assistance in connection with the Project.

Section 2. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. The Project will serve the public purposes of Article 18-A of the General Municipal Law of the State of New York by advancing job opportunities and promoting economic development.

Section 3. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, renovating, improving, maintaining, equipping, furnishing and completing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 4. Subject to the conditions set forth in this and prior resolutions adopted by the Agency, the Agreement, and the Project Agreement (each as defined in the Inducement Resolution), and the adoption of a PILOT Resolution, the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Company pursuant to a lease agreement between the Agency and the Company (the "***Company Lease***"); acquire an interest in the Equipment pursuant to a bill of sale from the Company (the "***Bill of Sale***"); and sublease the Project Facility to the Company pursuant to a sublease agreement (the "***Agency Lease***"); (C) subject to the terms of the Agency Lease and other documents, secure the Company's borrowings with respect to the Project Facility by joining in one or more construction or permanent mortgages on the Project Facility in favor of the Company's lenders; (D) execute and deliver any and all necessary documents to confer the approved Financial Assistance, subject to approval and execution of the PILOT Agreement; and (E) execute and deliver any other documents necessary to effectuate the actions contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 5. The Chair, Vice Chair and the 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 documents and agreements identified in Section 4 of this

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Resolution as well as the Lease Documents (as defined in the Inducement Resolution) and 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 in Section 4 of this Resolution, as approved by the Chair or Vice Chair, 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.

Section 6. 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.

Section 7. 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 Executive Director for execution and delivery, all documents necessary to effect the undertaking of the Project and the grant of Financial Assistance in connection with the Project.

Section 8. The approvals provided for herein are contingent upon the Company's payment of all of the Agency's fees and costs, including but not limited to attorneys' fees.

Section 9. The Secretary and/or Executive Director of the Agency is hereby authorized to 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.

Section 10. 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:

	AYE	**NAY**
Kathleen Murphy	X	
Steven Thompson	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	
Dirk Sonneborn	X	

The foregoing Resolution was thereupon declared duly adopted.

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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 November 21, 2023, with the original thereof on file in the office of the Agency, 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 11/30/2023.

City of Syracuse Industrial Development Agency

DocuSigned by:
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Rickey T. Brown, Secretary

(S E A L)