

## RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on March 17, 2020 at 8:15 o'clock a.m., local time, in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York. Due to the declaration of a public health emergency and the social distancing requirements imposed at the Federal, State and local level, this meeting was held by telephone conference with live streaming available to the public.

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

**PRESENT VIA TELECONFERENCE:** Kenneth Kinsey, Rickey T. Brown, Dirk Sonneborn (in accordance with the Governor's Executive Order 202.1).

**THE FOLLOWING PERSONS WERE ALSO PRESENT:** Staff Present: Judith DeLaney, Susan Katzoff, Esq., John Vavonese, Lori McRobbie

The following resolution was offered by Kenneth Kinsey and seconded by Steven Thompson:

### **RESOLUTION AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF AN AGREEMENT TO DEVELOP A PROGRAM FOR INCREASED INTERNET CONNECTIVITY ACROSS THE CITY**

**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**, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to enter into contracts; and

**WHEREAS**, the Agency has been working with the City of Syracuse, New York (the "**City**") to identify ways in which to leverage certain of the City's smart city initiatives to help ensure that residents of the City have greater access to high speed internet connectivity in order to reduce or close the digital divide and provide access to educational and economic and job opportunities to those underserved people (the "**Goal**"); and

**WHEREAS**, to accomplish this Goal, the Agency seeks to identify those areas in the City where high speed internet connectivity is lacking and identify strategies for improving same with both new solutions as well as utilizing existing infrastructure; and

**WHEREAS**, US Ignite (“*USI*”) works with cities across the United States to devise strategies for communication network advancements which include innovation in smart city services powered by a new generation of technologies; and

**WHEREAS**, The Agency has been working with the City, USI and Centerstate CEO (“*CCEO*”) on a proposal to help accomplish the Agency's Goal. USI has submitted a proposal to the Agency and CCEO to work collaboratively with the parties to, among other things: (i) identify the current level of service (and areas that are underserved) to allow the parties to better understand the size and scope of the connectivity gaps, especially in lower income neighborhoods and areas of historic disinvestment; (ii) identify methods to leverage existing platforms in order to maximize service to those areas; (iii) identify solutions (both short and long term); and (iv) help identify potential funding sources to help implement those long term solutions (the “*Scope of Services*”); and

**WHEREAS**, USI has agreed to provide the Scope of Services over the course of two (2) years at a total cost of \$60,000 (“*Project Costs*”) all of which will be memorialized in an agreement amongst the Agency, USI and CCEO (the “*Agreement*”). CCEO has agreed to contribute \$20,000 towards the Project Costs in year 1 of the Agreement. The Executive Director of the Agency is recommending that the Agency contribute a total of \$40,000 over two years, with \$10,000 to be expended in year 1 of the Agreement and \$30,000 in year 2; and

**WHEREAS**, the Executive Director of the Agency also seeks authority from the Agency to negotiate, execute and deliver the Agreement with USI and CCEO to provide for the Scope of Services and to expend the \$40,000 (the “*Funds*”) as set forth herein and under the terms of such Agreement; and

**WHEREAS**, pursuant to III (E)(2) of the Agency’s procurement policy, the Agency is not required to follow a competitive process for the procurement of services available only from a sole source as that term is defined in the Agency’s procurement policy; and

**WHEREAS**, USI is the only non-profit company offering these services to municipalities and/or public agencies and the Agency has not been able to find a comparable vendor for like services; 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 has determined that the Scope of Services and the provision of the Funds constitutes a “Type II” action as that term is defined under SEQRA, and therefore no further review is required; 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 to the Agency, the Agency makes the following findings and determinations:

(A) The Project consists of a “Type II” action under SEQRA and therefore no further review is required; and

(B) The Agency has determined that the services offered by USI will provide a unique benefit, that they are offered at a reasonable cost, and there is no competition available for the procurement of the services; and

(C) The Agency authorizes the expenditure of the Funds as set forth herein contingent upon the parties negotiating, executing and delivering the Agreement pursuant to the terms hereof to provide for the Scope of Services.

(D) The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Agreement, in accordance with the terms hereof to provide for the Scope of Services, as presented at this meeting, and expend the Funds to engage USI to undertake and perform the Scope of Services as set forth herein, with changes in terms and form as shall be consistent with this Resolution and as the Chairman or Vice Chairman shall approve; 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 participate in the Project or the contract for the Scope of Services, 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, as counsel to the Agency, is hereby authorized to work with the CCEO and USI to prepare for submission to the Agency, all documents necessary to effect the Agreement and the advancement of the Funds and consummate the intent of this Resolution.

**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. 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.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

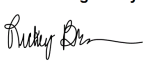
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “Agency”) held on March 17, 2020, with the original thereof on file 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 4/23/2020.

City of Syracuse Industrial Development Agency

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Rickey T. Brown, Secretary

(SEAL)