

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 to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended from time to time, the City of Syracuse Industrial Development Agency (the "**Agency**") held a meeting on the 21st day of April, 2020, at 8:00 a.m., local time, electronically which was available via Webex at: <https://bit.ly/syrsida-04082020> (or by accessing the link on the Agency's website) and using meeting number 713 934 932 and password SIDA; or via telephone at (408) 418-9388 with access code: 713 934 932, 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:

PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Kathleen Murphy, Steven Thompson, Kenneth Kinsey, Rickey T. Brown 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., John Vavonese, Lori McRobbie; Others Present: Timothy Lynn, Esq., Chuck Sangster, Kate Maguire, Esq., Jen Tifft; Media Present: Rick Moriarty

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

RESOLUTION AUTHORIZING CERTAIN RELIEF TO PROJECTS PREVIOUSLY UNDERTAKEN BY THE AGENCY DURING THE COVID-19 HEALTH CRISIS DECLARED IN NEW YORK STATE

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, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and 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 to prevent unemployment and economic deterioration; and

WHEREAS, on January 30, 2020, the World Health Organization ("**WHO**") designated

the novel coronavirus ("**COVID-19**"), outbreak as a public health emergency of international concern; and

WHEREAS, on January 31, 2020, United States Health and Human Services Secretary (the "**U.S.**") declared a public health emergency for the entire United States; and

WHEREAS, on or about March 11, 2020, the WHO formally declared the COVID-19 virus as a pandemic; and

WHEREAS, on March 7, 2020, by executive order 202, Governor Cuomo (the "**Governor**") declared a disaster emergency for the entire State of New York through September 7, 2020 (unless further extended by order) (the "**State of Emergency**"); and

WHEREAS, by executive order 202.8, dated March 20, 2020, as amended, Governor Cuomo ordered all non-essential businesses to reduce their in-office workforce by 100% effective as of March 22, 2020; and

WHEREAS, by executive order 202.6, dated March 18, 2020, as amended, Governor Cuomo ordered the halting of all non-essential construction in the State of New York; and

WHEREAS, each of these executive orders and declarations have negatively impacted economic development in the City of Syracuse and have or could directly impact projects undertaken by the Agency; and

WHEREAS, on June 21, 2016, pursuant to the Act, the Agency adopted a recapture policy (the "**Policy**") which sets forth the circumstances under which the Agency will seek to recover some or all of the Financial Assistance (as that term is defined in the Act) bestowed upon projects undertaken by the Agency in accordance with the Act; and

WHEREAS, recapture under the Policy is available to the Agency in the event any project has a Job Deficit or an Investment Deficit, each as defined therein; and

WHEREAS, the referenced deficits are based on representations made in a project's application as to the number of jobs to be retained and/or created as a result of the project ("**Job Creation**") and the amount of capital to be invested into the project ("**Capital Investment**"); and

WHEREAS, each project has a certain amount of time to demonstrate initial satisfaction of the Job Creation and Capital Investment and is thereafter required to maintain and report on Job Creation before the Agency would be entitled to recapture benefits under the Policy. These time frames are tied to construction and completion of the project (the "**Completion Date**") which is addressed in the application and the transactional documents entered by the project applicant and the Agency when conferring some or all of the requested Financial Assistance (collectively, the "**Transactional Documents**"); and

WHEREAS, the Agency recognizes that the events associated with the COVID-19 virus and the declarations made by the Governor, the U.S. and the WHO have the potential to, or have,

negatively impacted projects, previously undertaken by the Agency, to satisfy their Job Creation and Capital Investment obligations; and

WHEREAS, the Agency wishes to take steps to mitigate the impacts of the COVID-19 virus and the declarations, to the greatest extent possible, on these projects; 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**”) and has determined that such action constitutes 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. 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. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing 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 2. The actions taken hereunder constitute a “Type II” action under SEQRA and therefore, no further review is required; and

Section 3. Based upon the current health crisis facing the Nation, the State, the County of Onondaga and the City of Syracuse, the Agency hereby and makes the following determinations:

(A) For any project previously undertaken by the Agency and for which the project company executed Transactional Documents for any part of its Financial Assistance, the Agency shall, automatically, provide the following additional time frames for purposes of measuring Job Creation and Capital Investment under its Policy:

i. For a project that was completed (as defined or provided for in the Transactional Documents) as of March 7, 2020, the time frame associated with Job Creation shall be extended by the number of days equal to the number of days the State of Emergency so declared by the Governor remains in effect plus 60 days. This one-time extension shall be added to the first year of reporting following the cessation of the State of Emergency;

ii. For a project that was not completed (as defined or provided for in the Transactional Documents) as of March 7, 2020, the time frame associated with both Job Creation and Capital Investment shall be extended by the number of days equal to the number of days the State of Emergency so declared by the Governor remains in effect plus 60 days. This one-time

extension shall be added to the first year of reporting following the cessation of the State of Emergency.

(B) For any project previously undertaken by the Agency and for which the project company executed Transactional Documents, but which project had not reached completion (as defined or provided for in the Transactional Documents) as of March 7, 2020, the Transactional Documents shall be amended to extend the completion date of the project, as provided for therein, to a date that is equal to the number of days the State of Emergency so declared by the Governor remains in effect plus 60 days.

(C) For any project previously undertaken by the Agency and for which the project company executed Transactional Documents for any part of its Financial Assistance constituting an exemption from State and local sales and use taxation and the appointment of the project applicant (and/or its designee) as agent of the Agency for purposes of undertaking and completing the project, but which project had not reached completion (as defined or provided for in the Transactional Documents) as of March 7, 2020; the Agency shall extend such appointment, by filing an amended ST-60 form with the State of New York and amending, as necessary any other Transactional Document to extend, by a period of time that is equal to the number of days the State of Emergency so declared by the Governor remains in effect plus 60 days, the appointment of the project company and/or designee, provided the agent(s) is in compliance with all requirements under the applicable documents for such appointment.

(D) For any project previously undertaken by the Agency and for which the project company executed Transactional Documents, but for which the Financial Assistance awarded does not include an exemption from real property taxes, and if the project was not completed as of March 7, 2020, the term of the applicable Transactional Documents shall be extended for a period equal to the number of days the State of Emergency so declared by the Governor remains in effect plus 60 days, provided there are no existing and ongoing events of default.

Section 4. The Chair, Vice Chair and/or 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, deliver and file, as applicable, any and all necessary documents and agreements to achieve the intent of this Resolution and 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 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 5. The obligation of the Agency to consummate the relief intended by this Resolution is subject to and conditioned upon the Company's execution and delivery of, any necessary documents and to provide the Agency any and all documents or evidence of compliance with all reporting requirements otherwise required under the Transactional Documents and compliance with other provisions thereof including but not limited to proof of insurance and compliance with reporting requirements to date.

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. The Secretary and/or the Executive Director of the Agency are 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.

Section 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	
Kenneth Kinsey	X	
Rickey T. Brown	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 April 21, 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), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 (“**EO 202.1**”), 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 5/5/2020.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

(S E A L)