

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on July 20, 2021 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, Steven Thompson, Rickey T. Brown, Dirk Sonneborn

EXCUSED: Kenneth Kinsey

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Judith DeLaney, Susan Katzoff, Esq., Lori McRobbie and John Vavonese; Others Present: Aggie Lane, Joe Marusa, Peter King, Elmore Davis, Rick Moriarty

The following resolution was offered by Rickey T. Brown and seconded by Dirk Sonneborn:

**RESOLUTION APPROVING AN AGREEMENT
WITH THE NATIONAL DEVELOPMENT
COUNCIL FOR SUPPORT SERVICES TO THE
AGENCY IN AN AMOUNT NOT TO EXCEED
\$84,000**

WHEREAS, the policy of the State of New York (the "*State*") set forth in Title 1 of Article 18-A of the General Municipal Law of the State, as amended (the "*IDA Act*"), is to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation, economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration by the creation of industrial development agencies and to protect and promote the health of the inhabitants of the State and to increase trade through promoting the development of facilities to provide recreation for the citizens of the State and to attract tourists from other states; and

WHEREAS, City of Syracuse Industrial Development Agency (the "*Agency*") constitutes an industrial development agency established under the IDA Act and Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (together with the IDA Act, the "*Act*") and is thereby authorized and empowered 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, including industrial pollution control facilities, educational or cultural facilities, railroad facilities and certain horse racing facilities, thereby advance the job opportunities,

health, general prosperity and economic welfare of the people of the State and 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 acquire, hold and dispose of personal property for its corporate purposes; with the consent of the municipality, to use agents, employees and facilities of the municipality and pay the municipality its agreed proportion of the compensation or costs therefor; to appoint officers, agents and employees and pay their compensation out of funds of the Agency; make contracts and leases; to use gifts, grants, loans or contributions for any of its corporate purposes; and to all things necessary or convenient to carry out its purposes and exercise the powers expressly given in the IDA Act; and

WHEREAS, the Agency is obligated under the Act to undertake certain review and analysis for each project undertaken by the Agency and the Agency has contracted with the National Development Council ("**NDC**") for several years to provide certain support services, including but not limited to, assistance with board and staff training and project review; and

WHEREAS, the NDC provides similar services to several industrial development agencies in the State and they are uniquely positioned to understand the statutory requirements imposed upon industrial development agencies with respect to undertaking projects and ongoing reporting compliance; and

WHEREAS, the Agency has been very pleased with the services provided to date by NDC. The Agency's current contract with NDC expired on June 20, 2021 and the Agency is desirous of renewing its contract with NDC for another year effective as of July 1, 2021. NDC has submitted a new proposal that would be effective as of July 1, 2021 and provide all of the same services and benefits to the Agency, as well as certain benefits relative to economic development in the City as a whole, for an amount not to exceed \$84,000 (the "**New Contract**"). A draft of the New Contract is attached hereto at **Exhibit "A"**; and

WHEREAS, the execution and delivery of the New Contract is consistent with the Agency's procurement policy; 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 execution and delivery of the New Contract 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. 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.

Section 2. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, 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. It is among the powers of the Agency to enter contracts to carry out its corporate purposes.

Section 3. 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;

(b) the Agency has the statutory authority to enter into the New Contract for the performance of the services by NDC and hereby authorizes same;

(c) the execution and delivery of the New Contract complies with the Agency's procurement policy; and

(d) the execution and delivery of the New Contract is in furtherance of the Agency's corporate purposes and supports economic development and the undertaking of new projects by the Agency in the City and helps promote economic development, recreational opportunities and prosperity of the inhabitants of the City and help attract, encourage and develop recreation, economically sound commerce and industry in the City as well as the general prosperity and economic welfare of the people of the City in furtherance of the purposes of the Act.

Section 4. No covenant, stipulation, obligation or agreement contained in this Resolution or any other 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. None of the members or officers of the Agency shall be liable or be subject to any personal liability or accountability by reason of the execution of any document referred to above;

Section 5. The Agency hereby authorizes the negotiation, execution and delivery of the New Contract by and between the Agency and NDC upon acceptable terms and conditions to the Agency to perform the work, as generally set forth on **Exhibit "A"** attached hereto. The Chairman, Vice Chairman and/or Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the New Contract in accordance with the terms hereof substantially in the form as attached hereto at **Exhibit "A"**. The execution thereof by the Chairman, Vice Chairman and/or Executive Director shall constitute conclusive evidence of such approval;

Section 6. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the New Contract, this Resolution shall automatically become null, void and of no further force and effect with respect thereto.

Section 7. The Secretary and/or staff of the Agency are hereby authorized and directed to 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 8. 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 9. This Resolution shall become effective 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	
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 July 20, 2021, 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 7/22/2021.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

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EXHIBIT "A"
PROPOSED CONTRACT