

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 21st day of December, 2021, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=m0c155f0243b1c6fd3716ff6da5838f4e> (or by accessing the link on the Agency's website) and using meeting number 2336 227 5805 and password ggVpMJt6q36; or via telephone at (408) 418-9388 with access code: 2336 227 5805, 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, Rickey T. Brown, Kenneth Kinsey, Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Staff Present: Susan Katzoff, Esq. and Lori McRobbie; Others Present: Timothy Lynn, Esq., Christopher Bianchi, Scott Dumas, Kevin Delaney, Gail Montplaisir, Merike Treier, Gail Cawley, Mark Jenkins, Owen Kerney and Matthew Paulus

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

RESOLUTION AUTHORIZING AN EXTENSION OF THE SECOND AMENDED COOPERATION AGREEMENT BETWEEN THE DOWNTOWN COMMITTEE OF SYRACUSE AND THE AGENCY THROUGH JUNE 30, 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 downtown area of 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, the Downtown Committee of Syracuse ("**DCS**") is a nonprofit organization, which undertakes programs to improve the City of Syracuse's downtown's image, strengthen its economic base, increase its attractiveness and assure that it's clean, safe, and accessible. The DCS is at the nexus of the public and private partnership that brings about improvement and revitalization. The DCS' mission supports and furthers the Agency's purposes of promoting economic development, providing residents opportunities to thrive as business owners and to improving the recreation opportunities, prosperity and standard of living for the residents of the City of Syracuse; and

WHEREAS, by resolution adopted October 15, 2019, the Agency resolved to undertake a project (the "**Project**") consisting of contracting with DCS to obtain within the downtown metropolitan area of the City the following services for a two (2) year period: (i) a typical forty hour per week of additional evening security patrols performed during the hours of 4-11 p.m. Monday through Friday for a total cost of \$63,860/year; (ii) twenty-eight hours per week of additional security patrols on Saturday between 11 a.m. - 7 p.m. and on Sundays between 10 a.m. - 4 p.m. for a total cost of \$52,600/year; and (iii) performance of environmental maintenance and improvements to be conducted on Saturday and Sunday from 7 a.m. - 3 p.m. (collectively, (i)-(iii) hereof the "**Services**") for a total cost of \$30,000/year for *an aggregate annual spend of \$146,460* for a contract total of \$292,920 (the "**Commitment**"); and

WHEREAS, the Agency and the DCS entered into a two (2) year contract dated as of October 1, 2019, effective as of January 1, 2020, with respect to the Project, the Services to be provided and the Commitment associated therewith (the "**Contract**"); and

WHEREAS, subsequent to the execution of the Contract, the DCS faced added expenses resulting from the COVID-19 pandemic and its impacts. As a result, the DCS found the need to provide additional services to support businesses in the City through various advertising campaigns, marketing initiatives and holiday decorations (all of the foregoing, collectively the "**Marketing Efforts**"); and

WHEREAS, at the same time, DCS' requested, and by resolution dated November 23, 2020 the Agency authorized, the reallocation of a portion of the Commitment to be used towards the Marketing Efforts and further authorized an increase in its 2021 Commitment under the Contract by \$38,400 ("**Additional Commitment**") to be used by the DCS for additional marketing, advertising and beautification efforts in the City ("**Additional Commitment Services**"); and

WHEREAS, by correspondence dated December 6, 2021, DCS has advised that approximately \$42,511.19 of the 2021 portion of the Commitment remains unused due to the ongoing pandemic and labor shortages, which resulted in a balance of funds that will exist at the end of this calendar year (the "**Unused Funds**"); and

WHEREAS, as such, the DCS requests an extension of the Contract through June 30, 2022 such that DCS can utilize the Unused Funds to support security, environmental maintenance, beautification, marketing and advertising services for the downtown district as

anticipated by the Contract (the "*Extension*"); and

WHEREAS, the DCS would continue to be obligated to demonstrate the use of the Unused Funds in accordance with the terms hereof and the Contract throughout the term of the Contract, as extended and as same may be amended from time to time; 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 the 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. 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, provided there is no event of default under the Contract and that such Unused Funds are accounted for and reported on by the DCS under the Contract all in accordance with the terms thereof and hereof, including but not limited to, the requirement to provide proof of expenditure prior to the Agency's obligation to disburse any funds provided for herein or therein; and

(C) 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. 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 5. 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 6. 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:

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)

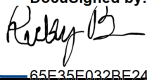
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on December 21, 2021, with the original thereof 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), 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

(S E A L)