

## 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 21<sup>st</sup> 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 THE EXECUTION AND DELIVERY OF AN AMENDMENT TO EXTEND THE TERM OF A CONTRACT WITH CLARION ASSOCIATES IN FURTHERANCE OF THE OPENCOUNTER PROJECT**

**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 previously identified a need to enhance its ability to provide solutions, tools and economic development resources to streamline the process for businesses and entrepreneurs applying for one or more permits or licenses within the City of Syracuse, New York (the "**City**") to increase economic development for the benefit of the residents of the City in furtherance of the Agency's corporate purposes; and

**WHEREAS**, the Agency worked with OpenCounter Enterprises, Inc. and certain City agencies to identify a comprehensive, open source, online and mobile gateway for businesses and entrepreneurs that connect them to the resources necessary to obtain the required approvals to open or expand a business in the City (the "**OCE Project**") which necessarily involves zoning; and

**WHEREAS**, the City has been working on overhauling its zoning ordinance for several years (the "**Re-Zone**") in order to modernize the ordinance to more accurately reflect the City's demographics, geographics and needs and engaged the Company to assist with the Re-Zone project; and

**WHEREAS**, the City and the Agency agree that the Re-Zone project dovetails with the OCE Project to create economic development resources to streamline the process for businesses and entrepreneurs looking to do business within the City; and

**WHEREAS**, by resolution of the Agency in April 2019 (the "**Approving Resolution**"), the Agency authorized the execution and delivery of a contract, in an amount not to exceed \$80,000 (the "**Budget**") to be paid solely from the Agency's unencumbered funds with Clarion Associates (the "**Company**"), which was executed and delivered in September 2019 (the "**Contract**"), to work with the City to create an administrative manual, prepare new development applications and provide service to evaluate the new zoning ordinance's performance over a period of a year (hereinafter the "**Scope of Services**"). The term of the Contract was slated to end June 30, 2021 with an option to extend with approval of the Agency (the "**Term**"); and

**WHEREAS**, by correspondence dated December 2, 2021, the City advised that the work under the Contract began in October 2019 but was stayed in May 2021 due to the COVID-19 pandemic. The City further advised that work under the Contract is set to resume with no change to the Scope of Services or the Budget. As such, the City is requesting an amendment of the Contract to allow for an extension of the term to and through December 31, 2022 (the "*Extension*"); 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 Contract and the performance of the Work as 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 Extension authorized pursuant to this Resolution constitutes a Type II action under SEQRA and no further review is required; and
- (b) Provided there is no event of default under the Contract (to be confirmed by the City, the Company and the Agency, as applicable), the Agency determines the Extension is warranted and hereby authorizes same subject to the terms hereof.

**Section 2.** The Agency hereby authorizes the Extension, subject to the terms hereof, and the negotiation, execution and delivery of any and all necessary documents and/or certificates deemed necessary by the Agency to amend the Contract to provide for the Extension (the "*Amended Documents*") by and between the Agency and the Company in accordance with the terms hereof. There shall be no change to the Scope of Services, the Budget or any other terms of the Contract. The Chair, Vice Chair and/or Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Amended Documents in accordance with the terms hereof and upon advice of counsel. The execution thereof by the Chair, Vice Chair or Executive Director shall constitute conclusive evidence of such approval.

**Section 3.** Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to undertake the Extension, this Resolution shall automatically become null, void and of no further force and effect with respect thereto, and the Agency shall have no liability to the Company hereunder or otherwise.

**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 Secretary and/or staff of the Agency is hereby authorized and directed to distribute copies of this Resolution to 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 become effective 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>AYE</b>	<b>NAY</b>
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                )

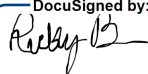
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on December 21, 2021, with the original thereof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

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