

## 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 18<sup>th</sup> day of January, 2022, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=m51fc952b52f12c638cb14009303a5c56> (or by accessing the link on the Agency's website) and using meeting number 2345 369 3068 and password wmJTsQAq264; or via telephone at (408) 418-9388 with access code: 2345 369 3068, 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:

**MEMBERS PRESENT VIA TELE/VIDEOCONFERENCE** (in accordance with the Governor's Executive Order 202.1): Kathleen Murphy, Steven Thompson, Rickey T. Brown, Kenneth Kinsey 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. and Lori McRobbie; Others Present: Christopher Bianchi, Michael Collins, Aimee Durfee, Jessica Barbuto

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

### **RESOLUTION AUTHORIZING AN EXTENSION OF AN COOPERATION AGREEMENT BETWEEN CENTERSTATE CORPORATION FOR ECONOMIC OPPORTUNITY AND THE AGENCY THROUGH JANUARY 31, 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 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 Syracuse Build Initiative, led by the City of Syracuse, New York (the "**City**"), is designed to build an inclusive workforce of City residents to help ensure the pool of experienced candidates from the local community have access to jobs in the construction field (the "**Initiative**"). The Initiative provides training and apprenticeship opportunities through partnerships with developers, contractors and other community partners with the goal of increasing the number of low-income City residents of color and women entering into and advancing in the construction trades thereby creating a stronger pipeline to meet the City's workforce needs now and in the future (collectively, the "**Goals**"); and

**WHEREAS**, CenterState CEO Foundation and/or CenterState Corporation for Economic Opportunity ("**CenterState**") partnered with the City to design and implement the Initiative; and

**WHEREAS**, the Agency determined the Initiative was a way to leverage the benefits provided by the Agency to various projects through enhanced workforce development for the benefit of the residents of the City; and

**WHEREAS**, by resolutions dated October 15, 2019, July 21, 2020 and February 16, 2021 (collectively, the "**Resolutions**"), at the request of CenterState, the Agency previously allocated a portion of its earned administrative fees in the amount of \$100,000.00 (the "**Funding**") to pay the following costs (each an "**Eligible Cost**"), in support of the Initiative: (i) \$56,000 to Work Readiness and Academic Remediation at EOC, as more fully set forth below ("**Training**"); (ii) \$24,000 to the Community Center Collaborative made up of six community centers for recruitment and orientation, as more fully set forth below ("**Recruitment**"); and (iii) \$20,000 for participant stipends, all of the foregoing as more fully set forth in the Resolutions (the "**Stipends**" and together with the Training and Recruitment, collectively, the "**Project**"); and

**WHEREAS**, in furtherance of the Project and the Funding, on or about July 21, 2020, as amended on or about February 16, 2021, CenterState and the Agency entered into a cooperation agreement (the "**Cooperation Agreement**") setting forth the terms and conditions relative to the Funding for the Project; and

**WHEREAS**, pursuant to the terms of the Cooperation Agreement, CenterState was to have requisitioned the Agency for all Funding on or before December 31, 2021; and

**WHEREAS**, by correspondence dated January 10, 2022, the Company advised the Agency that it had completed all of the components of the Project and made capital expenditures equal to all of the Funding but needed an additional thirty (30) days to process the requisitions to the Agency. As such, the Company requested a 30-day extension through and including January 31, 2022, to remit all required documentation and disbursement requests related to the Funding (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 Extension and the execution and delivery of any associated documents 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 by adoption hereof amends the Cooperation Agreement to provide for the Extension, as set forth herein, conditioned upon: (i) there is no event of default under the Cooperation Agreement; (ii) the associated documentation submitted demonstrates a spend date in 2021 all in accordance with the original terms of the Cooperation Agreement; and (iii) CenterState provides the required reporting on the Project as outlined in the Cooperation Agreement, on or before January 31, 2022, demonstrating completion of the Project.

(C) Except for the Extension as set forth herein, all other terms and conditions of the Cooperation Agreement are ratified and affirmed and remain in full force and effect.

(D) 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 Cooperation Agreement 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 Cooperation Agreement, 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 is counsel to the Agency and shall assist the Agency in carrying out the actions necessary pursuant hereto.

**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.

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

	<u><b>AYE</b></u>	<u><b>NAY</b></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 )

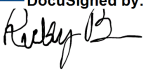
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on January 18, 2022, with the original thereof on 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

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Rickey T. Brown, Secretary

(S E A L)