

## 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 19<sup>th</sup> day of April, 2022, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=mbfb24fea24558f68d2547db0e7f8d9d3> (or by accessing the link on the Agency's website) and using meeting number 2338 438 3902 and password mqM2p4TwrQ2; or via telephone at (408) 418-9388 with access code: 2338 438 3902, 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, 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: Timothy Lynn, Esq., Philip Bousquet, Esq., Mitch Latimer, Christopher Bianchi, Gail Montplaisir, Kevin Pole, Esq.

The following resolution was offered by Kenneth Kinsey and seconded by Rickey T. Brown:

**RESOLUTION APPROVING AGREEMENT WITH THE CITY OF SYRACUSE DEPARTMENT OF PARKS IN CONNECTION WITH THE SALE OF CERTAIN PROPERTY TO THE CITY OF SYRACUSE AND CONTRACTING FOR LANDSCAPING SERVICES TO BE PERFORMED THEREON PENDING SUCH TRANSFER**

**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 owns property located at 900 West Fayette Street in the City of Syracuse commonly known as Lipe Art Park (the “**Property**”); and

**WHEREAS**, the Agency has determined to transfer the Property at no cost to the City of Syracuse (the “**City**”) to be used and maintained as a recreational area for the benefit of the residents of the City (the “**Sale**”); and

**WHEREAS**, with respect to any disposition of property, the Agency is bound by the Act, its property disposition policy and the New York State Public Authorities Law (the “**PAL**”); and the Sale is subject to approval of the Common Council of the City; and

**WHEREAS**, pursuant to the PAL, the Agency must give ninety (90) days' notice of the Sale to New York State (“**Notice**”) and the City must request the approval of the Common Council. It is the parties' intent that the Notice and the required Common Council approval shall be completed on or before August 1, 2022 (the “**Transition Period**”); and

**WHEREAS**, in further accordance with the PAL, the Agency obtained an appraisal of the Property; and

**WHEREAS**, prior to effectuating the Sale, the Property's landscaping needs to be maintained, including but not limited to, mowing the grass (the “**Work**”); and

**WHEREAS**, the Agency is desirous of entering into an agreement with the City's Parks Department (the “**Agreement**”) to undertake the Work in the at the Property during the Transition Period. It is anticipated that this Work will be done at no additional cost to the Agency, but in any event, at a cost no more than the Agency would contract for directly; and

**WHEREAS**, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Agreement and the Sale; 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 Agreement 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.** 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 acquire real property, 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.

**Section 3.** The Agency hereby 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) To enter into the Agreement with the City's Park Department to cover the Transition Period and to take all necessary steps to effectuate the Sale including the Notice. Any sale is contingent upon sending the Notice and obtaining approval of the Common Council; and

(c) The Agency has the statutory authority to enter into the Agreement for the performance of the Work and hereby authorizes same in accordance with the terms of this Resolution; and assuming compliance with the terms hereof, has the authority to enter into and effectuate the Sale of the Property; and

(d) The execution and delivery of the Agreement and the Sale are in furtherance of the Agency’s corporate purposes and supports projects previously undertaken by the Agency and helps prevent economic deterioration and 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 Lakefront Redevelopment Area as well as the general prosperity and economic welfare of the people of the City in furtherance of the purposes of the Act; and

(e) to transfer the Property to the City to be used and maintained as a recreational area contingent upon Common Council's approval and the Notice, and compliance with the terms of this Resolution, the Agency's property disposition policy, the Act and the New York State Public Authorities Accountability Act.

**Section 4.** The Agency hereby authorizes the negotiation, execution and delivery of the Agreement by and between the Agency and the City on substantially similar terms as other agreements executed for similar purposes by the Agency and upon terms and conditions satisfactory to the (Vice)Chair and/or the Executive Director of the Agency, and each are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Agreement in accordance with the terms hereof and upon advice of counsel. The execution thereof by the (Vice)Chair or Executive Director shall constitute conclusive evidence of such approval.

**Section 5.** The (Vice) Chair and/or 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 and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred 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 including but not limited to the negotiation, execution and delivery of the Agreement and the Transfer of the Land ~~and the related transfer~~ in accordance with the terms hereof.

**Section 6.** The obligation of the Agency to consummate the Agreement is subject to and conditioned upon the Agency's approval of the terms of the Agreement and the City's execution and delivery of, among other things, the Agreement in favor of the Agency in form and substance acceptable to the Agency and its counsel, all in the discretion of the Chair and/or Vice Chair of the Agency. The obligation of the Agency to consummate the Sale of the Property is subject to and conditioned upon the Agency's negotiation and execution of a sale agreement with the City in compliance with the terms of this Resolution, the Agency's property disposition policy, the Act and the PAL.

**Section 7.** Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Agreement and/or the Sale of the Property, this Resolution with respect thereto shall automatically become null, void and of no further force and effect.

**Section 8.** Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the City and others to prepare, for submission to the (Vice)Chair and/or

the Executive Director, all documents necessary to carry out the intent of this Resolution and to finalize the Agreement.

**Section 9.** 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 10.** 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 11.** 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><u>AYE</u></b>	<b><u>NAY</u></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 )

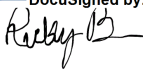
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on April 19, 2022, with the original thereof on file in the office of the Agency, 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 5/19/2022 \_\_\_\_\_.

City of Syracuse Industrial Development Agency

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Rickey T. Brown, Secretary

(S E A L)