

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 24th day of May, 2022, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=mdc72bf6cc5aff4fd8d87b758a178a344> (or by accessing the link on the Agency's website) and using meeting number 2347 199 8777 and password npJcxPZA688; or via telephone at (408) 418-9388 with access code: 2347 199 8777, 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: Judith DeLaney, Susan Katzoff, Esq. and Lori McRobbie; Others Present: Timothy Lynn, Esq., Brian Sivin, Gary Thurston, Hannah Ripkey, Christopher Bianchi, Merike Treier, Rick Moriarty

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

RESOLUTION AUTHORIZING THE AGENCY TO UNDERTAKE A PROJECT AND TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT WITH THE DOWNTOWN COMMITTEE OF SYRACUSE IN FURTHERANCE THEREOF

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 economic development resources in the central business district of 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 of

Syracuse, New York (the "**City**"); and

WHEREAS, Downtown Committee of Syracuse ("**DCS**") is a nonprofit organization, that represents all property owners and tenants within the central business district of the City missioned to bring about improvement and revitalization to the properties within the Downtown Special Assessment District. The DCS undertakes programs to serve and improve the central business district within the City of Syracuse, 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 in this area; and

WHEREAS, the DCS is the only organization formed exclusively for this purpose and as part of their mission and authorization the DCS provides and coordinates, among other things, security and environmental maintenance in this designated area and the partnership envisioned by this Project (as defined herein) comports with the Agency's policies; and

WHEREAS, 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, the Agency has determined to undertake a project (the "**Project**") consisting of contracting with DCS for a two (2) year period to obtain, within the central business district of the City, the following services: (i) an evening security patrol consisting of two security officers performed during the hours of 4-8 p.m. Monday through Friday with flexibility in hours to account for special events; (ii) a security patrol consisting of two security officers performed on Saturday between 10 a.m. - 6 p.m. and on Sundays between 11 a.m. - 5 p.m. with flexibility in hours to account for special events; and (iii) the retention of two part time environmental maintenance personnel to perform environmental maintenance and improvements to be conducted on Saturday and Sunday from 7 a.m. - 3 p.m. with flexibility in hours to account for special events (collectively, (i)-(iii) hereof the "**Services**") for a total cost of \$148,800 in the 1st year and \$151,700 in the second year for an aggregate spend of \$300,500 (the "**Commitment**"); and

WHEREAS, the Services will commence on July 1, 2022 and run through June 30, 2024 (the "**Term**"); and

WHEREAS, the Services will further leverage and enhance investments made by the Agency in the downtown business district. The DCS and the Agency shall negotiate and enter into a contract to provide for the Services which shall be paid by requisition to the Agency demonstrating the expenditure of the Commitment for the Services rendered as well as other terms and conditions satisfactory to the Agency (the "**Contract**"); and

WHEREAS, the Project will enhance and support other investments made by the Agency and project developers in the City and further the Agency's purposes of promoting economic development, providing residents opportunities to thrive as business owners and to

improving the recreation opportunities, prosperity, health and standard of living for the residents of the City of Syracuse; 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 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 has determined that the Project will further the Agency's policies and will advance the health, general prosperity and economic welfare of the people of the State and the City; and

(C) The Agency authorizes and approves the Project and the expenditure of the Commitment as set forth herein contingent upon the Agency and DCS negotiating, executing and delivering the Contract for the Services as set forth herein; and

(D) The Agency hereby authorizes the negotiation, execution and delivery of the Contract by and between the Agency and the DCS 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.

(E) 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 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.

Section 2. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act 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. 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 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 and/or the Executive Director 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>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)

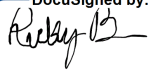
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on May 24, 2022, with the original thereof on 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 6/8/2022.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

(S E A L)