

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 June, 2022, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://syrgov.webex.com/syrgov/j.php?MTID=m075e58e4503a8146ab384f7ae8c71a50> (or by accessing the link on the Agency's website) and using meeting number 2342 655 4699 and password mTRa2D9aCv7; or via telephone at (408) 418-9388 with access code: 2342 655 4699, 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., Christopher Bianchi, Gary Thurston, Brian Sivin, Kevin McAuliffe, Esq., Hannah Ripkey, Milan Tyler, Esq., Greg Loh, Michael Collins, Ross Levine, Andrew Savoy, Philip Maguire, Brian Sivin, Andrew Savoy

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

**AUTHORIZING THE AGENCY'S PARTICIPATION
IN A COOPERATION OR SIMILAR AGREEMENT TO
SUPPORT THE CREATION OF
HERITAGE PARK IN THE CITY OF SYRACUSE AND
AUTHORIZING THE EXECUTION AND DELIVERY
OF CERTAIN DOCUMENTS IN CONNECTION
THEREWITH AND THE EXPENDITURE OF FUNDS
IN SUPPORT 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, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation

and 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 to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to make contracts and leases, and to execute all instruments necessary or convenient to or with any person, firm, partnership or corporation, either public or private; and to do all things necessary or convenient to carry out its purposes and exercise its powers; and

WHEREAS, by correspondence dated June 15, 2022, the City of Syracuse Office of the Mayor advised that the City of Syracuse, New York (the "**City**") is undertaking a project to create a new Heritage Park in the area of Montgomery Street and East Onondaga Street (the "**Heritage Park Project**") which will transform a vacant City property, known as the Powelson Site and the existing Columbus Circle, into a heritage and education site to celebrate the contributions of our richly diverse communities and their resilience to oppression. The Heritage Park Project will be under the supervision and maintenance of the City of Syracuse Department of Parks, Recreation and Youth Programs; and

WHEREAS, Mayor Walsh convened the Heritage Park Advisory Commission (the "**Commission**") to recommend the design and educational content for the Heritage Park Project. The Commission consisted of more than 30 members representing a broad range of community stakeholders. It is facilitated by the Onondaga Historical Association and has collaborated with a professional project management team consisting of EDR Environmental Design & Research, the C&S Companies, and Exhibits & More/Shopworks; and

WHEREAS, the Commission has sought community input and conducted extensive stakeholder engagement. It has also developed broad recommendations on the concept and content for Heritage Park. The proposal of the Commission consists of:

- a. inclusion of all the heritages past and present in Syracuse with a focus on the history and contributions of the Onondagas;
- b. a welcoming, peaceful, contemplative and informative space with the ability to gather as a community for events;
- c. natural, robust, sustainable and colorful landscaping and artwork, as well as educational content regarding various heritages;
- d. additional educational content and sources relative to the oppression experienced and the contributions made by the various Stakeholder Groups; and
- e. a platform to promote education and dialogue that is civic and civil and that promotes critical thinking, open minds and a deeper understanding of our histories and each other's perspective.

WHEREAS, the City of Syracuse Office of the Mayor has requested the Agency partner with the City and provide additional funding to further engage EDR Environmental Design & Research to develop programming and site master plans for the Heritage Park Project (the

"Project"). EDR will continue to work with the Commission in this regard; and

WHEREAS, the Project will include the development of schematic site and design plan graphics. It will also create a contextual site master plan that defines the project's physical requirements, extents, and relationships to the existing urban environment. The master plan will translate the available existing site record drawings, research, and general conceptualization of the space. The City requests the Agency dedicate \$75,500 toward the Project (the **"Commitment"**); and

WHEREAS, the City envisions that funding to implement and construct the Heritage Park Project will come from a variety of public and private sources. The Commitment from SIDA at this time is essential to move the Project to completion and to attract necessary funding and inform the procurement process for ultimate development of the Heritage Park Project. No portion of the Commitment will be used with respect to the Columbus statute or any litigation related to the property; and

WHEREAS, the City is seeking: (i) the Agency's undertaking of the Project and the Commitment; and (ii) the Agency's execution and delivery of a cooperation agreement, or similar agreement, which sets forth the roles and responsibilities of each participant (the **"Agreement"**) relative to the Commitment; and

WHEREAS, the Agency's participation in the Project will promote, attract, encourage and develop recreation and economically sound commerce and industry to advance the health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living and leverage the other public and private investments in the area; and

WHEREAS, without the Agency's participation, the City would not have the resources to proceed with the Project at this 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 has classified the Project as a "Type II" action as that term is defined under SEQRA, and therefore no further review is required; 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 Project and the Commitment; and

WHEREAS, the Agency has given due consideration to the City's request and to the representations by the City that the Agency's participation in the Project and the provision of the Commitment is: (i) critical to the ability to undertake and complete the Project; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility from one area of the State to another area of the State or in the abandonment

of one or more plants or facilities located in the State, except as may be permitted by the Act; and (iii) the Heritage Park Project and the Project will serve the purposes of the Act by encouraging and developing recreation and economically sound commerce and industry to advance the health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

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. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, 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 2. Based upon the representations and projections made by the City to the Agency, the Agency hereby and makes the following determinations:

(A) the Project and the provision of the Commitment constitutes a "Type II" action under SEQRA and therefore no further review is required; and

(B) the Project constitutes a "project" within the meaning of the Act;

(C) the execution and delivery of the Agreement and the Agency's Commitment to the City for use to pay costs of the Project will be an inducement to the City to undertake and complete the Project and thereby advance the recreational opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

(D) the Project will not result in the removal of a commercial, industrial or manufacturing plant or facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities located in the State, except as may be permitted by the Act.

Section 3. Subject to the terms of this Resolution and the conditions set forth in the Agreement the Agency will undertake the Project, execute and deliver the Agreement and provide the Commitment. However, the Commitment is subject to, and conditioned upon, the negotiation of the Agreement by and between the Agency and the City upon acceptable terms and conditions to the Agency as approved by the Chair or Vice Chair. Upon the execution and delivery of same by each party, the Agency will disburse the Commitment in accordance therewith and herewith. 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 Agreement in accordance with the terms hereof and approve any disbursement of the Commitment. The execution of the Agreement and/or approval of disbursements by the Chair, Vice Chair and/or the Executive Director shall constitute conclusive evidence of such approval.

Section 4. The Chair, Vice Chair and/or the 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 and the Agreement.

Section 5. The Secretary of the Agency is hereby authorized to distribute copies of this Resolution to the City 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. Should the Agency's authorization of and/or participation in the Project, the Agreement or the Commitment be challenged by any party, in the courts or otherwise, the City shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel, and such indemnity shall be codified in the Agreement. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Agreement, the Project or provide the Commitment, the Agency shall have no liability to the City hereunder or otherwise.

Section 7. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein 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 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 Agency, all documents necessary to effect the Agreement and the Commitment and consummate the intent of this Resolution.

Section 9. The Secretary of the Agency is hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 10. This Resolution shall take effect immediately. A copy of this

Resolution, together with the attachments hereto, 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:

	AYE	NAY
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)

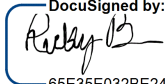
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on June 21, 2022, with the original thereof on file 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 6/30/2022.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

(S E A L)