

APPROVING 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 19th 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 AUTHORIZING AMENDMENTS TO CERTAIN TRANSACTIONAL DOCUMENTS TO ACCOMMODATE LENDING REQUIREMENTS AND THE EXECUTION AND DELIVERY THEREOF

WHEREAS, 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, and to 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, lease and sell real property and grant financial assistance in connection with one or more “projects” (as defined in the Act); and

WHEREAS, at the request of Salina 1st, LLC (the “**Company**”), by various resolutions adopted between November 21, 2017 and December 21, 2021 (collectively, the “Resolutions”), the Agency agreed, to undertake a project (the “**Original Project**”) and confer certain Financial Assistance consisting of: (A)(i) the acquisition of an interest in approximately 82,534 square feet of vacant land located at 1081 South Salina Street in the City of Syracuse, New York (the “**Land**”); (ii) the construction of one or two buildings (to be determined in accordance with applicable zoning requirements), comprising an aggregate of 52,000 square feet to house: (a) approximately 23,400 sq. ft. of commercial and light manufacturing space on the first floor; and (b) approximately 11,250 sq. ft. of commercial office space (on the second and third floors) and approximately 11,250 sq. ft. of mixed income residential units (on the fourth and fifth floors) and approximately 5,700 sq. ft. of retail space (located on the first floor); and (c) the creation of approximately 55 surface parking spots and approximately 30,000 square feet of green space; all located on the Land (collectively, the “**Facility**”); (iii) the acquisition and installation in and at the Land and Facility of furniture, fixtures and equipment, including but not limited to green roofs, bio retention areas, solar panels (the “**Equipment**” and together with the Land and the Facility, the “**Original Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property tax, State and local sales and use tax and mortgage recording tax (in accordance with Section 874 of the General Municipal Law) (collectively the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the lease of the Land from the Company to the Agency pursuant to a lease agreement; the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on November 21, 2017 pursuant to Section 859-a of the Act, notice of which was published on November 9, 2017, in the Post-Standard, a newspaper of general circulation in the City of Syracuse, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated November 8, 2017; and

WHEREAS, the Agency conducted an additional public hearing with respect to the the Company's request for an increase in Financial Assistance on March 19, 2019 pursuant to Section 859-a of the Act, notice of which was published on March 5, 2019, in the Post-Standard, a newspaper of general circulation in the City of Syracuse, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated March 4, 2019; and

WHEREAS, the Agency, by resolutions adopted by on November 21, 2017 and March 19, 2019 (collectively, the “**SEORA Resolution**”), determined that the acquisition, construction and equipping of the Project will not have a significant effect on the environment; and

WHEREAS, in December 2021, the Company and Agency entered into a lease transaction to effectuate the undertaking of the Original Project and the conference of the

approved Financial Assistance (the "**Original Lease Transaction**"). As part of the Original Lease Transaction, the Company and the Agency executed and delivered numerous documents, including but not limited to, an agency agreement, a company lease, an agency lease, a bill of sale, an environmental compliance and indemnification agreement, a project agreement and a payment in lieu of taxes agreement (collectively, the "**Lease Documents**"); and

WHEREAS, by correspondence dated April 6, 2022, the Company advised that it was ready to proceed with the financing on the Project. To satisfy the construction and permanent lenders, the Company is being required to condominiumize the Project into two separate condominium units (unit 1 will consist of the approximately 23,400 sq. ft. of commercial and light manufacturing space ("**Unit 1**") and unit two will consist of approximately 11,250 sq. ft. of commercial office space and approximately 11,250 sq. ft. of mixed income residential units and approximately 5,700 sq. ft. of retail space (located on the first floor) ("**Unit 2**"). Unit 1 and Unit 2 will be formed during construction to allow for separate sources for permanent financing (the "**Condominium Structure**"); and

WHEREAS, to further satisfy the permanent lenders, following construction and upon completion of the Project, at the time of permanent financing, the Company will deed Unit 1 to a newly created single purpose entity; namely, Salina 1st II, LLC (the "**Newco**"), and the Company shall retain ownership of Unit 2 (collectively, the "**Ownership Structure**" and together with the Condominium Structure, the "**Condominium Ownership Structure**"). Newco will be wholly-owned by the Company. The underlying land will be cooperatively owned by the both the Company and Newco; and

WHEREAS, there will be no change in the nature or scope of the Project as a result of the Condominium Ownership Structure; and

WHEREAS, in order to accommodate the Condominium Ownership Structure, the Company has requested that, at the time of permanent financing, the Lease Documents be amended and bifurcated into two sets of agreements, one for each Unit with the Company *and* the Newco, respectively, including an amendment to the payment in lieu of taxes agreement (the "**Original PILOT Agreement**") and the bifurcation of the payment in lieu of taxes schedule attached to the to the Original PILOT Agreement to allow for separate payment in lieu of taxes agreements and schedules for each Unit 1 and Unit 2. Counsel for the Agency has discussed this structure with the Commissioner of Assessment for the City of Syracuse who has agreed to craft the amended payment in lieu of taxes schedules such that Unit 1 and Unit 2, in the aggregate, shall pay the equivalent of the payments under the Original PILOT Agreement. The amendments to the Lease Documents, including the amendment to the Original PILOT Agreement, are hereafter collectively referred to as the "**Amendments**"; and

WHEREAS, the Amendments shall not take place before the Condominium Ownership Structure is finalized and contemporaneously with the Company and Newco's acquisition and closing on permanent financing.

NOW, THEREFORE, be it resolved by the members of the City of Syracuse Industrial Development Agency as follows:

(1) The Agency hereby incorporates the foregoing recitals by reference as if fully set forth herein, and based upon the representations made by the Company to the Agency, makes the following findings and determinations:

(a) The Amendments do not amount to a significant change in the Project from what was originally approved by the Agency, and therefore further review under SEQRA and amendment of the Agency's prior SEQRA negative declaration shall not be required.

(b) The Agency authorizes the Condominium Ownership Structure and the Amendments subject to the terms hereof, including but not limited to the receipt of revised schedules under the Original PILOT Schedule from the Commissioner of Assessment in accordance herewith.

(2) Provided there is no event of default under the Lease Documents, the Agency is authorized to execute all documents necessary to effectuate the Amendments in accordance with the terms hereof and the Executive Director, the Chair and Vice Chair of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the documents upon the advice of counsel to the Agency. The execution thereof by the Executive Director, the Chair or Vice Chair constitutes conclusive evidence of such approval.

(3) As a further condition of the Amendments, the Company will submit to the Agency: (i) any administrative fee associated with this request; (ii) any legal fees incurred by the Agency in connection with this request and the Amendments; and (iii) any other information requested by the Agency in order to comply with any State reporting requirements.

(4) 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.

(5) 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.

(6) A copy of this Resolution, together with any 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:

	<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)

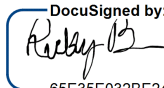
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “Agency”) held on April 19, 2022, with the original thereof on file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

DocuSigned by:


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Rickey T. Brown, Secretary

(S E A L)