

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on September 19, 2023, at 8:00 o'clock a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chair and upon roll being called, the following members of the Agency were:

PRESENT: Kathleen Murphy, Rickey T. Brown, Steven Thompson, Kenneth Kinsey, Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Eric Ennis, Kyle DeMarco, Susan Katzoff, Esq., Lori McRobbie; Others Present: Wendy Lougnot, Esq., Barry Lentz, Tylah Worrell, Peter King, Robert Sorasone

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

RESOLUTION AUTHORIZING THE AGENCY'S PARTICIPATION IN AN INTERMUNICIPAL AGREEMENT 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**" or "**SIDA**") 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 is the owner of a parking garage located at 218 West Jefferson St., Syracuse, New York (Tax Map # 101.-14-01.1/11) commonly known as the Center Armory Garage (the "**Property**"); and

WHEREAS, since in or about 1992, the City of Syracuse, New York (the "**City**") and the Agency have been operating under an agreement which provides for the City to operate, maintain, manage and utilize the Property as a public parking facility within the City; and

WHEREAS, the City has advised the Agency that over the course of many years the Property has fallen into disrepair and is in need of structural improvements and repairs to sustain the Property and ensure its viability for the benefit of the downtown community. The City retained C&S Companies ("**C&S**") to develop a scope of work necessary to address structural disrepairs present at the Property (the "**Scope of Services**") and cost estimate to complete the Scope of Services, which is currently projected to be approximately \$780,000 ("**Repair Costs**" and together with the undertaking and completion of the Scope of Services, the "**Project**"); and

WHEREAS, the City's undertaking and completion of the Scope of Services is required to ensure the ongoing viability of the Property and furthers economic development in the City. To that end, the Agency is desirous of partnering with the City to ensure the timely completion of the Scope of Services and, in furtherance thereof, to splitting the Repair Cost, on a 50-50 basis, up to but not exceeding an Agency contribution of \$500,000 (the "**Agency's Contribution**"). The City will manage the Project and coordinate with C&S and/or another contractor to undertake and complete the Scope of Services such that the repairs can get underway this year. Based upon the final Scope of Services, upon completion, the Property will be structurally and operationally sufficient to continue serving as a parking facility for the long term to benefit the residents and businesses within the City; and

WHEREAS, to memorialize the foregoing, the Agency is desirous of entering into an intermunicipal agreement with the City (the "**Intermunicipal Agreement**") which will outline the rights and obligations of the parties including but not limited to the timing and method for disbursement of the Agency's Contribution; and

WHEREAS, in addition to the foregoing, the Agency is desirous, subject to the approval of the Common Council for the City, to enter into a new lease/operating agreement with the City for the Property which will provide for a three (3) year term at a rental rate of \$1.00/year that will provide for the City's assumption of all responsibility for the operation, maintenance, management and utilization of the Property as a public parking facility within the City, with other terms and conditions as approved by the Chair, Vice Chair and/or the executive director (the "**Lease Agreement**"). Any such Lease Agreement shall provide for termination upon sale of the Property by the Agency; 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 action being taken by the Agency hereunder constitutes 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 entering into the Intermunicipal Agreement and the Lease Agreement are in furtherance of its corporate purposes; and
- (c) The Agency has the statutory authority to enter into the Intermunicipal Agreement for the Scope of Services, the Lease Agreement and to provide the Agency's Contribution; and
- (d) The Agency authorizes the expenditure of Agency's Contribution as set forth herein upon execution and delivery of the Intermunicipal Agreement by the Company; and
- (e) The Agency has the statutory authority to enter into the Intermunicipal Agreement and the Lease Agreement; and
- (f) The execution and delivery of the Intermunicipal Agreement and the Lease Agreement is in furtherance of the Agency's corporate purposes and promotes economic development and prosperity of the inhabitants of the City and helps attract, encourage and develop recreation, economically sound commerce and industry as well as the general prosperity and economic welfare of the people of the City in furtherance of the purposes of the Act.

Section 2. The Agency hereby authorizes the Chair, Vice Chair and/or Executive Director of the Agency, on behalf of the Agency, to negotiate, execute and deliver the Intermunicipal Agreement and the Lease Agreement each in accordance with the terms hereof and upon advice of counsel, to provide, with respect to the Intermunicipal Agreement, for the Scope of Services, as presented at this meeting and the expenditure of the Agency's Contribution, to ensure the performance and completion of the Scope of Services, all in accordance with similar intermunicipal and lease agreements entered into by and between the City and the Agency in the past, consistent with this Resolution; and to do such further things or perform such further acts as may be necessary or convenient to implement the provisions of this Resolution. The execution thereof by the Chair, Vice Chair or Executive Director shall constitute conclusive evidence of such approval.

Section 3. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to advance the Agency's Contribution or participate in the Intermunicipal Agreement or the Agency Lease, this Resolution shall automatically become null, void and of no further force and effect with respect thereto, and the Agency shall have no liability to the City hereunder or otherwise.

Section 4. 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 5. 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 6. 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:

	<u>AYE</u>	<u>NAY</u>
Kathleen Murphy	X	
Rickey T. Brown	X	
Steven Thompson	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 September 19, 2023, 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), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (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 10/16/2023.

City of Syracuse Industrial Development Agency

DocuSigned by:


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Rickey T. Brown, Secretary

(S E A L)