

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on December 20, 2016 at 8:30 a.m. in the Common Council Chambers, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chairman and, upon the roll being duly called, the following members were:

PRESENT: William Ryan, Donald Schoenwald, Esq., Steven Thompson, Kenneth Kinsey

EXCUSED: Catherine Richardson, Esq.

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Judith DeLaney, Meghan Ryan, Esq., Susan Katzoff, Esq., John Vavonese, Meghan Ryan, Esq.; Others: Barry Lentz, Paul Curtin, Carol Zenzel, Esq., Timothy Lynn, Esq., Donna Harris, Leann West, Aggie Lane, Michael Wicker, James Trasher, Mark Riley, Rich Punchanski, David Delvecchio, Ed Riley, Richard Engel, Esq., Alex Marion; Media Present: Rick Moriarty

The following Resolution was offered by Donald Schoenwald and seconded by Kenneth Kinsey:

RESOLUTION APPROVING AN EXTENSION OF THE COMPANY'S AGENCY APPOINTMENT; AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

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 (the "**Enabling Act**"), together with Section 926 of the General Municipal Law, as amended (said Section and the Enabling Act, collectively referred to as, 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, 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 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 360 Warren Associates, LLC (the “*Company*”), by resolution adopted August 16, 2011 (the “*Inducement Resolution*”), the Agency approved a (the “*Project*”) consisting of: (A)(i) the acquisition of an interest in approximate 130,000 square feet of improved real property located at 125 East Jefferson Street, also known as 352-68 South Warren Street and Jefferson Street in the City of Syracuse, New York (the “*Land*”); (ii) the renovation of approximately 98,000 square feet of the existing building for use as Class A commercial office space (the “*Facility*”); (iii) the acquisition and installation in or on the Facility of furniture, fixtures and equipment, including but not limited to a new roof and HVAC system (the “*Equipment*”, and together with the Land and the Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property tax, mortgage recording tax and sales and use taxation (collectively, the “*Original Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, renovation, improvement and equipping of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, among other things, pursuant to the Inducement Resolution, the Agency appointed the Company as an agent of the Agency for purposes of completing the Project and benefitting from the sales tax exemption (the “*Appointment*”). The Appointment was set to expire on April 30, 2014; and

WHEREAS, on or about May 12, 2014, the Company requested a retroactive extension of their Appointment through and including April 30, 2015. On May 20, 2014 the Agency approved this request and executed documents necessary to extend the Appointment through April 30, 2015; and

WHEREAS, in May, 2015, the Company requested, and following a public hearing the Agency approved: (i) a further extension of their Appointment through and including December 31, 2016, for purposes of completing the Project; and (ii) an increase in the amount of the approved exemption to an aggregate amount not to exceed \$418,000.00 (the “*Total Financial Assistance*”) to cover increases in costs associated with completing the balance of the Project which the Company anticipated would be complete by January 1, 2017; and

WHEREAS, on November 18, 2016, the Company requested a further extension of their Appointment through and including December 31, 2017 (the “*Extension*”). The renovation of leased space is ongoing for new tenants and the Company has represented that this work should be finalized within 2017; and

WHEREAS, the Company has provided confirmation that they have not met or exceeded their approved Total Financial Assistance; and

WHEREAS, the Extension of the appointment of the Company as the agent of the Agency for the purpose of completing the Project and benefiting from State and local sales and use tax exemptions is in furtherance of the Financial Assistance that was previously approved for the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act ("**SEQRA**"), and the present sales tax appointment extension request is insubstantial and does not require reconsideration or further review by the Agency under SEQRA.

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

(1) Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Extension of the sales tax appointment agent status of the Company through and including December 31, 2017 does 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) Subject to the terms hereof, the Agency approves the Extension of the sales tax appointment agent status of the Company through and including December 31, 2017.

(2) The Agency is authorized to execute all documents necessary to effectuate the Extension of the sales tax appointment agent status of the Company and/or Additional Agents (as previously approved) including but not limited to issuance of a Sales Tax Appointment Extension Letter and completion of the appropriate "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (Form ST-60) for each of the appointed entities; and the Chairman and Vice Chairman 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 Chairman or Vice Chairman constitutes conclusive evidence of such approval.

(3) As a condition of the Extension and the Total Financial Assistance, the Company will submit to the Agency the updated contract status report, or other applicable information, requested by the Agency with respect to the Extension of the sales tax appointment; and shall further submit the appropriate applicable administrative and legal fees incurred by the Agency in exchange for the Agency's grant of the Extension.

(4) As a further condition of the Extension, the Company shall confirm that there are no events of default that exist under any prior agreements with the Agency and that each such agreement relative to the Project remains in full force and effect.

(5) 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.

(6) 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.

(7) A copy of this Resolution, together with any attachments hereto, if any, 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>
William Ryan	X	
Donald Schoenwald, Esq.	X	
Steven Thompson	X	
Kenneth Kinsey	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 December 20, 2016, with the original thereof on file in my office, and that the same (including all exhibits, if any) 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.

24 **IN WITNESS WHEREOF**, I have set my hand and affixed the seal of the Agency this day of January, 2017.

CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

By: 
Steven P. Thompson, Secretary

(S E A L)