

AMENDED PILOT RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on August 20, 2019 at 8:00 o'clock a.m., local time, in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

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

PRESENT: Michael Frame, Kathleen Murphy, Steven Thompson, Rickey T. Brown, Kenneth Kinsey

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Judith DeLaney, Susan Katzoff, Esq., John Vavonese, Debra Ramsey-Burns; Others Present: James Trasher, Rich Pascarella, Aggie Lane, Mitch Lattimer, Eric Ennis, Joseph Marua, Peter King, Mark Olsen, Paul Reichel, Esq., Tom Laws, Linda Malik, Gail Montplaisir, NK Smith, Jen Tiffit, Scott Gerharz

The following resolution was offered by Kathleen Murphy and seconded by Steven Thompson:

RESOLUTION APPROVING AN AMENDED PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A PILOT AGREEMENT

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, 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 by application dated October 23, 2018 (the "**Original Application**"), Alan Byer Auto Sales, Inc. and Alan I Byer Family Trust (collectively, the "**Original Company**"), requested the Agency undertake a certain project (the "**Original Project**") consisting of: (A)(i) the acquisition of an interest in approximately 1.89

acres of improved real property located at 1232-36 West Genesee Street (also known as 1230 West Genesee Street), in the City of Syracuse, New York (the “**Original Land**”); (ii) the renovation of an existing approximately 25,820 square foot building for use as an auto dealership, including but not limited to, renovation of interior showroom, sales offices and reception areas, external replacement of entry, new exterior wall finishes, updated signage and roof replacement, all located on the Land (the “**Original Facility**”); (iii) the acquisition and installation in and at the Original Land and Original Facility of furniture, fixtures and equipment (the “**Original Equipment**” and together with the Original Land and the Original 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 “**Original Financial Assistance**”); (C) the appointment of the Original Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation, equipping and completion of the Original Project Facility; and (D) the lease of the Original Land and Original Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Original Equipment pursuant to a bill of sale from the Original Company to the Agency; and the sublease of the Original Project Facility back to the Original Company pursuant to a sublease agreement; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the Original Financial Assistance on December 18, 2018 pursuant to Section 859-a of the Act (the “**First Public Hearing**”), notice of which was published; 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 examined the EAF prepared by the Company in order to classify the Project and has determined that the Project constitutes a “Type II” action as that term is defined under SEQRA; and

WHEREAS, by resolution adopted December 18, 2018 (the “**Original Inducement Resolution**”), the Agency authorized the undertaking, acquisition, reconstruction, renovation, equipping and completion of the Original Project and the execution and delivery of an agency agreement by and between the Original Company and the Agency (the “**Original Agency Agreement**”); and

WHEREAS, by Supplemental Application dated March, 2019 (the “**Supplemental Application**” and together with the Original Application, the “**Application**”), Alan Byer Auto Sales, Inc., Alan I Byer Family Trust, Stephen Gary Byer and West Genesee Realty Associates, LLC (collectively, the “**Company**”), advised the Agency of certain modifications to the Original Project as well as the Original Company, and requested the Agency undertake, at the request of the Company, a project (the “**Project**”) as amended and consisting of: (A)(i) the acquisition of an interest in: (1) approximately 1.89 acres of improved real property bearing tax map number 108.1-02-19 and commonly referred to as 1232-36 West Genesee Street (also known as 1230 West Genesee Street) (“**Parcel I**”); (2) approximately 3 acres of improved real property bearing tax map number 108.1-02-35.1 and commonly referred to as 1232 West Genesee Street (rear)

("Parcel 2"); and (3) approximately 2 acres of improved real property bearing tax map number 108.1-02-20 and commonly referred to as 1288 West Genesee Street ("Parcel 3"), each in the City of Syracuse, New York (collectively, the "**Land**"); (ii) certain improvements, including but not limited to, an existing approximately 25,820 square foot building located on Parcel 1; an existing approximately 17,000-square foot building located on Parcel 2; and an approximately 34,802 square foot building located on Parcel 3, all of which are served by common driveways, parking, and pedestrian walkways, and all of which comprise the Alan Byer Volvo facility (collectively, the "**Improvements**"); (iii) the renovation to the Improvements and the Land include, but are not limited to, the interior showroom, sales offices and reception areas, external replacement of entry, new exterior wall finishes, updated signage, the existing basement, replacement of an area of deteriorating floor slab, refreshed directional pavement graphics and roof replacement (collectively with the Land and Improvements, the "**Facility**"); (iv) the acquisition and installation in and at the Land and Facility of furniture, fixtures and equipment (the "**Equipment**" and together with the Land, Improvements and the Facility, the "**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, reconstruction, renovation, equipping and completion 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 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 second public hearing with respect to the project and the proposed Financial Assistance on April 16, 2019 pursuant to Section 859-a of the Act (the "**Second Public Hearing**"), notice of which was published; and

WHEREAS, by resolution adopted July 16, 2019 (the "**Amended Inducement Resolution**"), the Agency authorized the undertaking, acquisition, reconstruction, renovation, equipping and completion of the Project and the execution and delivery of an agency agreement by and between the Company and the Agency (the "**Agency Agreement**"); and

WHEREAS, as part of the amended Project, the Company requested the Agency consider an amended payment in lieu of tax schedule (the "**PILOT**"), as more fully described on **Exhibit "A"** attached hereto, which schedule conforms with the Agency's Uniform Tax Exemption Policy ("**UTEF**") established pursuant to General Municipal Law Section 874(4) and accounts for the additional parcels included in the Supplemental Application; and

WHEREAS, on August 20, 2019, the Agency reopened the public hearing with respect to the Project and in particular the cost benefit analysis as it relates to the proposed PILOT, which had not been completed at the time of the Second Public Hearing, pursuant to Section 859-a of the Act (the "**Third Public Hearing**"), notice of which was published on August 6, 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 August 5, 2019; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the proposed PILOT, as part of the Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Syracuse; and (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; (iii) undertaking the Project will advance job opportunities in the State and promote the general prosperity and economic welfare of the inhabitants of the City of Syracuse in furtherance of the purposes of the Act.

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, and the reasons presented by the Company in support of its request for the PILOT schedule, the Agency hereby approves and the (Vice) Chairman and Executive Director, acting individually, are each authorized to execute and deliver a PILOT agreement (the "**PILOT Agreement**") providing for the payment schedule attached as **Exhibit "A"** hereto, all in such form and substance as shall be substantially the same as approved by the Agency for other similar transactions, and in consultation with the assessor for the City of Syracuse, New York, and consistent with this Resolution and as approved by the Chairman or Vice Chairman of the Agency upon the advice of counsel to the Agency. As a condition to the execution and delivery of the PILOT Agreement, the Company shall execute and deliver all of the Lease Documents (as defined in the Amended Inducement Resolution) and the final appointment of the Company as Agency's agent shall be in place.

(2) The (Vice) Chairman and/or Executive Director, 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 and all 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 to herein as the (Vice) Chairman shall approve, 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.

(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.

(4) The Secretary and/or the Executive Director of the Agency are hereby authorized to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

(5) This Resolution shall take effect immediately, but is subject to execution by the Company of a PILOT Agreement, the Lease Documents and the Agreement (as defined in the Amended Inducement Resolution) and all other resolutions and other related documents adopted and/or approved by the Agency and/or as set forth herein.

(6) 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:

	<u>AYE</u>	<u>NAY</u>
Michael Frame	X	
Kathleen Murphy	X	
Steven Thompson	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	

The foregoing Resolution was thereupon declared duly adopted.

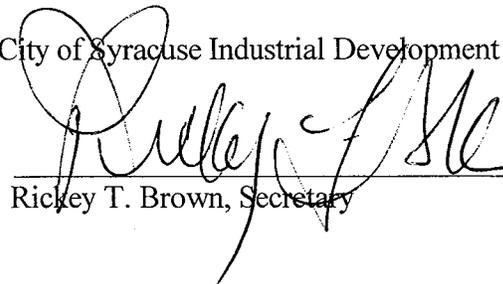
STATE OF NEW YORK)
) SS.:
COUNTY OF ONONDAGA)

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 August 20, 2019, with the original thereof on file in my office, and that the same (including any and 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 this 10 day of September, 2019.

City of Syracuse Industrial Development Agency


Rickey T. Brown, Secretary

(S E A L)

EXHIBIT "A"

PROPOSED PILOT SCHEDULE

<i>Year</i>	<i>Amount</i>
1	\$89,798.97
2	\$91,594.95
3	\$93,426.85
4	\$95,295.39
5	\$97,201.30
6	\$99,145.32
7	\$101,128.23
8	\$114,927.21
9	\$129,237.71
10	\$144,074.65
Total	\$1,055,830.59