

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on December 18, 2018, at 8:30 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 Chairman and upon roll being called, the following members of the Agency were:

PRESENT: Michael Frame, Kenneth Kinsey, Ricky T. Brown, Kathleen Murphy

EXCUSED: Steven Thompson

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Susan Katzoff, Esq., Meghan Ryan, Esq., Judith DeLaney, John Vavonese, Debbie Ramsey-Burns; Others Present: Stephanie Pasquale, Timothy Lynn, Esq., Aggie Lane, Rich Puchulski, Sheila Sicilia, Jessica Maxwell, Jonathan Grahman, Ryland Heagerty, Ryan Benz, Philip Maguire, Suzanne Slack, Kenneth Smith, Ariel Halstead, Kevin McAuliffe, Esq., Rebecca Fuentes, M. Kelly; Media: Rick Moriarty

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

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT NOT TO EXCEED \$77,500.00 TO ENGAGE OPENCOUNTER ENTERPRISES, INC. TO ASSIST IN THE DEVELOPMENT OF ONLINE TOOLS TO ENCOURAGE AND ENHANCE ECONOMIC DEVELOPMENT ACTIVITIES

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, 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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, the Agency has identified a need to enhance its ability to provide solutions, tools and economic development resources to streamline the process for businesses and

entrepreneurs applying for one or more permits or licenses within the City to increase economic development for the benefit of the residents of the City of Syracuse, New York (the “*City*”); and

WHEREAS, OpenCounter Enterprises, Inc. (“*OCE*”) is a Delaware corporation which provides software technology to municipalities to streamline the process for opening businesses including identifying and applying for necessary permits and zoning approvals and to identify the costs related thereto; all of which will further the Agency’s priorities of promoting economic development, providing residents opportunities to thrive as business owners, and connect business owners with the resources necessary to start and grow their establishments in the City. *OCE* is the lead provider of this technology to municipalities and related agencies; and

WHEREAS, the Agency has been working with the *OCE* and other related City agencies to identify a comprehensive, open source, online and mobile gateway for businesses and entrepreneurs that connects them to the resources necessary to obtain the required approvals to open or expand a business in the City (the “*OCE Project*”); and

WHEREAS, the Executive Director of the Agency has advised that the Agency’s cost associated with the *OCE Project* for one year will not exceed \$77,500. The Executive Director has also been advised by the City that the following the first year, it is the intent of the City to request budgeting for the costs associated with the ongoing *OCE Project*; and

WHEREAS, the Executive Director of the Agency seeks authority from the Agency to negotiate, execute and deliver a contract with *OCE* to provide for the Scope of Services (as defined herein), and to expend the \$77,500 to pay for the Scope of Services for one year (the “*Funds*”) as set forth under the terms of such contract; and

WHEREAS, a copy of the proposal (the “*Proposal*”), including the services to be provided by *OCE* with respect to the *OCE Project* (the “*Scope of Services*”) are attached to this resolution as **Exhibit “A”**; and

WHEREAS, pursuant to III (E)(2) of the Agency’s procurement policy, the Agency is not required to follow a competitive process for the procurement of services available only from a sole source as that term is defined in the Agency’s procurement policy; and

WHEREAS, *OCE* has offered to provide services to the Agency that have unique benefits for which there is no comparable vendor for like services; 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 *OCE Project* and has determined that the *OCE Project* constitutes a “Type II” action as that term is defined under *SEQRA*, and therefore no further review is required; and

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 OCE Project consists of a “Type II” action under SEQRA and therefore no further review is required; and

(B) The Agency has determined that the services offered by OCE will provide a unique benefit, that they are offered at a reasonable cost, and there is no competition available for the procurement of the services; and

(C) The Agency authorizes the expenditure of the Funds as set forth herein contingent upon OCE executing and delivering a contract pursuant to the Proposal for the Scope of Services;

(D) The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver a contract, in accordance with the Proposal to provide for the Scope of Services, as presented at this meeting and attached hereto as Exhibit “A”, and expend the Funds to engage OCE to undertake the OCE Project and perform and provide the Scope of Services as set forth herein, with changes in terms and form as shall be consistent with this Resolution and as the Chairman or Vice Chairman shall approve; and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. The execution thereof by the Executive Director shall constitute conclusive evidence of such approval.

Section 2. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the OCE Project or the contract for the Scope of Services, this Resolution shall automatically become null, void and of no further force and effect.

Section 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.

Section 4. 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.

Section 5. The Secretary of the Agency is hereby authorized to and may distribute copies of this Resolution 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. This Resolution shall take effect immediately. 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>
Michael Frame	X	
Kenneth Kinsey	X	
Ricky T. Brown	X	
Kathleen Murphy	X	

The foregoing Resolution was thereupon declared duly adopted.

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

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 18, 2018, 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 this 19 day of December, 2018.

City of Syracuse Industrial Development Agency



Rickey T. Brown, Secretary

(SEAL)