

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on June 21, 2016, at 8:30 o'clock a.m. in the City/County Economic Development Office, Suite 130, Washington Station, 333 West 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, M. Catherine Richardson, Esq., Donald Schoenwald, Esq., Steven Thompson, Kenneth Kinsey

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Judith DeLaney, Meghan Ryan, Esq., Susan Katzoff, Esq., John Vavonese, Debra Ramsey-Burns; Others: Bob Doucette, Rich Devito, Aggie Lane, Lionel Logan, Hannah Lewis, Barry Lentz, Joe Porter, Rick Destito, Maarten Jacobs; Media Present: Rick Morarity, Steve from Channel 9.

The following Resolution was offered by Donald Schoenwald and seconded by Steven Thompson:

RESOLUTION APPROVING AN EXTENSION OF THE SALES TAX APPOINTMENT OF RAPID RESPONSE MONITORING SERVICES, INC. AS AGENT OF THE AGENCY UNTIL DECEMBER 31, 2016 AND AUTHORIZING THE EXECUTION OF ANY AND ALL NECESSARY DOCUMENTS

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, by resolution adopted on July 17, 2012 (the “**Inducement Resolution**”), the Agency approved the undertaking of a project (the “**Project**”) at the request of Rapid Response Monitoring Services, Inc. (the “**Company**”) consisting of: (A)(i) the acquisition of an interest in approximately 65,000 square feet of improved real property located at 400 West Division Street, 365 Spencer Street (rear), 301 Spencer Street and Solar Street in the City of Syracuse, New York (the “**Land**”); (ii) the renovation of an approximately 37,500 square foot building and the construction of an approximately 20,000 square foot building to be used as the Company’s main call center and related activities; and related parking all located on the Land (collectively, the “**Facility**”); (iii) the acquisition and installation thereon of furniture, fixtures and equipment (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 “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, renovation and equipping of the Project Facility; and (D) the lease of the Project Facility by the Agency pursuant to a lease agreement 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 and use tax exemption; and

WHEREAS, by resolutions adopted on, April 23, 2014 and October 21, 2014 (collectively the “**Resolutions**”), the Agency amended the Inducement Resolution and authorized an amount not to exceed \$950,000 in State and local sales and use tax exemption benefits comprising the Financial Assistance approved for the Project; and

WHEREAS, on October 1, 2014 the Agency and the Company closed on the lease transaction in connection with the Project (the “**Closing**”) and the Agency issued a Sales Tax Appointment Letter (“**Letter**”) to the Company and filed a Form ST-60 – IDA Appointment of Project Operator or Agency for Sales Tax Purposes with the New York State Department of Taxation and Finance. The Letter and the Company’s appointment are set to expire on December 31, 2015; and

WHEREAS, in December 2015 the Company advised that approximately sixty (60) percent of the Project Facility was complete and they anticipated the balance to be completed by June 30, 2016. They advised that the delay in completion was caused by the complexity of the build-out as well as the coordination of eliminating any interruption to their 24 hour workforce. At that time, the Company requested, and on December 15, 2015 the Agency authorized, an extension of the Company’s sales tax appointment agent status to July 1, 2016 to provide them an opportunity to complete the Project Facility (the “**First Extension**”); and

WHEREAS, the Company has advised that the Project is not yet complete and is seeking a further extension of the Company’s sales tax appointment agent status to and through December 31, 2016 in order to complete the Project (the “**Second Extension**”); and

WHEREAS, the Second Extension of the appointment of the Company as the agent of the Agency for the purpose of completing the Project and benefitting 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 requested Second Extension is insubstantial and does not require reconsideration or further review by the Agency under SEQRA; and

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) Neither the Second Extension nor the Amendment 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, subject to the terms and conditions of the Second Extension through and including December 31, 2016.

(c) The Second Extension is conditioned upon counsel for the Agency determining whether any amendments to existing documents are required to satisfy recent legislative changes, and if so, the execution and delivery of all such amendments or additional documents by the Company and the Agency, as applicable.

(2) As a condition to the granting of the Second Extension, the Company shall confirm and acknowledge that all documents executed by and between the Company and the Agency in connection with the Closing (the “**Transactional Documents**”) are in full force and effect and there is no Event of Default existing under any of the Transactional Agreements, or any other event which would, but for the passage of time or the giving of notice, or both, be such an Event of Default.

(3) As a condition precedent to the granting of the Second Extension, the Company shall provide evidence that the total amount of State and local sales and use tax exemption benefits received to date as part of the Financial Assistance previously approved for the Project does not exceed \$950,000.

(4) The Agency is authorized to execute and deliver all documents necessary to effectuate the Second Extension 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 entities and any additional documents as counsel for the Agency may determine are necessary to comply with the Act; and the Chairman and Vice Chairman of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver all such documents upon the advice of counsel to the Agency. The execution and delivery thereof by the Chairman or Vice Chairman constitutes conclusive evidence of such approval.

(5) As a further condition of the Second Extension, 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 (iii) the updated contract status report, or other applicable information, requested by the Agency with respect to the extension of the sales tax appointment.

(6) The Company shall provide or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the Agency and the State Commissioner of Taxation and Finance (the "**Commissioner**") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request.

(7) 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.

(8) 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.

(9) 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>
William Ryan	X	
M. Catherine Richardson, Esq.	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 June 21, 2016, 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 16 day of August, 2016.

**CITY OF SYRACUSE INDUSTRIAL
DEVELOPMENT AGENCY**

By: 
Steven P. Thompson, Secretary

(S E A L)