
City of Syracuse
Industrial Development Agency
201 East Washington Street, 6th Floor
Syracuse, NY 13202
Tel (315) 473-3275

To: Board of Directors
City of Syracuse Industrial Development Agency

From: Judith DeLaney

Date: February 15, 2019

Re: Board of Directors Meeting Agenda – February 19, 2019

The City of Syracuse Industrial Development Agency will hold a Board of Directors Meeting on **Tuesday, February 19, 2019 at 8:00 a.m.** in the Common Council Chambers, 304 City Hall, 233 East Washington St., Syracuse, N.Y. 13202.

I. Call Meeting to Order –

II. Roll Call –

III. Proof of Notice –2

IV. Minutes – 3

Approval of minutes from the January 15 , 2019 Board of Directors meeting.

V. New Business –

Joint School Construction Board – Sue Katzoff – 4

Approval of resolutions authorizing the Agency to undertake the Project.

Attachments:

1. *Correspondence.*
2. *SEQRA Resolution.*
3. *Inducement Resolution.*
4. *Bond Resolution.*

Salina First LLC – Nora Spillane – 5

Approval to authorize a Public Hearing on the Project.

Attachment:

1. *Supplemental Application.*

Dupli Associates , LLC – Sue Katzoff – 6

Approval of a resolution authorizing an extension of the sales tax appointment through 2/1/20.

Attachments:

1. *Correspondence.*
2. *Resolution.*

Washington Walton Company LLC – Sue Katzoff – 7

Approval of a resolution authorizing participation in mortgage refinancing for the Project.

Attachments:

1. *Corrspondence.*
2. *Resolution.*

100 Madison Street Development (AXA Garage) – 8

Approval of a resolution authorizing the Agency to use funds in an amount not to exceed \$1,500,000.00 to pay for a portion of the costs associated with the repair of the garage.

Attachment:

1. *Resolution.*

VI. Adjournment –

City of Syracuse
Industrial Development Agency
201 East Washington Street
Syracuse, NY 13202
Tel (315) 473-3275

PLEASE POST

PLEASE POST

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THE SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

HAS SCHEDULED

A

BOARD OF DIRECTORS MEETING

TUESDAY FEBRUARY 19, 2019

AT

8:00 A.M.

IN THE

COMMON COUNCIL CHAMBERS
ROOM 304
233 East Washington St
Syracuse, NY 13202

City of Syracuse
Industrial Development Agency
201 East Washington Street, 6th Floor
Syracuse, NY 13202
Tel (315) 473-3275

Minutes
Board of Directors Meeting
Tuesday January 15, 2019

Board Members Present: Kenneth Kinsey, Kathleen Murphy, Michael Frame, Rickey T. Brown, Steven Thompson.

Staff Present: Honora Spillane, Meghan Ryan, Esq., Judith DeLaney, John Vavonese, Sue Katzoff, Esq., Debra Ramsey-Burns.

Others Present: Aggie Lane , Rich Puchalski, Ted Trespaz, Robert Doucette, Richard DeVito, Donna Harris, Tim Lynn.

Media Present: Channel 9, Rick Moriarty

I. Public Hearing

Commonspace Warren LLC

Mr. Frame opened the Public Hearing at 8:00 a.m. and asked Ms. Spillane to read verbatim the Notice of Public Hearing on the Project. A copy of the notice is attached and included in the minutes.

After Ms. Spillane read the notice, Mr. Frame asked if anyone in attendance wished to speak in favor of the Project. Troy Evans an owner of the Company spoke in favor. Mr. Evans briefly spoke noting the Project hoped to bring back to life two mostly vacant historic buildings on Warren Street (349 and 351 South Warren St.) along with the partial renovation of 357 South Warren (Co-Works) to include both residential units (44) and new office space.

After the conclusion of Mr. Evans remarks, Mr. Frame asked an additional two times if anyone else in attendance wished to speak in favor. No one else spoke.

Mr. Frame then asked if anyone wish to speak against the Project.

Aggie Lane representing the Urban Job Task Force spoke in opposition. She said she had started to track the number of tax breaks she believes the Agency gives away while at the same time the Mayor is forced to dip into the City's "rainy day fund". She said while this Project was good for downtown and getting over \$200,000.00 in tax breaks the neighborhoods around downtown are hurting. She said that construction wages for projects of this type need to go to City residents and remain in the City.

Mr. Frame asked again if anyone wish to speak against the project.

Rich Puchalski of Syracuse United Neighbors also spoke in opposition. He first commented about the timing of the Public Hearing indicating he was unhappy with the early start and called on the Board members to change the time to a later start date. He then said he believed the Land Bank has almost 900 vacant properties in the South and Near West side neighborhoods and urges that tax breaks afforded to developers also go to support home owners in these neighborhoods.

Peter Sordes a volunteer with the Peace Council also spoke in opposition, but directed his comments to the Deys Plaza LLC project. He said he was opposed to the Project because of the presence of an Immigration and Customs Enforcement office as a tenant in the Deys building. He said he did not believe the Agency should be supporting a Project owner with tax breaks who rents to the ICE.

Mr. Frame then asked if anyone else in attendance wished to speak against the project. No one else spoke.

Mr. Frame closed the Public Hearing at 8:15am.

Joint School Construction Board

Mr. Frame opened the Public Hearing at 8:15 a.m. and asked Ms. Spillane to read verbatim the Notice of Public Hearing on the Project. A copy of the notice is attached and included in the minutes.

Mr. Frame asked if anyone in attendance wished to speak in favor of the project.

Donna Harris representing the City of Syracuse School District spoke in favor of the Project and noting that both Corcoran and Nottingham High schools were in desperate need of renovation and that she anticipated construction would start in April at Corcoran and in May at Nottingham.

Aggie Lane of the Urban Job Task Force also spoke in favor of the Project noting there was a 20% residency requirement for construction workers on it.

Rich Puchalski of Syracuse Neighborhood Neighbors also spoke in favor of the project saying it was long overdue and should have been done 20 years ago.

Mr. Frame asked an additional two times if anyone else in attendance wished to speak in favor of the Project. No one else spoke.

He then asked if anyone in attendance wished to speak in opposition to the Project. No one spoke. He asked an additional two times if anyone else in attendance wished to speak in opposition to the Project. No one else spoke.

Mr. Frame closed the Public Hearing at 8:20am.

II. Call Meeting to Order

Mr. Frame called the meeting to order at 8:20a.m.

III. Roll Call

Mr. Frame acknowledged all Board members were present.

IV. Proof of Notice

Mr. Frame acknowledged that proof of notice was done in timely manner.

V. Minutes

Mr. Frame asked for a motion to approve the minutes from the December 18, 2018 Board of Directors meeting. Mr. Kinsey made the motion. Mr. Brown seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED THE MINUTES FROM THE DECEMBER 18, 2018 BOARD OF DIRECTORS MEETING.**

VI. Committee Report

Ms. Murphy reported that the Finance Committee met two times on January 14th and 15th to discuss two projects, the JSCB 2019A Bond Sale and the Deys Plaza LLC Project. She advised that after review the Committee voted to recommend to the Board of Directors approval of both projects.

VII. New Business

Commonspace Warren LLC.

Ms. Katzoff noting a Public Hearing had just concluded on the Project requested the Board members consider resolutions approving it.

She said the first resolution for consideration was a SEQRA resolution classifying the Project as an unlisted action, naming the Agency as Lead Agency, and determining the action will have no significant environmental impact.

There being no discussion Mr. Frame asked for a motion to approve the resolution.

Ms. Murphy made the motion. Mr. Kinsey seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A MOTION AUTHORIZING A RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT, DECLARING THE AGENCY LEAD AGENCY FOR PURPOSES OF AN UNCOORDINATED REVIEW THEREUNDER AND DETERMINING THAT THE ACTION WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.**

Ms. Katzoff then asked the Board to consider an Inducement resolution noting the Project would receive benefits in the form of a mortgage and sales tax exemptions, the total not to exceed \$256,647.00. She also noted a PILOT agreement was not requested.

There being no discussion, Mr. Frame asked for a motion to approve the resolution. M. Murphy made a motion. Mr. Thompson seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A MOTION AUTHORIZING THE UNDERTAKING, ACQUISITION, RECONSTRUCTION, RENOVATION, EQUIPPING AND COMPLETION OF A PROJECT; APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF**

THE ACQUISITION, RECONSTRUCTION, RENOVATION, EQUIPPING AND COMPLETION OF THE PROJECT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY.

Ms. Katzoff then asked the members to consider a Final Resolution for the Project.

There being no discussion, Mr. Frame asked for a motion to approve the resolution.

Ms. Murphy made the motion. Mr. Thompson seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A COMMERCIAL PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY.**

DEYS PLAZA LLC

Ms. Katzoff noted a Public hearing had been held on this Project in December and it was then reviewed by members of the Finance Committee who in turn recommended the Board approve the Project asked the members to consider resolutions authorizing it.

She said the first resolution for approval was a SEQRA resolution noting it was an unlisted action with no negative effect on the environment.

There being no discussion Mr. Frame asked for motion to approve the resolution. Ms. Murphy made the motion. Mr. Thompson seconded the motion.

Mr. Brown abstained from voting. **ALL BOARD MEMBERS PRESENT WITH THE EXCEPTION OF MR. BROWN WHO ABSTAINED APPROVED THE RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT, DECLARING THE AGENCY LEAD AGENCY FOR PURPOSES OF AN UNCOORDINATED REVIEW THEREUNDER AND DETERMINING THAT THE ACTION WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT. THE RESOLUTION CARRIED.**

Ms. Katzoff then asked the members to consider an Inducement resolution for the Project noting the Project was requesting benefits in the form of a mortgage and sales tax exemptions not to exceed \$266,250.00. She said there is no PILOT request.

There being no discussion Mr. Frame asked for a motion to approve the resolution. Ms. Murphy made the motion. Mr. Thompson seconded the motion. **ALL BOARD MEMBERS PRESENT WITH THE EXCEPTION OF MR. BROWN WHO ABSTAINED APPROVED THE INDUCEMENT RESOLUTION AUTHORIZING THE UNDERTAKING, ACQUISITION, RECONSTRUCTION, RENOVATION, CONVERSION, EQUIPPING AND COMPLETION OF A PROJECT; APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, RECONSTRUCTION, RENOVATION, CONVERSION, EQUIPPING AND COMPLETION OF THE PROJECT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY. THE RESOLUTION CARRIED.**

Ms. Katzoff asked the members to consider a Final Resolution for the Project.

There being no discussion Mr. Frame asked for a motion to approve the resolution.

Ms. Murphy made the motion. Mr. Thompson seconded the motion.

ALL OTHER BOARD MEMBERS PRESENT WITH THE EXCEPTION OF MR. BROWN AND MR. KINSEY WHO WERE OPPOSED APPROVED A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A COMMERCIAL PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY . THE RESOLUTION CARRIED.

Addis Building, LLC

Ms. Katzoff advised the Board members the Agency was in receipt of correspondence from the Company (in the agenda packet) requesting an extension of the Agency and Company leases and sales tax appointment for the Project through December 31, 2019 due to Project delays.

There being no discussion Mr. Frame asked for a motion to approve the extension. Ms. Murphy made the motion. Mr. Thompson seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION AUTHORIZING AN EXTENSION OF THE TERM OF THE LEASES BETWEEN THE AGENCY AND THE COMPANY AND THE SALES TAX APPOINTMENT OF ADDIS BUILDING LLC AS AGENT OF THE AGENCY UNTIL DECEMBER 31, 2019; AND AUTHORIZING THE EXECUTION OF ANY AND ALL NECESSARY DOCUMENTS.**

Agency Fee Schedule

Ms. Spillane distributed a revised Agency fee schedule for the Board members to review. She said it had come to the attention of staff there was an anomaly in the schedule relative to the fees charged for mortgage refinancing which could in certain cases result in a Project being overcharged for services. She said the new fee schedule addressed that issue and requested approval by the Board to adopt the revised schedule.

After a brief discussion, Mr. Frame asked for a motion to approve the revised fee schedule as presented. Ms. Murphy made the motion. Mr. Kinsey seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED THE ADOPTION OF THE REVISED FEE SCHEDULE AS PRESENTED.**

900 Fayette Group, LLC

Ms. Katzoff advised the Board the Agency was in receipt of a request from the Company to participate in additional mortgage financing in the amount of \$849,112.00 and a consequent refinance of the original mortgage for the Project. She said the Project located at 900-924 East Fayette was anticipated to be completed by the end of March.

After a brief discussion Mr. Frame asked for a motion to approve the resolution Mr. Brown made the motion. Mr. Kinsey seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN A MORTGAGE, A CONSOLIDATION AGREEMENT AND ASSOCIATED DOCUMENTS AT THE REQUEST OF THE COMPANY IN CONNECTION WITH THE PROJECT FACILITY AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.**

Finance Committee

Ms. Spillane requested the Board members approve a switch of members between the Audit and Finance Committees appointing Ms. Murphy to the Audit Committee in her capacity as Treasurer of the Agency and Mr. Frame to the Finance Committee.

There being no discussion, Mr. Frame asked for a motion. Mr. Thompson made the motion. Mr. Kinsey seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A RESOLUTION APPOINTING MS. MURPHY TO THE AUDIT COMMITTEE AND MR. FRAME TO THE FINANCE COMMITTEE.**

VII. Adjourment

There being no further business to discuss, Mr. Frame asked for a motion to adjourn the meeting. Ms. Murphy made the motion. Mr. Kinsey seconded the motion. **ALL BOARD MEMBERS PRESENT UNANIMOUSLY APPROVED A MOTION TO ADJOURN THE MEETING AT 8:37AM.**

Syracuse Local Development Corporation
333 West Washington St, Suite 130
Syracuse, NY 13202
Tel (315) 473-3275 Fax (315) 435-3669

EXECUTIVE SUMMARY

Agenda Item: 4

Title: Joint School Construction Board (Series 2019 A Bonds)

Requested By: Sue Katzoff

OBJECTIVE: Approval of resolutions authorizing the Agency to undertake the Project.

DESCRIPTION:

Direct expenditure of fund: Yes No

Type of financial assistance requested

PILOT

Sales Tax Exemption

Mortgage Recording Tax Exemption

Tax Exempt Bonds

Other

SUMMARY:

The Agency has received applications for financial assistance from the JSCB to issue school facility revenue bonds (Series 2019 A) in an amount not to exceed \$80,000,000.00 to finance improvements at both Corcoran High School (\$35,600,000.00) and Nottingham High School (\$37,200,000.00). Applications for both schools along with a request to waive 50% of the Agency fee in connection with the bond issuance were reviewed by the members of the Finance Committee at their meeting of January 14th, 2019. The Finance Committee made a recommendation to the Board of Directors to approve this request at the January 15th, 2019 Board meeting.

ATTACHMENTS:

1. SEQRA Resolution.
2. Inducement Resolution.
3. Bond Resolution.
4. Correspondence.

REVIEWED BY:

- Executive Director
- Audit Committee
- Governance Committee
- Finance Committee

Meeting: February 19, 2019

Prepared By: J.A. DeLaney



DEPARTMENT OF FINANCE

CITY OF SYRACUSE, MAYOR BEN WALSH

David DelVecchio CPA
Commissioner of
Finance

To: Honora Spillane
Commissioner - NBD

Martha A. Maywalt
First Deputy
Commissioner

From: David DelVecchio
JSCB Advisory Staff Member

Date: January 9, 2019

Deborah L. Somers
Deputy Commissioner

RE: Agenda item for SIDA meeting
Joint Schools Construction Board

The Joint Schools Construction Board (JSCB) is developing a plan to renovate various Syracuse City Schools. A financial plan was submitted to the Office of the New York State Comptroller detailing various aspects of the project.

After review and approval of the financial plan by the Office of the New York State Comptroller, the JSCB anticipates borrowing funds from SIDA to finance the project. The purpose of this letter is to request that the Syracuse Industrial Development Agency consider an agency fee reduction to support this project. The JSCB requests the Board consider authorizing a 1/2 % agency fee.

cc: Judy Delaney
Joe Barry
Suzanne Slack

Department of Finance
233 E. Washington St
City Hall, Room 128
Syracuse, N.Y. 13202

Office 315 448 8279
Fax 315 448 8424

www.syr.gov.net

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SEQRA RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 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 _____ and upon the roll being duly called, the following members were:

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION DETERMINING THAT THE UNDERTAKING OF A CERTAIN PROJECT AT THE REQUEST OF THE SYRACUSE JOINT SCHOOL CONSTRUCTION BOARD WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

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, Syracuse Joint School Construction Board (the "**JSCB**"), acting as agent of the City of Syracuse, New York (the "**City**") and the City School District of the City of Syracuse (the "**SCSD**"), is proceeding with the next tranche (the "**Series 2019A Tranche**") of Phase II of a Comprehensive Syracuse District-Wide Reconstruction Master Plan of the SCSD's public schools (the "**Program**") consisting of in relevant part: (A)(i) the acquisition or continuation by the Agency of an interest in the following existing school buildings known as Nottingham High School and Corcoran High School (collectively, the "**Buildings**"); and (ii) the reconstruction, renovation, rehabilitation and improvements, including but not limited to some or all of the following at the Buildings: windows, roofs, skylights, stairs, ceilings, walls, classrooms, offices, elevators, entryways, bathrooms, gymnasium, lockers, lighting, mechanicals, plumbing, HVAC, electrical, ADA compliance, security, site improvements, façade and masonry work, parking

lots, curbing, paving, electrical vaults, storm sewer and landscaping; (B) the acquisition and installation in and around the Buildings of certain items of equipment, furnishings, fixtures, other incidental and appurtenant tangible personal property, related site and façade work, parking improvements and landscaping (the “**2019 Equipment**” and together with the Buildings, collectively, the “**2019 Facilities**”) necessary and attendant to the use of the Buildings as schools by the City and the SCSD; and (C) the financing of all or a portion of the costs thereof (including funding capitalized interest for the Series 2019A Tranche, financing certain costs of issuance and funding a debt service reserve fund, if any, associated with the Series 2019A Tranche) by requesting the issuance of the Agency's School Facility Revenue Bonds; and

WHEREAS, in addition, JSCB indicated to the Agency its intention to apply for additional financial assistance from the Agency in the next few months in furtherance of Phase II of the Program for the renovation, reconstruction and rehabilitation of the schools (the "Additional Schools" and collectively with the Series 2019A Tranche, the "**Project**") described on Exhibit A attached hereto; and

WHEREAS, Ed Smith Pre-K-8 School, Bellevue Elementary and Westside Academy at Blodgett are herein referred to as the "**2018 Schools**" for which the reconstruction, renovation, rehabilitation and improvements were funded, in part, through a prior issuance of the Issuer's bonds in 2018; and

WHEREAS, by applications submitted in December, 2018 (collectively, the “**Application**”), JSCB, acting as agent of the City and SCSD, requested that the Agency undertake a certain project (the “**Series 2019A Project**”) consisting of: (A)(i) the Series 2019A Tranche; and (ii) anticipated cost overruns associated with the reconstruction and rehabilitation of the 2018 Schools; (B) the acquisition and installation in and around 2018 Schools of certain items of equipment, furnishings, fixtures, other incidental and appurtenant tangible personal property, related site and façade work, parking improvements and landscaping (the “**2018 Equipment**” and together with the Series 2019A Tranche, collectively, the “**Facilities**”) necessary and attendant to the use of the 2018 Schools as schools by the City and the SCSD; and (C) the financing of all or a portion of the costs thereof (including funding capitalized interest for the Series 2019A Project, financing certain costs of issuance and funding a debt service reserve fund, if any, associated with the Series 2019A Project) by the issuance of the Series 2019A Bonds in an aggregate principal amount of up to \$80,000,000 (the “**Series 2019A Bonds**”); and

WHEREAS, pursuant to State Environmental Quality Review Act (“**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the approval of a project and grant of financial assistance constitute such an action; and

WHEREAS, by resolutions adopted November 21, 2017 and January 16, 2018, the Agency classified undertaking a project which included the 2018 Schools and granting financial assistance to such project as a Type 1 Action, declared itself as lead agency for purposes of a coordinated environmental review pursuant to SEQRA and determined that the action would not have a significant effect on the environment; and

WHEREAS, to aid the Agency in determining whether the acquisition, construction, and equipping of the Project may have a significant effect upon the environment, JSCB has prepared and submitted to the Agency an Environmental Assessment Form (the “*EAF*”), and copies of said EAF are on file in the office of the Agency and are readily accessible to the public; and

WHEREAS, by resolution adopted December 18, 2018 (the “*Lead Agency Resolution*”), the Agency classified the Project as a Type 1 Action and declared the intent of the Agency to be lead agency for the purposes of a conducting a coordinated environmental review pursuant to SEQRA; and

WHEREAS, as a result of its careful review and examination of the Project, the Agency finds that, on balance, and after careful consideration of all relevant Project documentation, it has more than adequate information to evaluate all of the relevant benefits and potential impacts; and

WHEREAS, the Agency has prepared a negative declaration that summarizes its consideration of various factors in accordance with SEQRA; and

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

(1) Based upon an examination of the EAF prepared by JCSB, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency’s knowledge of the area surrounding the Project Facility, all the representations made by JSCB in connection with the Project, and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project pursuant to SEQRA:

(a) The Project consists of the components described above in the second and third WHEREAS clauses of this resolution and constitutes a “project” as such term is defined in the Act;

(b) The Project constitutes a “Type 1 Action” (as said quoted term is defined in SEQRA);

(c) The Agency declared itself “Lead Agency” (as said quoted term is defined in SEQRA) with respect to a coordinated review of the Project pursuant to SEQRA;

(d) The Project will not have a significant effect on the environment, and the Agency will not require the preparation of an Environmental Impact Statement with respect to the Project; and

(e) As a consequence of the foregoing, the Agency has prepared a Negative Declaration with respect to the Project, a copy of which is attached hereto as **Exhibit “B”**, which shall be filed in the office of the Agency in a file that is readily accessible to the public and the

Executive Director of the Agency is hereby authorized to execute and cause publication of the Negative Declaration.

(2) 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.

(3) The Secretary of the Agency is hereby authorized and directed to distribute copies of this Resolution to JSCB and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

AYE

NAY

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 February 19, 2019, 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 hereunto set my hand and affixed the seal of the Agency this ____ day of February, 2019.

City of Syracuse Industrial Development Agency

Rickey Brown, Secretary

(S E A L)

EXHIBIT "A"

ADDITIONAL SCHOOLS

Clary Middle School. The proposed action is expected to include vinyl asbestos tile removal in the classrooms, window replacement, toilet renovations, locker room renovations, technology classroom renovations, nurse toilet room renovations, library upgrades, exterior door replacement, creation of a secure entrance vestibule, gymnasium upgrades, lighting upgrades in all renovated areas, fire alarm system replacement, air conditioner chillers, and toilet room exhaust systems replacement and to include site improvements such as sidewalk replacement and elimination of steps at exterior doors.

Danforth Middle School. The proposed action is expected to include site improvements, building shell modifications, and interior renovations. Site improvements are expected to involve the renovation of two existing parking lots, new concrete steps, sidewalks, and landscaping.

Expeditionary Learning Middle School (ELMS). The proposed action is expected to include site improvements, building exterior improvements, and interior renovations. Site improvements include sidewalk and asphalt replacement.

Henninger High School. The proposed action is expected to include site improvements, exterior building improvements, interior renovation and construction of an approximately 19,000 square foot classroom addition. Site improvements are expected to include improvements to the main entrance including new vehicular drop-off, new concrete sidewalks, new ramps and stairs to access the building; repair, cleaning and enhancement of the storm sewer system and site lighting upgrades.

The Public Service Leadership Academy (PSLA) at Fowler. The proposed action is expected to include primarily exterior site work. New athletic fields, track and stadium will be completed. A new approximate 3,000 square foot concession/team room will be constructed. The existing auditorium, pool, and locker rooms will be renovated within the existing building. The majority of the building's roof will be replaced with a new built-up roof. This building will be occupied by students and faculty during renovations.

EXHIBIT "B"
NEGATIVE DECLARATION

NEGATIVE DECLARATION

NOTICE OF DETERMINATION OF NO SIGNIFICANT EFFECT ON THE ENVIRONMENT

In accordance with Article 8 (State Environmental Quality Review a/k/a SEQR) of the Environmental Conservation Law (the "Act"), and the statewide regulations under the Act (6 NYCRR Part 617) (the "Regulations"), the City of Syracuse Industrial Development Agency ("Agency") has considered the proposed Syracuse City School District project, which is more accurately described below. The Agency has determined: (i) that the proposed project is a Type I Action pursuant to the Regulations; (ii) that the Agency has engaged in an environmental review of the proposed project; (iii) that upon conducting said review, the Agency has determined that the proposed project will result in no major environmental impacts and therefore will not have a significant effect on the environment; and (iv) that an environmental impact statement is not required to be prepared with respect to the proposed project. THIS NOTICE IS A NEGATIVE DECLARATION FOR THE PURPOSES OF THE ACT.

1. Agency:

The Agency is the City of Syracuse Industrial Development Agency, Syracuse, New York.

2. Contact for Further Information:

Contact Person:
Ms. Honora Spillane, Executive Director

Address:
201 E. Washington Street, 7th floor
Syracuse, NY 13202

Telephone Number: (315) 448-8028

3. Project Description:

Syracuse Joint School Construction Board (the "**JSCB**"), acting as agent of the City of Syracuse, New York (the "**City**") and the City School District of the City of Syracuse (the "**SCSD**"), requested the Agency undertake the next tranche (the "**Series 2019A Tranche**") of Phase II of a Comprehensive Syracuse District-Wide Reconstruction Master Plan of the SCSD's public schools (the "**Program**") consisting of in relevant part: (A)(i) the acquisition or continuation by the Agency of an interest in the following existing school buildings known as Nottingham

High School and Corcoran High School (collectively, the "**Buildings**"); and (ii) the reconstruction, renovation, rehabilitation and improvements, including but not limited to some or all of the following at the Buildings: windows, roofs, skylights, stairs, ceilings, walls, classrooms, offices, elevators, entryways, bathrooms, gymnasium, lockers, lighting, mechanicals, plumbing, HVAC, electrical, ADA compliance, security, site improvements, façade and masonry work, parking lots, curbing, paving, electrical vaults, storm sewer and landscaping; (B) the acquisition and installation in and around the Buildings of certain items of equipment, furnishings, fixtures, other incidental and appurtenant tangible personal property, related site and façade work, parking improvements and landscaping (the "**Equipment**" and together with the Buildings, collectively, the "**Facilities**") necessary and attendant to the use of the Buildings as schools by the City and the SCSD; and (C) the financing of all or a portion of the costs thereof (including funding capitalized interest for the Series 2019A Tranche, financing certain costs of issuance and funding a debt service reserve fund, if any, associated with the Series 2019A Tranche) by the issuance of the Agency's School Facility Revenue Bonds.

In addition, JSCB indicated to the Agency its intention to apply for additional financial assistance from the Agency in the next few months in furtherance of Phase II of the Program for the renovation, reconstruction and rehabilitation of the schools (the "**Additional Schools**" and collectively with the Series 2019A Tranche, the "**Project**") described below:

Clary Middle School. The proposed action is expected to include vinyl asbestos tile removal in the classrooms, window replacement, toilet renovations, locker room renovations, technology classroom renovations, nurse toilet room renovations, library upgrades, exterior door replacement, creation of a secure entrance vestibule, gymnasium upgrades, lighting upgrades in all renovated areas, fire alarm system replacement, air conditioner chillers, and toilet room exhaust systems replacement and to include site improvements such as sidewalk replacement and elimination of steps at exterior doors.

Danforth Middle School. The proposed action is expected to include site improvements, building shell modifications, and interior renovations. Site improvements are expected to involve the renovation of two existing parking lots, new concrete steps, sidewalks, and landscaping.

Expeditionary Learning Middle School (ELMS). The proposed action is expected to include site improvements, building exterior improvements, and interior renovations. Site improvements include sidewalk and asphalt replacement.

Henninger High School. The proposed action is expected to include site improvements, exterior building improvements, interior renovation and construction of an approximately 19,000 square foot classroom addition. Site

improvements are expected to include improvements to the main entrance including new vehicular drop-off, new concrete sidewalks, new ramps and stairs to access the building; repair, cleaning and enhancement of the storm sewer system and site lighting upgrades.

The Public Service Leadership Academy (PSLA) at Fowler. The proposed action is expected to include primarily exterior site work. New athletic fields, track and stadium will be completed. A new approximate 3,000 square foot concession/team room will be constructed. The existing auditorium, pool, and locker rooms will be renovated within the existing building. The majority of the building’s roof will be replaced with a new built-up roof. This building will be occupied by students and faculty during renovations.

4. Project Location:

The Project involves the schools identified above which are located at the following addresses in the City of Syracuse:

- Nottingham High School – 3100 E. Genesee Street
- Corcoran High School – 919 Glenwood Avenue
- Clary Middle School - 100 Amidon Drive
- Danforth Middle School - 309 West Brighton Avenue
- Expeditionary Learning Middle School - 100 Amidon Drive
- Henninger High School - 600 Robinson Street
- Public Service Leadership Academy (PSLA) at Fowler - 227 Magnolia Street

5. Reasons for Determination of Non-Significance:

See Exhibit “A” attached hereto.

DATED: February __, 2019

CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Honora Spillane, Executive Director

Negative Declaration Exhibit A

Criteria for Determining Significance

As proposed, the reasonably anticipated environmental effects of the aforementioned Project will not be significant. This conclusion results from the thorough evaluation of the Project's attributes and their environmental effects against the criteria provided in NYSDEC regulations at 6 NYCRR §617 *et. seq.* A summary of this evaluation follows.

Determination of Environmental Significance

To determine whether the Project may have a significant effect on the environment, the impacts that may be reasonably expected to result from the proposed Project must be compared to criteria specified in NYSDEC regulations. (6 NYCRR §617.7). These criteria are considered indicators of significant effects on the environment.

Criterion 1

A substantial adverse change in existing a) air quality; b) ground or surface water quality or quantity; c) traffic levels; d) noise levels; e) a substantial increase in solid waste production; and f) a substantial increase in potential for erosion, flooding, leaching or drainage problems.

a) Air quality

The Project involves both interior and exterior work at seven (7) schools within the City. Much of the work (the "Work") to be undertaken will consist of the repair, maintenance, replacement, renovation and/or reconstruction of existing improvements (*e.g.*, exterior upgrades, classrooms, sidewalks, windows, bathrooms, roofs, and related site improvements), including mechanical, HVAC, safety, electrical, plumbing, and security systems. Other aspects of the Work will involve entirely new construction (*i.e.*, PSLA at Fowler athletic complex and an addition to house classrooms at Henninger. Recognizing that each of the buildings (with the exception of Danforth where students will be temporarily relocated to another school) will be occupied for the duration of the Project, specific measures will be taken by JSCB and its contractor(s) to ensure that air quality will remain satisfactory for building occupants and that any changes to air quality will be minor and temporary in nature. Should any potentially hazardous materials be identified on-site, such as lead-based materials, they will be removed from each building prior to the performance of the Work and disposed of in accordance with all local, state and federal laws, thereby reducing the potential for such materials to become airborne and migrate off-site. Further, JSCB and its contractor(s) will take all necessary measures to mitigate any short-term demolition and construction-related impacts (*e.g.*, keeping windows closed as much as possible during repair activities, using proper ventilation equipment, limiting the use of dumpsters and dump trucks for construction debris, watering construction debris to reduce dust and prevent airborne migration, etc.).

b) Ground or surface water quality or quantity

The Project is located in an urban area and primarily involves the repair of existing improvements. As such, the Project is not expected to result in an adverse change in ground or surface water quality or quantity. No ground or surface water features are in close proximity to the buildings except that NYSDEC mapping shows the Class B/C Harbor Brook traversing the PSLA at Fowler school campus in the vicinity of the proposed athletic complex. Harbor Brook was channelized under the property years ago. The athletic complex will be designed by JSCB's architects and engineers to avoid impacts to the underground water infrastructure. JSCB will cause its contractors to take appropriate measures during performance of the Work to ensure that debris from the Project remains on-site and is disposed of in accordance with applicable regulations.

c) Traffic levels

The Project will not result in a significant change in traffic levels or generate a new demand for transportation facilities or services. The Project is intended to improve and update each school campus to enhance the student experience. The proposed athletic complex at PSLA at Fowler will serve as a replacement for fields and facilities that previously existed. The addition to Henninger will reduce overcrowding and add specialty classrooms for the Health and Medical professions career pathways programs. The Project does not involve expansion activities designed for the purpose of increasing enrollment at any of the schools. As a result, traffic levels will be largely unchanged (aside from short term, minor increases associated with construction traffic).

d) Noise levels

The Project may involve the potential for minor, temporary changes in noise quality due to typical construction-related activities. However, any such impacts to noise quality will be mitigated to the extent possible by using appropriate mufflers on heavy equipment and restricting construction hours (*e.g.*, 7:00 a.m. to 5:00 p.m. from Monday through Friday). Accordingly, the Agency determines that any noise-related impacts associated with the Project will be insignificant.

e) Substantial increase in solid waste production

The Project will result in the generation of solid waste, but such waste will be disposed of by a licensed contractor at an existing solid waste facility in accordance with applicable laws and regulations. As such, the Agency does not anticipate any adverse impacts associated with solid waste production.

f) Substantial increase in potential for erosion, flooding, leaching or drainage problems

The Project is located in an urban area on properties that have been previously improved. The exterior site improvement work to be performed will largely be minor in nature and will not result in any adverse impacts associated with erosion, flooding, leaching or drainage. The proposed PSLA at Fowler athletic complex and Henninger addition will involve ground

disturbance and grading activities. In particular, PSLA at Fowler will require the excavation of soil that is not suitable for the structures proposed in connection with the athletic fields. JSCB's contractor(s) will implement appropriate erosion control measures (e.g., silt fence, hay bales, seeding, etc.), as necessary, during construction to ensure that properties adjacent to the PSLA at Fowler campus will not be adversely impacted by construction activities. The PSLA at Fowler athletic complex accounts of approximately 4.75 acres of new impervious surface from turf fields, pavement, new buildings and tennis courts and will require the preparation of a Stormwater Pollution Prevention Plan. An underground storm storage drainage system will be installed to accommodate flows from the track and new surfaces. As such, the Project is not expected to result in an increase in the potential for erosion, flooding, leaching, or drainage problems.

Criterion 2

The removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of any resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse effects on a threatened or endangered species of animal or plant, or the habitat of such a species; or other significant adverse effects to natural resources.

The Project will be limited largely to the renovation and reconstruction of existing site improvements at the various school campuses. While the NYSDEC EAF Mapper identified the potential for rare animals (i.e., certain bat species) at only three school sites, Henninger, Clary and Nottingham. No known records of rare plants occur at any of the schools and no known records of rare animals occur at the remaining schools. Given the previously disturbed nature of the sites, no impacts to listed species are likely to occur. According to publicly available USFWS data for New York State, there are no species of the identified bats within the vicinity of the three schools. No tree removal or hibernacula modification is expected to occur as a result of the Project. As a result, no avoidance or minimization measures are required. Due to the nature of the site work and renovations, no impacts to the identified species will occur as a direct result of the Project.

Criterion 3

The encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action.

The Project will attract construction workers to the various school campuses throughout the construction process. The Project is not otherwise intended to, nor will it, attract people to any of the schools compared to those who would come to those schools absent the Project. The Project does not involve expansion activities designed for the purpose of increasing enrollment at any of the schools, and the Project will not increase the City's population.

Criterion 4

The creation of a material conflict with a community's current plans or goals as officially approved or adopted.

The Project is consistent with the Agency's goal of effectuating financial assistance for specific projects located within the City of Syracuse, as well as the City and SCSD's desire to upgrade and revitalize existing school campuses to improve the student experience.

Criterion 5

The impairment of the character or quality of important historical, archaeological, architectural or aesthetic resources or of existing community or neighborhood character.

The NYSDEC EAF Mapper indicates that Henninger, Clary, ELMS and PSLA at Fowler are located in or adjacent to an area designated as sensitive for archaeological sites on the State Historic Preservation Office's archaeological site inventory. The Henninger, Clary and PSLA at Fowler sites have been reviewed by the SHPO for the potential to impact archaeological resources and the SHPO concluded the proposed project will not result in significant adverse effects to archaeological resources. The ELMS site involves Work in previously disturbed areas and therefore no impact to archaeological resources will occur.

In addition, the Project is anticipated to improve the condition, appearance and functionality of the schools and will therefore not impair the surrounding area.

Criterion 6

A major change in the use of either the quantity or type of energy.

The Project is not anticipated to result in a major change in the quantity or type of energy used so as to require extraordinary services or actions on the part of energy providers.

Criterion 7

The creation of a hazard to human health.

The Project will not create any human health hazards. As noted above, the PSLA at Fowler athletic complex construction will require the excavation of soil. Prior testing of the site soils at PSLA at Fowler identified the presence of various hazardous materials. During construction, the PSLA at Fowler site will be subjected to environmental monitoring that will include additional soil testing and the preparation of a final report concerning such testing and any recommended actions. Excavated soils will be treated and disposed of in accordance with applicable local, state and federal regulations. In addition, all Project demolition and construction materials will be disposed of off-site in accordance with local, state, and federal regulations. JSCB will contract with properly licensed private haulers for the transport and disposal of these materials from the Project areas. Where necessary, hazardous materials or substances at the other school sites will be characterized prior to disposal and proper records (*e.g.*, bill of lading or

waste manifests) will be maintained, and JSCB will consult with representatives of the City regarding any such materials to ensure their proper removal and disposal. In addition, JSCB will provide and/or complete, as needed, a pre-demolition asbestos-containing material/lead-based paint survey(s) prior to any renovation or construction activities. JSCB will engage properly licensed contractors to remove any such materials from the Project areas.

Criterion 8

A substantial change in the use, or intensity of use, of land including agricultural, open space or recreational resources, or in its capacity to support existing uses.

The Project will not result in a changes in the existing use, or intensity of the use, of the school campuses. Further, the Project is consistent with the desire of the City and the SCSD to upgrade its existing school buildings to improve the student experience.

Criterion 9

The creation of material demand for other actions which would result in one of the above consequences.

As the Project involves the renovation of existing school campuses (along with new construction at Henninger and PSLA at Fowler), the Project itself is not expected to create any demand for other actions (*e.g.*, additional public services) that would result in significant adverse consequences described by the above criteria.

Criterion 10

Changes in two or more elements of the environment, no one of which has a significant effect on the environment, but when considered together result in a substantial adverse impact on the environment.

The Project will not effect multiple changes to the environment which, when considered together, would be considered significant.

Criterion 11

Two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant effect on the environment, but when considered cumulatively would meet one or more of the criteria in this section.

This criterion deals with the issue of cumulative impacts of multiple actions under SEQRA. No cumulative impacts have been identified and none are expected.

INDUCEMENT RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 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 _____ and upon the roll being duly called, the following members were:

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION APPROVING THE UNDERTAKING BY THE ISSUER OF A CERTAIN PROJECT CONSISTING OF THE ACQUISITION BY THE ISSUER OF AN INTEREST IN, AND RECONSTRUCTION, RENOVATION, REHABILITATION, IMPROVEMENT AND EQUIPPING OF EXISTING SCHOOL BUILDINGS AT THE REQUEST OF THE SYRACUSE JOINT SCHOOLS CONSTRUCTION BOARD AND THE ISSUANCE OF ONE OR MORE SERIES OF THE ISSUER'S TAX-EXEMPT AND/OR TAXABLE SCHOOL FACILITY REVENUE BONDS (SERIES 2019A) IN AN AGGREGATE AMOUNT NOT TO EXCEED \$80,000,000 TO FINANCE THE COST THEREOF, THE COSTS OF SUCH ISSUANCE AND FUNDING CAPITALIZED INTEREST AND A DEBT SERVICE RESERVE FUND, IF ANY

WHEREAS, the City of Syracuse Industrial Development Agency (the "**Agency**") of the "**Issuer**") 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 issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction, renovation, rehabilitation and equipping of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct, renovate, rehabilitate and equip said projects or to cause said projects to be acquired, constructed, reconstructed and equipped and to convey said projects; and

WHEREAS, Section 16(a) of Chapter 58 A-4 of the Laws of 2006, as amended from time to time, (the “*Syracuse Schools Act*”) of the State of New York (the “*State*”) provides that notwithstanding any limitations contained in the Act, a “project” (as defined in the Syracuse Schools Act) undertaken pursuant to the Syracuse Schools Act shall be a “project” within the definition and for the purposes of the Act which may be financed by the Agency; and

WHEREAS, the Syracuse Joint School Construction Board (the “*JSCB*”) was established pursuant to the Syracuse Schools Act and an agreement dated April 1, 2004 (the “*Intermunicipal Agreement*”) by and between the City of Syracuse (the “*City*”) and the Board of Education of the City School District of the City of Syracuse (the “*School District*”); and

WHEREAS, the JSCB developed and adopted a program, pursuant to the Syracuse Schools Act and the Intermunicipal Agreement which encompasses a multi-phase comprehensive redevelopment program for the reconstruction of existing public schools for the SCSD (the “*Program*”) which includes both Phase I and Phase II (as each defined herein) of the Program; and

WHEREAS, the Syracuse Schools Act authorized the first phase of the Program for various schools at a cost not to exceed \$225,000,000 (“*Phase I*”) which included Central Technical High School, Fowler High School, H.W. Smith Pre-K-8 School and Dr. Weeks Elementary, Clary Middle School and Bellevue Academy at Shea. The JSCB has closed all Phase I projects; and

WHEREAS, legislation authorizing the second phase of the of the Program (“*Phase II*”) at a cost not to exceed \$300 million was enacted on October 25, 2013 and subsequent legislation enacted on March 17, 2014 specified 15 buildings to be included in Phase II, including but not limited to the Facilities (as defined herein below); and

WHEREAS, pursuant to the Syracuse Schools Act, the JSCB, acting on behalf of the School District and the City, submitted a proposed financial plan (the “**Plan**”) with respect to Phase II to the Office of the Comptroller of the State of New York (the “**OSC**”); and

WHEREAS, the OSC notified the JSCB of its approval of the Plan on or about January 12, 2018 (“**OSC Approval**”); and

WHEREAS, Ed Smith Pre-K-8 School, Bellevue Elementary and Westside Academy at Blodgett are herein referred to as the “**2018 Schools**” for which the reconstruction, renovation, rehabilitation and improvements were funded, in part, through a prior issuance of the Issuer’s bonds in 2018; and

WHEREAS, by applications submitted in December, 2018 (collectively, the “**Application**”), JSCB, acting as agent of the City of Syracuse, New York (the “**City**”) and the City School District of the City of Syracuse (the “**SCSD**”), requested the Agency issue and sell one or more series of its tax-exempt and/or taxable School Facility Revenue Bonds (“**Series 2019A Bonds**”) in an aggregate principal amount not to exceed to \$80,000,000 to finance all or a portion of the costs of a project known as the “**Series 2019A Project**” consisting of: (A)(i) the acquisition or continuation by the Agency of an interest in the following existing school buildings known as Nottingham High School and Corcoran High School (collectively, the “**Buildings**”); (ii) the reconstruction, renovation, rehabilitation and improvements, including but not limited to some or all of the following at the Buildings: windows, roofs, skylights, stairs, ceilings, walls, classrooms, offices, elevators, entryways, bathrooms, gymnasium, lockers, lighting, mechanicals, plumbing, HVAC, electrical, ADA compliance, security, site improvements, façade and masonry work, parking lots, curbing, paving, electrical vaults, storm sewer and landscaping; and (iii) anticipated cost overruns associated with the construction and rehabilitation of the 2018 Schools; (B) the acquisition and installation in and around the Buildings and 2018 Schools of certain items of equipment, furnishings, fixtures, other incidental and appurtenant tangible personal property, related site and façade work, parking improvements and landscaping (the “**Equipment**” and together with the Buildings, collectively, the “**Facilities**”) necessary and attendant to the use of the Buildings and the 2018 Schools as schools by the City and the SCSD; and (C) the financing of all or a portion of the costs thereof (including funding capitalized interest for the Series 2019A Project, financing certain costs of issuance and funding a debt service reserve fund, if any, associated with the Series 2019A Project) by the issuance of the Series 2019A Bonds; and

WHEREAS, the JSCB, on behalf of the City and the School District, has requested the Agency consider reducing its administrative fee from 1% to .5% of the par amount of the Series 2019A Bonds for the benefit of the Series 2019A Project; and

WHEREAS, by Resolution No. #0818-50 adopted August 2, 2018, Resolution No. #0818-052 adopted August 8, 2018 the School District approved the plans and specifications for the Series 2019A Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), by resolution adopted December 18, 2018, the Agency appointed itself “lead agency” and classified the Series 2019A Project as a “Type 1 Action”, and by resolution adopted February 19, 2019 the Agency determined that the Series 2019A Project will not have a “significant effect on the environment” (as such quoted terms are defined in *SEQRA*); and

WHEREAS, notice of a public hearing with respect to the Series 2019A Project was printed in the *Post Standard*, a newspaper of general circulation in the City of Syracuse on December 27, 2018 in accordance with Section 859-a of the Act; and

WHEREAS, by letter dated December 21, 2018, notice of the public hearing with respect to the Series 2019A Project was mailed to the chief executive officer of each affected tax jurisdiction in accordance with Section 859-a of the Act; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency conducted a public hearing on January 15, 2019 with respect to the Series 2019A Project and the issuance of the Series 2019A Bonds; and

WHEREAS, the Agency has given due consideration to the Application and the Series 2019A Project and the representations by the JSCB that undertaking the Series 2019A Project and issuing the Series 2019A Bonds: (a) will be an inducement to the JSCB, the City and the School District to reconstruct, renovate, rehabilitate, equip and continue to operate the Facilities in the City of Syracuse; and (b) will not result in the removal of any commercial, industrial, fabricating or manufacturing plant or facility of the City, the School District or any other proposed occupant of the Facilities from one area of the State to another area of the State or in the abandonment of one or more plants or facilities thereof located in the State; and

WHEREAS, the resolution authorizing the issuance of the Series 2019A Bonds has not yet been approved by the Agency.

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

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 3. Based upon representations made by the JSCB to the Agency, the Agency makes the following findings and determinations:

- a) The Facilities constitute a “project” within the meaning of the Act and the Syracuse Schools Act.
- b) The issuance of the Series 2019A Bonds will be an inducement to the JSCB, the City and the School District to acquire, reconstruct, renovate, rehabilitate, improve, equip and continue to operate the Facilities in the City of Syracuse.
- c) The issuance of the Series 2019A Bonds is necessary to induce the JSCB to reconstruct, rehabilitate, improve and equip the Facilities, is essential to the proper administration of the public schools within the City, meets the essential needs of the students and residents, respectively, of the School District and the City.
- d) The Series 2019A Project will not result in the removal of any commercial, industrial or manufacturing plant or facility of the JSCB, the City or the School District or of any other proposed occupant of the Facilities from one area of the State to another area of the State or in the abandonment of one or more plants or facilities thereof located in the State.
- e) It is desirable and in the public interest for the Agency to issue its Series 2019A Bonds to finance the cost of the Facilities, together with certain related costs, in an aggregate amount not to exceed \$80,000,000.
- f) To reduce its administrative fee from 1% of the par amount of the Series 2019A Bonds to .5%.

Section 4. Subject to the conditions set forth in the last sentence of this Section 4 and the Inducement Resolution, the Agency will: (a) issue the Series 2019A Bonds in such principal amount and with such maturities, interest rate or rates, redemption terms and other terms and provisions to be determined by a further resolution of the Agency; (b) acquire, reconstruct, renovate, rehabilitate, improve and equip the Facilities; (c) lease with an obligation to purchase or sell the Facilities to the City and the School District pursuant to an agreement to be entered into between the Agency, the City, the School District and the JSCB whereby the City and the School District will be obligated, among other things, to make payments to the Agency in amounts and at a time so that such payments will be adequate to pay the principal of, premium, if any, and interest on the Series 2019A Bonds; and (d) secure the Series 2019A Bonds in such manner as the Agency, the JSCB, the City and the School District and the purchaser(s) of the Series 2019A Bonds mutually deem appropriate. The issuance of the 2019A Bonds

contemplated by this Resolution is subject to: (i) obtaining all necessary governmental approvals and determinations; (ii) approval by the Agency of the form and substance of the Series 2019A Bonds, the agreements and other documents necessary or desirable in connection with the authorization, issuance, sale and delivery of the Series 2019A Bonds; (iii) agreement by the Agency, the JSCB and the purchaser(s) of the Series 2019A Bonds upon mutually satisfactory terms for the bonds (and any such additional bonds) and for the sale and delivery thereof; (iv) the condition that there are no changes in the Internal Revenue Code of 1986, as amended (the “Code”) and New York State Law, including regulations thereunder, which prohibit or limit the Agency from fulfilling its obligations hereunder; and (v) payment by the JSCB of the Agency’s administrative fee in the amount of one-half of one percent (0.5%) of the par amount of the Series 2019A Bonds, the Bond Issuance Charge, all costs and expenses of the Agency with respect to the Bond transaction, including counsel and bond counsel fees and receipt of all approvals from other involved boards, the City and agencies, as may be necessary.

Section 5. Subject to the compliance by the JSCB with the terms of this Resolution, the JSCB is appointed the true and lawful agent of the Agency: (1) to acquire, reconstruct, renovate, rehabilitate, improve and equip the Facilities; and (2) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent of the Agency, and in general to do all things which may be requisite or proper for acquiring, reconstructing, rehabilitating, improving and equipping the Facilities, all with the same powers and same validity as if the Agency were acting on its own behalf.

Section 6. The law firm of Bousquet Holstein PLLC is hereby appointed bond counsel (“*Bond Counsel*”) to the Agency in relation to the proposed issuance of the Series 2019A Bonds contemplated by the Application.

Section 7. Counsel to the Agency and Bond Counsel for the Agency are hereby authorized to work with the JSCB, the purchaser(s) of the Series 2019A Bonds and others to prepare, for submission to the Agency, all documents necessary to effect the authorization, issuance, sale and delivery of the Series 2019A Bonds.

Section 8. The (Vice) Chairman and the Executive Director of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the JSCB and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. No covenant, stipulation, obligation or agreement contained in this Resolution 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 and neither the members of the Agency nor any officer executing the Series 2019A Bonds shall be liable personally on the Series 2019A Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. Neither the members nor officers of the Agency, nor any person executing the Series Bonds or other 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, issuance or delivery thereof. The Series 2019A Bonds and the interest therein shall

not be a debt of the State or the City or any political subdivision thereof (other than the Agency), and none of the State, the City nor any political subdivision thereof (other than the Agency) shall be liable thereon. The Series 2019A Bonds shall be issued solely for the purposes set forth in this Resolution. The Series 2019A Bonds and the interest thereon shall constitute a special, limited obligation of the Agency payable solely from the revenues derived or to be derived from the lease, sale or other disposition of the Facilities and from the enforcement of the security pledged to the payment of the Series 2019A Bonds.

Section 10. Any expense incurred by the Agency with respect to the Series 2019A Project and the financing thereof shall be reimbursed out of the proceeds of the Series 2019A Bonds or, in the event such proceeds are insufficient after payment of other costs of the Series 2019A Project, or the Series 2019A Bonds are not issued by the Agency for any reason whatsoever, shall be paid by the JSCB.

Section 11. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of an Environmental Compliance and Indemnification Agreement in favor of the Agency in form and substance acceptable to the Agency and its counsel by the School District, and satisfaction of all conditions set forth herein and in all other resolutions adopted by the Agency in conjunction with the Series 2019A Bonds.

Section 12. Should the Agency's participation in the Series 2019A Project be challenged by any party, in the courts or otherwise, the JSCB shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Series 2019A Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the JSCB hereunder or otherwise.

Section 13. This Resolution shall take effect immediately, and shall expire one (1) year from the date hereof.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

AYE

NAY

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 February 19, 2019, 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 ___ day of February, 2019.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

(S E A L)

BOND SALE RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 2019 at 8:30 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 _____ and upon the roll being duly called, the following members were:

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF THE ISSUER'S TAX-EXEMPT AND/OR TAXABLE SCHOOL FACILITY REVENUE BONDS (SYRACUSE CITY SCHOOL DISTRICT PROJECT), SERIES 2019A IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$80,000,000 AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, the City of Syracuse Industrial Development Agency (the "**Agency**" or the "**Issuer**") 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 issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and equipping of one or more "projects" (as defined in the Act), to acquire, construct, reconstruct, renovate, rehabilitate and equip said projects or to cause said projects to

be acquired, constructed, reconstructed, renovated, rehabilitated and equipped and to convey said projects; and

WHEREAS, Section 16(a) of Chapter 58 A-4 of the Laws of 2006, as amended from time to time (the “*Syracuse Schools Act*”) of the State of New York (the “*State*”) provides that notwithstanding any limitations contained in the Act, a “project” (as defined in the Syracuse Schools Act) undertaken pursuant to the Syracuse Schools Act shall be a “project” within the definition and for the purposes of the Act which may be financed by the Agency; and

WHEREAS, the Syracuse Joint School Construction Board (the “*JSCB*”) was established pursuant to the Syracuse Schools Act and an agreement dated April 1, 2004 (the “*Intermunicipal Agreement*”) by and between the City of Syracuse (the “*City*”) and the Board of Education of the City School District of the City of Syracuse (the “*School District*”); and

WHEREAS, the JSCB developed and adopted a program, pursuant to the Syracuse Schools Act and the Intermunicipal Agreement which encompasses a multi-phase comprehensive redevelopment program for the reconstruction of existing public schools for the SCSD (the “*Program*”) which includes both Phase I and Phase II (as each defined herein) of the Program; and

WHEREAS, the Syracuse Schools Act authorized the first phase of the Program for various schools at a cost not to exceed \$225,000,000 (“*Phase I*”) which included Central Technical High School, Fowler High School, H.W. Smith Pre-K-8 School and Dr. Weeks Elementary, Clary Middle School and Bellevue Academy at Shea. The JSCB has closed all Phase I projects; and

WHEREAS, legislation authorizing the second phase of the of the Program (“*Phase II*”) at a cost not to exceed \$300 million was enacted on October 25, 2013 and subsequent legislation enacted on March 17, 2014 specified 15 buildings to be included in Phase II, including but not limited to the Facilities (as defined herein below); and

WHEREAS, pursuant to the Syracuse Schools Act, the JSCB, acting on behalf of the School District and the City, submitted a proposed financial plan (the “*Plan*”) with respect to Phase II to the Office of the Comptroller of the State of New York (the “*OSC*”); and

WHEREAS, the OSC notified the JSCB of its approval of the Plan on or about January 12, 2018 (“*OSC Approval*”); and

WHEREAS, the Program provides for the JSCB, on behalf of the City and the School District, to undertake Projects (as defined in the Act) in phases; and

WHEREAS, pursuant to the Syracuse Schools Act and as contemplated in the Program, the JSCB, on behalf of the City and the School District, by applications submitted in December, 2018 (collectively, the “*Application*”) requested that the Agency issue and sell one or more series of its tax-exempt and/or taxable School Facility Revenue Bonds (“*Series 2019A Bonds*”) in an aggregate principal amount not to exceed to \$80,000,000 to finance all or a portion of the

costs of a project known as the “*Series 2019A Project*” consisting of: (A)(i) the acquisition or continuation by the Agency of an interest in the following existing school buildings known as Nottingham High School and Corcoran High School (collectively, the “*Buildings*”); (ii) the reconstruction, renovation, rehabilitation and improvements, including but not limited to some or all of the following at the Buildings: windows, roofs, skylights, stairs, ceilings, walls, classrooms, offices, elevators, entryways, bathrooms, gymnasium, lockers, lighting, mechanicals, plumbing, HVAC, electrical, ADA compliance, security, site improvements, façade and masonry work, parking lots, curbing, paving, electrical vaults, storm sewer and landscaping; and (iii) anticipated cost overruns associated with the construction and rehabilitation of the 2018 Schools (as defined herein); (B) the acquisition and installation in and around the Buildings and 2018 Schools of certain items of equipment, furnishings, fixtures, other incidental and appurtenant tangible personal property, related site and façade work, parking improvements and landscaping (the “*Equipment*” and together with the Buildings, collectively, the “*Facilities*”) necessary and attendant to the use of the Buildings and the 2018 Schools as schools by the City and the SCSD; and (C) the financing of all or a portion of the costs thereof (including funding capitalized interest for the Series 2019A Project, financing certain costs of issuance and funding a debt service reserve fund, if any, associated with the Series 2019A Project) by the issuance of the Series 2019A Bonds; and

WHEREAS, Ed Smith Pre-K-8 School, Bellevue Elementary and Westside Academy at Blodgett are herein referred to as the “*2018 Schools*” for which the reconstruction, renovation, rehabilitation and improvements were funded, in part, through a prior issuance of the Issuer’s bonds in 2018; and

WHEREAS, by Resolution No. #0818-50 adopted August 2, 2018, Resolution No. #0818-052 adopted August 8, 2018 the School District approved the plans and specifications for the Series 2019A Project; and

WHEREAS, by Resolution No. #1018-074 adopted August 8, 2018, the School District approved the transactions and execution and delivery of certain documents contemplated in connection with the issuance of the Series 2019A Bonds to finance this stage of the Program; and

WHEREAS, Ordinance No. 678-2018 adopted on October 22, 2018 and approved by the Mayor on October 23, 2018, the City approved the transactions and execution and delivery of certain documents contemplated in connection with the issuance of the Series 2019A Bonds to finance this portion of Phase II of the Program; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), by resolution adopted December 18, 2018, the Agency appointed itself “lead agency” and classified the Series 2019A Project as a “Type 1 Action”, and by resolution adopted February 19, 2019 the Agency determined that the Series 2019A Project will not have a “significant effect on the environment” (as such quoted terms are defined in SEQRA); and

WHEREAS, notice of a public hearing with respect to the Series 2019A Project was printed in the *Post Standard*, a newspaper of general circulation in the City of Syracuse on December 27, 2018, in accordance with Section 859-a of the Act; and

WHEREAS, by letter dated December 21, 2018, notice of the public hearing with respect to the Series 2019A Project was mailed to the chief executive officer of each affected tax jurisdiction in accordance with Section 859-a of the Act; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency conducted a public hearing on January 15, 2019 with respect to the Series 2019A Project and the issuance of the Series 2019A Bonds; and

WHEREAS, as required by Section 2824(8) of the Public Authorities Law of the State, on January 14, 2019, the Issuer's Finance Committee reviewed the proposal for the issuance of debt by the Issuer related to the issuance of the Bonds, determined that it is in the best interest of economic development in the City for the Issuer to issue the Series 2109A Bonds and on January 15, 2019 recommended that the Issuer proceed with the issuance thereof; and

WHEREAS, pursuant to Section 11 of the Syracuse Schools Act, the JSCB, on behalf of the City and the School District, has entered into a Program Manager Agreement dated as of August 28, 2015 as amended from time to time (the "**Program Manager Agreement**"), with Turner Construction Company with respect to Phase II of the Program; and

WHEREAS, the City and the School District are the owners of the Buildings comprising the Series 2019A Project; and

WHEREAS, pursuant to Section 16 of the Syracuse Schools Act, in order to effect the financing for the Series 2019A Project, the City and the School District will grant, or continue via an amendment, a license agreement (the "**License**") to or with the Agency to enter upon the Buildings for the purposes of undertaking and completing the Series 2019A Project and a bill of sale (the "**Bill of Sale**") conveying to the Agency title to the equipment, furnishings and fixtures, necessary and attendant to and for the Series 2019A Project to be financed with proceeds of the Series 2019A Bonds; and

WHEREAS, the Agency, the City, the School District and the JSCB will enter into Amendment No. 7 to Installment Sale Agreement (Series 2019A Project) (the "**Seventh Amended Agreement**"), amendatory of a certain Installment Sale Agreement (Series 2008A Project), dated as of March 1, 2008 (the "**Original Agreement**") as previously amended on March 1, 2009, December 1, 2010, July 1, 2011, April 1, 2017, March 1, 2018 and as further amended on June 1, 2018 (collectively, the "**Installment Sale Agreement**" as same may further be amended or supplemented), each by and among the Agency, the City, the JSCB and the SCSD, pursuant to which Agency will sell its interest in the Series 2019A Project to the City and School District, the JSCB, on behalf of the City and School District, will agree to undertake and complete the Series 2019A Project and the City and the School District will, among other things, agree to make installment purchase payments in an amount sufficient to pay debt service on the Series 2019A Bonds and other amounts due under the Installment Sale Agreement solely from and to the extent of State Aid Revenues; and

WHEREAS, the Agency, by the terms of an Indenture of Trust (Series 2019AProject) with Manufacturers and Traders Trust Company, as trustee (the “*Trustee*”), will pledge and assign to the Trustee, and grant the Trustee a security interest in, all of its right, title and interest in and to the Installment Sale Agreement (as defined herein) (except for the Agency’s Reserved Rights (as defined in the Indenture)), State Aid Revenues (as defined in the State Aid Depository Agreement referred to below) and other moneys and property described therein as security for the Series 2019A Bonds (the “*Indenture*”); and

WHEREAS, City and the School District have entered into a State Aid Depository Agreement, dated as of March 1, 2008 (“*Depository Agreement*”), as previously amended by a First Amendment to State Aid Depository Agreement, dated as of December 1, 2010 (the “*First Amendment to State Aid Depository Agreement*” and together with the Depository Agreement, collectively, the “*State Aid Depository Agreement*”) with Manufacturers and Traders Trust Company, acting as Depository Bank (the “*Depository*”), to provide for, among other things, the payment of all State Aid Revenues (as defined therein) into the State Aid Depository Fund (also as defined therein) maintained with the Depository for periodic transfer to the Bond Fund (as defined in the Indenture) toward payment of the Series 2019A Bonds; and, to the extent of any deficiency therein, to the Debt Service Reserve Fund (as defined in the Indenture), if any, and the balance to the General Fund (as defined in the State Aid Depository Agreement); and

WHEREAS, pursuant to the Syracuse Schools Act, the City and the School District have given, or will give, an irrevocable written direction to the OSC to pay all State Aid Revenues to the Depository for deposit into the State Aid Depository Fund; and

WHEREAS, pursuant to the Syracuse Schools Act, in the event that the City and the School District shall fail to make a payment due under the Installment Sale Agreement, the Agency (or the Trustee acting on its behalf) shall so certify the amount not paid to the OSC who shall thereupon withhold such amount from any State Aid Revenues and other state and/or school aid payable to the City or the School District and immediately pay over same to the Agency (or the Trustee); and

WHEREAS, Jefferies & Company, Inc., as representative of the Underwriters (the “*Underwriters*”), has offered to purchase the Series 2019A Bonds and will prepare a preliminary official statement (“*Preliminary Official Statement*”) and will prepare a final official statement with respect to the Series 2019A Bonds (the “*Official Statement*”) for use in the offering of the Series 2019A Bonds by the Underwriters; and

WHEREAS, the terms and conditions of the proposed purchase of the Series 2019A Bonds by the Underwriters will be set forth in a Purchase Contract (the “*Bond Purchase Agreement*”) to be entered into by Agency, the JSCB and the Underwriters; and

WHEREAS, based on preliminary information provided by the Underwriters and the fee to be charged by the Agency, the JSCB made a preliminary comparison of the financing available from the Agency with the financing expected to be available from the New York State Municipal Bond Bank Agency (“*MBBA*”) for the Series 2019A Project and made a preliminary

determination that financing the Series 2019A Project through the Series 2019A Bonds may reasonably be expected to result in the lowest cost to the taxpayers of the City and the State; and

WHEREAS, the issuance of the Series 2019A Bonds is subject to the School District, the City and the JSCB determining based on pricing and other information furnished by the Underwriters that financing the Series 2019A Project through the Series 2019A Bonds rather than through financing from MBBA results in the lowest cost to the taxpayers of the City and the State; and

WHEREAS, the Agency has given due consideration to the Application and the representations by the JSCB that undertaking the Series 2019A Project and issuing the Series 2019A Bonds: (a) will be an inducement to the JSCB, the City and the School District to acquire, reconstruct, renovate, rehabilitate, improve, equip and continue to operate the Facilities in the City of Syracuse; and (b) will not result in the removal of any commercial, industrial, fabricating or manufacturing plant or facility of the City or the School District or any other proposed occupant of the Facilities from one area of the State to another area of the State or in the abandonment of one or more plants or facilities thereof located in the State; and

WHEREAS, the Agency, by resolution adopted of even date herewith (the “*Inducement Resolution*”), resolved to undertake the Series 2019A Project and appoint the JSCB as the agent of the Agency for purposes of reconstructing, renovating, rehabilitating, improving, equipping and completing the Series 2019A Project; and

WHEREAS, the JSCB has proposed that the Agency issue its Series 2019A Bonds in the aggregate principal amount not to exceed \$80,000,000 as herein provided; and

WHEREAS, the undertaking of the Series 2019A Project, the issuance of the Series 2019A Bonds and the providing of the Facilities is for a proper purpose, to wit, to promote the job opportunities, the health and the general prosperity and economic welfare of the inhabitants of the State pursuant to the provisions of the Act.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby finds and determines that it is desirable and in the public interest for the Agency to issue its Series 2019A Bonds in an aggregate principal amount not to exceed \$80,000,000, subject to receipt of any required approvals from other involved boards or agencies, compliance with the Inducement Resolution and the terms hereof.

Section 2. In consequence of the foregoing, the Agency hereby determines, subject to receipt by the JSCB and the City of any required approvals from them or other involved boards or agencies and the terms of this Resolution and the Inducement Resolution, to:

(a) accept a license interest in the Facility from the City and the School District pursuant to the License, on substantially the terms and conditions of similar agreements approved by the Agency for prior financings, with such amendments or modifications as the Chairman or Vice Chairman of the Agency (referred to hereinafter individually and collectively

as an “*Officer*”) deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency;

(b) appoint the JSCB as the agent of the Agency to complete the Series 2019A Project and sell its interest in the Facilities to the City and the School District pursuant to the Installment Sale Agreement, on substantially the terms and conditions of similar agreements approved by the Agency for the prior issuances on behalf of the JSCB, with such amendments or modifications as the Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency;

(c) approve the Installment Sale Agreement on substantially the terms and conditions of similar agreements approved by the Agency for the prior issuances on behalf of the JSCB, with such amendments or modifications as the Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency;

(d) approve the Indenture, on substantially the terms and conditions of similar agreements approved by the Agency for the prior issuances on behalf of the JSCB, with such amendments or modifications as the Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency;

(e) appoint Manufacturers and Traders Trust Company as trustee, paying agent and bond registrar under the Indenture;

(f) assign to the Trustee and the certain of the Agency’s rights and remedies under the Installment Sale Agreement and certain monies due and to become due under the Installment Sale Agreement, all pursuant to the Indenture and a pledge and assignment (the “*Assignment*”) between the Agency and the Trustee and accepted and acknowledged by the JSCB, the City and the School District, on the terms and conditions approved by the Officer of the Agency;

(g) approve the Bond Purchase Agreement on substantially the terms and conditions of similar agreements approved by the Agency for the prior issuances on behalf of the JSCB, with such amendments or modifications as the Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency;

(h) approve a Tax Certificate by the Agency (the “*Tax Certificate*”), in connection with the issuance of the Series 2019A Bonds, on such terms and in the form as the Officer shall approve based on information from Bond Counsel that such terms and conditions are necessary for the tax-exempt status of interest on the Series 2019A Bonds;

(i) issue and deliver the Series 2019A Bonds to or upon the order of the Underwriter on a date to be determined, subject however to the approval of the final terms for the Series 2019A Bonds and the terms and conditions of the Bond Purchase Agreement consistent with this Resolution, and the prior approval of all terms contained therein, and of the terms of the

Series 2019A Bonds, by the Officer of the Agency and by the JSCB, the City and the School District;

(j) use the proceeds of the Series 2019A Bonds to accomplish the Series 2019A Project, to pay necessary incidental expenses and to fund capitalized interest and the Debt Service Reserve Fund, if any, in accordance with the Indenture; and

(k) approve all other certificates and documents required in connection with issuance and sale of the Series 2019A Bonds and any other documents as may be required by the purchaser or otherwise required to accomplish the Series 2019A Project, issue the Series 2019A Bonds and qualify the Series 2019A Bonds for tax-exempt status under Section 103 of the Internal Revenue Code of 1986, as amended (collectively, and with the License, Installment Sale Agreement, the Indenture, the Bond Purchase Agreement, the Series 2019A Bonds, the Tax Certificate, the Pledge and the Assignment and all other necessary documents to effectuate the intent of this Resolution and the aforementioned documents, the "*Financing Documents*").

(l) reimburse the JSCB for expenses made for the Series 2019A Project from the Series 2019A Bonds.

Section 3. The Agency is hereby authorized to acquire, reconstruct, renovate, rehabilitate, improve, equip and complete the Facilities and to finance such acquisition, reconstruction, renovation, rehabilitation, improving and equipping and the other elements of the Series 2019A Project by the issuance of the Series 2019A Bonds, and all acts previously taken by the Agency with respect to undertaking of the Series 2019A Project, the appointment of the JSCB as the agent of the Agency for the purposes of undertaking and completing of the Series 2019A Project and the issuance of the Series 2019A Bonds are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to issue, execute, sell and deliver the Series 2019A Bonds to the purchaser in accordance with the provisions of the Indenture, the Bond Purchase Agreement and the terms authorized in this Resolution. Each of the Officers and the Executive Director of the Agency (collectively, the "*Authorized Officers*") is hereby authorized, on behalf of the Agency, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this Resolution and approved by an Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 5. There is hereby expressly delegated to each Officer, subject to the limitations contained herein, the power with respect to the Series 2019A Bonds and the Financing Documents to determine and carry out the following:

(a) The delivery of the Series 2019A Bonds in accordance with the provisions of the Indenture, provided that the purchase price paid by the purchasers thereof shall not be less than ninety five percent (95%) of the principal amount of the Series 2019A Bonds so sold;

(b) The principal amount of Series 2019A Bonds to be issued, not to exceed an initial aggregate principal amount of \$80,000,000;

(c) The date or dates, maturity date or dates and principal amount of each maturity of the Series 2019A Bonds, the amount and date of each sinking fund installment, if any, and which Series 2019A Bonds are serial bonds or term bonds, if any;

(d) The interest rate or rates of the Series 2019A Bonds, the date from which interest on the Series 2019A Bonds shall accrue and the first interest payment date therefor, provided that the initial interest rate on the Series 2019A Bonds shall not exceed ten percent (10%) per annum;

(e) The denomination or denominations of and the manner of numbering and lettering the Series 2019A Bonds;

(f) The redemption price or redemption prices, if any, and the redemption terms, if any, for the Series 2019A Bonds; provided, however, that the redemption price of any Series 2019A Bonds subject to redemption at the election of the Agency or the City or in accordance with the Indenture shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2019A Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;

(g) Directions for the application of the proceeds of the Series 2019A Bonds;
and

(h) Any other provisions deemed desirable by the Authorized Officer not in conflict with the provisions hereof or of the Indenture.

Section 6. Pursuant to Section 16 of the Syracuse Schools Act, it is the duty of the School District, the City and the JSCB to compare the financing available from the Agency with the financing available from the MBBA for the Series 2019A Project and employ the financing mechanism that will result in the lowest cost to the taxpayers of the City and the State and to share with the MBBA information that is required for MBBA to determine that the cost of financing therefor and calculate the interest rate thereon. Prior to the Closing Date, the Authorized Officer is hereby directed to compare the costs of financing available from MBBA with the costs of the Series 2019A Bonds based on the final terms of the Indenture and Bond Purchase Agreement and to share, or cause to be shared, the required information with MBBA.

Section 7. Upon a determination by the JSCB and the School District that financing the Series 2019A Project by the Series 2019A Bonds will result in the lowest cost to the taxpayers of the City and the State, an Authorized Officer is authorized to execute and deliver the Financing Documents.

Section 8. In addition to the authority hereinabove granted, the Authorized Officer of the Agency is hereby authorized and directed, for and in the name and on behalf of the Agency, to do and cause to be done any such other acts and things, to execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, and to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to in this Resolution, as an Officer determines may be necessary or

desirable to consummate the transactions contemplated by this Resolution, the Financing Documents and the other documents referred to above.

Section 9. The Issuer hereby declares that this Resolution shall represent its declaration of “official intention” in accordance with Treasury Regulation Section 1.150-2. The Issuer reasonably expects to reimburse the JSCB for its expenditures incurred in connection with the Project Facility with the proceeds of the Bonds.

Section 10. No covenant, stipulation, obligation or agreement contained in this Resolution or the Financing Documents 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 and neither the members of the Agency nor any officer executing the Series 2019A Bonds shall be liable personally on the Series 2019A Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. Neither the members nor officers of the Agency, nor any person executing the Series 2019A Bonds or any of the Financing Documents or other 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, issuance or delivery thereof.

Section 11. A copy of this Resolution, together with documents presented at this meeting and referred to herein, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 12. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

AYE

NAY

The foregoing Resolution was thereupon declared duly adopted.

DATED AS OF FEBRUARY 19, 2019

**ACCEPTED AND AGREED TO BY
THE SYRACUSE JOINT SCHOOLS
CONSTRUCTION BOARD ON
BEHALF OF ITSELF, THE CITY OF
SYRACUSE AND THE CITY SCHOOL
DISTRICT OF THE CITY OF
SYRACUSE.**

By: _____
Benjamin Walsh, Chairperson

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 February 19, 2019, 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 ____ day of February, 2019.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

(S E A L)

City of Syracuse
Industrial Development Agency
201 East Washington Street
Syracuse, NY 13202
Tel (315) 473-3275

EXECUTIVE SUMMARY

Agenda Item: 4

Title: Salina 1st LLC

Requested By: Sue Katzoff

OBJECTIVE: Authorization of a Public Hearing.

DESCRIPTION:

Direct expenditure of fund: Yes No

Type of financial assistance requested

PILOT

Sales Tax Exemption

Mortgage Recording Tax Exemption

Tax Exempt Bonds

Other

SUMMARY: In November of 2017 the Board of Directors approved the sale of several parcels of land referenced as the "Salina/Montgomery Street Parcels" now known as 1081 South Salina St. to Salina First Properties LLC. This action was taken in conjunction with the Agency approving the Company's proposed project to construct a 51,000 sq. ft. building on the parcel to consist of retail, office, light manufacturing and residential space. Cost of the project is estimated to be \$6,642,500. Currently both the Agency Agreement and the purchase contract for the land expire on March 31, 2019. In the interim the Project description has changed (size and possible construction of a second building) that will necessitate an additional Public Hearing once details relative to Zoning and permit issues are worked out in the next several weeks. The requested benefits mortgage, sales and property tax exemptions remain the same.

ATTACHMENTS:

1. Supplemental Application.
2. Project Description.

REVIEWED BY:

- Executive Director
- Audit Committee
- Governance Committee
- Finance Committee

Meeting: February 19, 2019

Prepared By: J. A. Delaney

City of Syracuse Industrial Development Agency
Supplemental Application and Verification

Project Name:

I. PROJECT COSTS & FINANCING

A. Estimated Project Costs

i. State the costs reasonably necessary for the acquisition, construction, and/or renovation of the Project:

Description of Cost Type	Total Budget Amount
Land Acquisition	
Site Work/Demo	
Building Construction & Renovation	
Furniture & Fixtures	
Equipment	
Equipment Subject to NYS Production Sales Tax Exemption (Manufacturing)	
Engineering/Architects Fees	
Financial Charges	
Legal Fees	
Other	
Management /Developer Fee	
Total Investment	

ii. State the amounts reasonably anticipated for the acquisition, construction, and/or renovation of the Project:

Amount of capital the Applicant has invested to date:	
Amount of capital Applicant intends to invest in the Project through completion:	
Total amount of public sector source funds allocated to the Project:	
Identify each public sector source of funding:	
Percentage of the Project to be financed from private sector sources:	
Percentage of the Project to be financed from public sector sources:	

B. Financial Assistance sought (estimated values):

Applicants requesting exemptions and/or abatements from SIDA must provide the estimated value of the savings they anticipate receiving. **New York State regulations require SIDA to recapture any benefit that exceeds the amount listed in this application.**

i. Is the Applicant expecting that the financing of the Project will be secured by one or mortgages? Yes No

If yes, amount requested and name of lender:

ii. Is the Applicant expecting to be appointed agent of the Agency for purposes of abating payments of NYS Sales and Use Tax? Yes No

If yes, what is the TOTAL amount of purchases subject to exemption based on taxable Project costs?

iii. Is the Applicant requesting a payment in lieu of tax agreement (PILOT) for the purpose of a real property tax abatement? Yes No

If yes, Category of PILOT requested:

iv. Is the Applicant requesting any real property tax abatement that is **inconsistent** with the Agency's UTEP?

Yes No

If yes, please contact the Executive Director prior to submission of this Application.

v. Upon acceptance of this Application, the Agency staff will create a PILOT schedule and indicate the estimated amount of PILOT Benefit based on anticipated tax rates and assessed valuation and attach such information as Exhibit A hereto. At such time, the Applicant will certify that it accepts the proposed PILOT schedule and requests such benefit be granted by the Agency.

**** This Application will not be deemed complete and final until Exhibit A hereto has been completed and executed****

C. Type of Exemption/Abatement Requested:

Amount of Exemption/Abatement Requested:

<input type="checkbox"/>	Real Property Tax Abatement (PILOT)	
<input type="checkbox"/>	Mortgage Recording Tax Exemption (.75% of amount mortgaged)	
<input type="checkbox"/>	Sales and Use Tax Exemption (\$4% Local, 4% State)	
<input type="checkbox"/>	Tax Exempt Bond Financing (Amount Requested)	
<input type="checkbox"/>	Taxable Bond Financing (Amount Requested)	

D. Company's average yearly purchases or anticipated yearly purchases from vendors within Onondaga County, subject to sales tax:

E. Estimated capital investment over the next 5 years, beyond this Project, if available:

II. EMPLOYMENT AND PAYROLL INFORMATION

*** Full Time Equivalent (FTE) is defined as one employee working no less than 40 hours per week or two or more employees together working a total of 40 hours per week.**

A. Are there people currently employed at the Project site?

Yes

No

If yes, provide number of full time equivalent (FTE) jobs at the facility:

B. Complete the following:

Estimate the number of full time equivalent (FTE) jobs to be retained as a result of this Project:	<input type="text"/>
Estimate the number of construction jobs to be created by this Project:	<input type="text"/>
Estimate the average length of construction jobs to be created (months):	<input type="text"/>
Current annual payroll at facility:	<input type="text"/>
Average annual growth rate of wages:	<input type="text"/>
Please list, if any, benefits that will be available to either full and/or part time employees:	<input type="text"/>
Average annual benefit paid by the company (\$ or % salary) per FTE job:	<input type="text"/>
Average growth rate of benefit cost:	<input type="text"/>
Amount or percent of wage employees pay for benefits:	<input type="text"/>
Provide an estimate of the number of residents in the Economic Development Region (Onondaga, Madison, Cayuga, Oneida, Oswego, and Cortland Counties) to fill new FTE jobs:	<input type="text"/>

Verification

STATE OF _____
SS.:

COUNTY OF _____

deposes and says that s/he is the (Name of Individual) Gail Montplaisir,
Pres., TEG, Managing Member of Salina 1st LLC
(Title) (Applicant Name)

that s/he has submitted the attached supplemental information (the "Supplement") intended to supplement the original application submitted by the Applicant on _____ (the "Original Application and together with the Supplement, collectively the "Application"); and has read the Application and knows the contents thereof and that the same is true, accurate, and complete to the best of her/his knowledge, as subscribed and affirmed under the penalties of perjury. The grounds of deponent's beliefs relative to all matters in the said Application, including but not limited to the Supplement, which are not stated upon her/his own personal knowledge are investigations which the deponent has caused to be made concerning the subject matter of the Application as well as, if applicable, information acquired by deponent in the course of her/his duties/responsibilities for the Applicant and from the books and papers of the Applicant. The deponent also acknowledges the receipt of the schedules attached to the Application, including but not limited to the Agency's fee schedule and assumes responsibility for payment of any and all applicable fees as described therein.

Salina 1st LLC

(Applicant)

By: Gail Montplaisir, Pres., TEG, Managing Member

(Name)

(Title)

Subscribed and sworn to before me this
_____ day of _____ . 20

Project Description

The proposed project to be undertaken by Salina 1st LLC (the "Company") will be located at 1081 South Salina Street Syracuse, NY. The core development team consists of minority contracting companies, E Smith Contractors, SGTR, JHP Industrial Supply Co., Inc., and, Taurus Development Group, a woman owned business, and their principals, Eli Smith, Emanuel B. Henderson and Gail Montplaisir.

The project will consist of light manufacturing, retail, commercial and residential and will be focused on job creation, workforce development and stimulation, and, sustainability efforts.

1. Commercial – grade level – 23,400 square feet*
 - a. Light Manufacturing to include
 - i. Dental Laboratory - approx. 5,000 – 7,500 square feet light industrial space
 - ii. JPH Industrial Supply Co., Inc. headquarters (office and warehouse space) – approx. 7,500 square feet
 - iii. E Smith Contractors & SGTR headquarters (office and warehouse space) – approx. 3,900 square feet
 - iv. Approximately 4,500 square feet are available for rental
2. Mixed use – Commercial and Residential – approximately 30,000 square feet
 - a. Retail – grade level – facing South Salina – 5,700 square feet
 - b. Office incubator space 2nd and 3rd levels – located over the retail – 11,250 square feet
 - c. Residential 4th and 5th levels – located over the commercial – 11,250 square feet
 - i. 16 Mixed Income residential - 1 and 2 bedroom units
3. Parking – the project contemplates at least 55 parking spaces, 1 loading dock and 1 loading area.
4. Storm Water Management
 - a. Installation of green roofs and bio retention areas. These facilities and design will give back to Syracuse both in job creation as well as in long-term mitigation of the effects of development on the municipal infrastructure.
5. Energy Efficiency and Alternative Energy
 - a. Installation of solar panels to generate energy to be shared with the local community
6. Green Space – Approximately 30,000 square feet of green space will be maintained and/or created including a pocket part on South Salina that will be for the use of the occupants of the project.

7. Job Creation Summary – 13 FTE's to be created; 26 jobs retained by partners of Salina 1st LLC and an additional 30 FTE's through the business of one of the tenants that has been recently acquired - specifics provided below.
 - The size of the project has allowed the unique opportunity for the team members to be owner occupants of the project thereby bringing their entrepreneurial acumen and success to the project to stabilize the first phase and anchor the project and job creation.
 - E Smith Contractors and SGTR – currently employ 18 people, many of whom live in the primary enterprise zone. With proven growth rates of over 15% and 45% respectively, annually, E Smith and SGTR will create 7 new jobs by 2020. 18 jobs will be retained.
 - JHP – currently employs 8 people and will add 3 new employees that reside in the empowerment zone by 2020. 8 jobs will be retained.
 - AccessGlobal – Dental Laboratory – approximately 30 new employees.

This will be a project that will help further the planning and revitalization goals of the city and will not only create viable light manufacturing space, retail and office space, but also contribute to the community development of the south side of the city. As a part of this development we are focusing on the following goals:

- create jobs through existing businesses that will occupy the development project, thereby creating jobs for the community in which it will reside
- create workforce development training through our incubator space during the project and into the implementation stage.
- provide light manufacturing jobs,
- bring green roof and storm water retention facilities, small park areas to be used as adjuncts to neighborhood retail uses and roof-top solar sources
- bring alternative energy sources and jobs to the area.

The project has received funding through REDC and has been preliminarily accepted into the New Construction Program of NYSERDA and has been named as a renewable energy provider.

This is a community development project that will create jobs and serve the local and regional communities. The project is located in a severely depressed area of Syracuse which currently has little development and a scarcity of local job training and opportunities. Job creation and community development vitally need the support of the local jurisdiction as well as county and state resources in order to be able to ensure success. Training, mentorship, entrepreneurship and business creation and growth, take investment of time and financial resources.

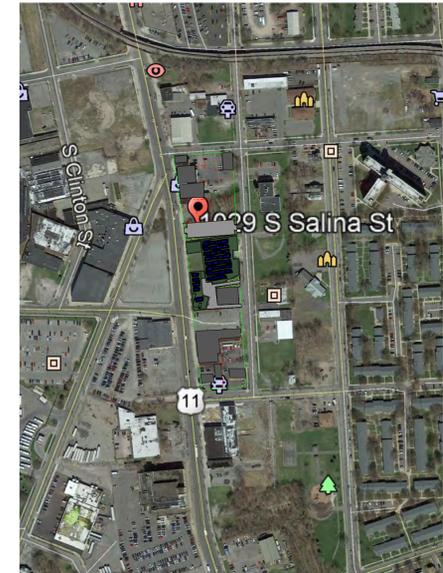
The community in which the project is being proposed is listed as one of the poorest neighborhoods in the country, its populace completely left out of the economic growth

and development efforts by public agencies. In order to lessen the gap between rich and poor, and in order to provide job skills to the local community so that they can support their families and contribute to society, this project should be given maximum support.

It is critically important to provide the means to our community to strengthen. It is critically important to provide job creation and job growth, and it will serve the interests of the city, county and state when our community can sustain itself financially and contribute tax dollars allowing resources to be utilized for other pressing needs.

The development team believes that this proposal is a positive step forward for the site, the neighborhood, the community, the city, and, for the region. The team members are, as local business people, committed to the city and to being part of a development project that can act as a catalyst for redevelopment of a site that has been under-utilized for decades.

*The project may consist of 2 buildings, a 1 story light manufacturing building and a 5 story mixed use building as detailed above. Salina 1st is in discussion with National Grid and the Permitting office of the City to determine whether they will be combined as 1 or will be 2 separate buildings.



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<p>Project Name: SALINA 1ST LLC 1029 S Salina Street Syracuse, NY</p>	<p>Client: SALINA 1ST LLC 1029 S Salina Street Syracuse, NY</p>												
<p>Architect: NORMAN SMITH ARCHITECTURE 1041 H. NE. 1400-2002-2600 T: 202.463.8888 www.normansmitharchitecture.com</p>	<p>Project No: 0000000</p>												
<p>Revision History:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Date</th> <th>Issue Notes</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>12/8/17</td> <td>SYRACUSE I&D REV-2</td> </tr> <tr> <td>2</td> <td>12/14/17</td> <td>SYRACUSE I&D REV-2</td> </tr> <tr> <td>3</td> <td>1/24/18</td> <td>SYRACUSE REVW</td> </tr> </tbody> </table>	No.	Date	Issue Notes	1	12/8/17	SYRACUSE I&D REV-2	2	12/14/17	SYRACUSE I&D REV-2	3	1/24/18	SYRACUSE REVW	<p>Revision Notes</p>
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3	1/24/18	SYRACUSE REVW											
<p>Scale: 1/8" = 1'-0"</p>	<p>Zone</p>												
<p>Sheet No: A000</p>	<p>Appr</p>												

Project for
Salina 1st LLC
 South Salina Street, Syracuse, NY



EAST RAYNOR AVE

SOUTH SALINA STREET

MONTGOMERY STREET

BURT STREET

RESIDENTIAL- LEVEL 4+5
5883 GSF PER LEVEL

GREATER NEW TESTAMENT CHURCH

NEW JERUSALEM BAPTIST CHURCH

1 LEVELS 4 AND 5; RESIDENTIAL
A102 Scale: 1" = 30 ft



<p>NORMAN SMITH ARCHITECTURE 13411 N. LEWIS ST. SUITE 2002-2600 T 202.483.8888 www.normansmitharchitecture.com</p>		<p>08/19/17 Revision 17655</p>		<p>1/24/18 1/11/18 12/14/17 12/8/17</p>		<p>4 3 2 1</p>		<p>SYRACUSE REV plan rev for area reduction SYRACUSE IGA REV-2 SYRACUSE IGA REV</p>		<p>Issue Notes Date No.</p>		<p>Revision Notes Date No.</p>		<p>Zone Appt</p>	
<p>SAI IMA 151 LLC South Salina Street Syracuse, NY</p>		<p>NKS</p>		<p>17655-05-nair-z-20217</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>	
<p>A102</p>		<p>NKS</p>		<p>17655-05-nair-z-20217</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>	
<p>A102</p>		<p>NKS</p>		<p>17655-05-nair-z-20217</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>		<p>0000000</p>	

City of Syracuse
Industrial Development Agency
201 East Washington Street
Syracuse, NY 13202
Tel (315) 473-3275

EXECUTIVE SUMMARY

Agenda Item: 6

Title: Dupli Associates, LLC

Requested By: Sue Katzoff

OBJECTIVE: Approval of a resolution authorizing a retroactive extension of the sales tax appointment until 2/1/20.

DESCRIPTION:

Direct expenditure of fund: Yes No

Type of financial assistance requested

PILOT

Sales Tax Exemption

Mortgage Recording Tax Exemption

Tax Exempt Bonds

Other

SUMMARY: In May of 2017 (closed 7/31/17) the Agency Board of Directors approved a project the Company proposed for the Dupli Graphics building located at 600 Franklin Street in the Franklin Square neighborhood.. The owners proposed a buildout of vacant space to house a 15,000 sq. ft. rock climbing gym and a 6,000 sq. ft. restaurant. Additionally as part of the Project the owners intended to acquire the adjacent former Syracuse Scale property for future development. The cost of the Project was estimated to be \$3,562,000.00 and received mortgage and sales tax exemption benefits along with a PILOT agreement from the Agency. At this juncture the climbing gym is complete however the original restaurant tenant planned for the space did not materialize. The Company is in talks with another restaurant and hopes to complete the Project by year end. The owners are requesting an extension of the Sales Tax appointment until 2/1/20. It should be noted that originally the Agency gave the Project an exemption from sales tax in the amount of \$31,300.00. To date none of the exemption has been used.

ATTACHMENTS:

1. Correspondence.
2. Resolution.

REVIEWED BY:

- Executive Director
- Audit Committee
- Governance Committee
- Finance Committee

Meeting: February 19, 2019

Prepared By: J. A. Delaney



01/29/2019

Nora Spillane
Executive Director
SIDA
201 East Washington Street
Re: Dupli Associates, LLC Sales Tax Exemption

Syracuse, New York 13202

Dear Ms. Spillane:

In 2017 we were awarded an exemption of sales tax related to material purchases in connection with our buildout at 1 Dupli Park Drive of a rock climbing gym and restaurant totaling \$31,300. While we have commenced the buildout we have not yet completed the project nor have we to date submitted for sales tax exemption on materials purchased. Our original exemption is set to expire February 1, 2019. We would like to request an extension of that exemption for an additional twelve months so that we may take advantage of the sales tax exemption on the portion of the project yet to be completed, additional work-out rooms for the gym and the 6000 sq. ft. restaurant, which was delayed due to the original tenant backing out. We look forward to your reply.

Regards,

A handwritten signature in black ink, appearing to read 'J. Kemper Matt, Jr.', written in a cursive style.

J. Kemper Matt, Jr.
President
Dupli Associates, LLC



Annual Report of Sales and Use Tax Exemptions Claimed by Agent/Project Operator of Industrial Development Agency/Authority (IDA)

For Period Ending December 31, 2018 (enter year)

Project information

Name of IDA agent/project operator: Dupli Associates LLC; Federal employer identification number (FEIN): 16-1545537; Street address: 1 Dupli Park Drive, Syracuse, New York 13204; Telephone number: (315) 234-7241

Name of IDA agent/project operator's authorized representative, if any: J. Kemper Matt, Jr.; Title: President; Street address: PO Box 11500; Telephone number: (315) 234-7241; City: Syracuse; State: New York; ZIP code: 13218-1500

Name of IDA: City of Syracuse Industrial Development Agency

Name of project: Dupli Associates LLC; Street address of project site: 1 Dupli Park Drive; City: Syracuse; State: New York; ZIP code: 13204

- 1 Project purpose (mark an X in the appropriate box): [] Services [X] Construction [] Agriculture, forestry, fishing [] Wholesale trade [] Retail trade [] Finance, insurance or real estate [] Transportation, communication, electric, gas, or sanitary services [] Manufacturing [] Other (specify)

2 Date project began (mm/dd/yy): 7/21/17

3 Beginning date of construction or installation (mm/dd/yy; see instructions): / / ; [] actual [] expected

4 Completion date of construction phase of project (mm/dd/yy; see instructions): 12/31/2019; [] actual [X] expected

5 Completion date of project (mm/dd/yy; see instructions): 12/31/2019; [] actual [X] expected

6 Duration of project (actual or expected; years/months): 0 / 11

7 Total sales and use tax exemptions (actual tax savings; NOT total purchases) 7 \$ 0.00

Certification: I certify that the above statements are true, complete, and correct, and that no material information has been omitted. I make these statements with the knowledge that willfully providing false or fraudulent information with this document may constitute a felony or other crime under New York State Law, punishable by a substantial fine and possible jail sentence.

Print name of officer, employee, or authorized representative signing for the IDA agent/project operator: J. Kemper Matt, Jr; Title of person signing: President

Signature: [Handwritten Signature]; Date: 1/29/2019

Failure to annually file a complete report may result in the removal of authority to act as an IDA agent/project operator.

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 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 _____ and upon roll being called, the following members of the Agency were:

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION APPROVING AN EXTENSION OF THE SALES TAX APPOINTMENT OF DUPLI ASSOCIATES, LLC AS AGENT OF THE AGENCY UNTIL JANUARY 31, 2020; 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, 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, at the request of Dupli Associates, LLC (the “*Company*”), by resolution dated May 17, 2017 (the “*Inducement Resolution*”) the Agency agreed to undertake a project (the “*Project*”) consisting of: (A)(i) the acquisition of an interest in approximately 5 acres of improved real property located at 600 Franklin Street N. to Solar Street (a/k/a 1 Dupli Park Drive) improved by an approximate 149,000 square foot building (“*Building 1*”); and 156 Solar Street and Division Street W. improved by an approximate 62,800 square foot building (“*Building 2*”), each in the City of Syracuse, New York (the foregoing collectively referred to as the “*Land*”); (ii) the reconstruction and renovation of approximately 21,000 square feet of Building 1 consisting of an approximately 15,000 square foot climbing gym and an approximately 6,000 square foot restaurant in the northwest corner of Building 1 (collectively,

the "**Facility**"); (iii) the acquisition and installation in and at Building 1 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, State and local sales and use tax and mortgage recording tax (except as limited by 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, construction, reconstruction, 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, in or about July, 2017, the Company and Agency entered into a lease transaction to effectuate the undertaking of the Project and the conference of the approved Financial Assistance (the "**Lease Transaction**"). As part of the Lease Transaction, the Company was appointed as the agent of the Agency through January 31, 2019 for purposes of undertaking and completing the Project Facility and was awarded an amount not to exceed \$31,300 in exemptions from State and local sales and use tax (the "**Appointment**"); and

WHEREAS, as of December 31, 2018 the Company had realized \$0.00 in State and local sales and use tax exemptions leaving a balance in the amount of \$31,300 of unused exemption remaining available for the Project (the "**Remaining Exemption**"). The Company is not requesting any additional financial assistance; and

WHEREAS, by letter dated January 29, 2019, the Company advised that due to delays in leasing the commercial space they are requesting the Agency approve an extension of their Appointment from January 31, 2019 to January 31, 2020 to provide them an opportunity to complete the Project (the "**Extension**"); and

WHEREAS, the Extension 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, including but not limited to there being no event of default under the Lease Documents, the Agency hereby makes the following findings and determinations:

(a) The granting of the Extension does not require reconsideration or further review by the Agency under SEQRA.

(b) The Agency authorizes the Extension of the Company's appointment as their agent for purposes of equipping and completing the Project through and including **January 31, 2020**, conditioned upon the Company: (i) representing and warranting that there are no events of default under any of the documents executed and delivered by the Company in conjunction with the Lease Transaction (the "**Lease Documents**"); (ii) confirming that all insurance executed and delivered in conjunction with the Project and the Lease Transaction remains in full force and effect and will submit to the Agency proof of insurance naming the Agency as an additional insured pursuant to the Agency's requirements under the Lease Documents; (iii) submitting to the Agency any applicable information requested by the Agency with respect to the Extension so that they can accurately track and report as required under the Act; (iv) submitting any applicable administrative fees and all legal fees incurred by the Agency in exchange for the Agency's grant of the Extension; and (v) submitting any proof required by the Agency demonstrating that the Company has not realized State and local sales and use tax exemptions in excess of what was authorized for the Project.

(2) The Agency is authorized to execute all documents necessary to effectuate the Extension and the sales tax appointment agent status of the Company and/or its Additional Agents (as that term is defined in the Inducement Resolution) (collectively, the "**Extension Documents**") including but not limited to revisions or amendments of the Lease Documents, if any, issuance of a new Sales Tax Appointment Letter and an amendment or extension of the appropriate "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (Form ST-60) for each of the entities; and each the Chairman, the Vice Chairman and/or the Executive Director of the Agency are 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, the Vice Chairman and/or the Executive Director constitutes conclusive evidence of such approval.

(3) The Company shall execute and deliver any and all documents required by the Agency in connection with the Extension and to carry out the intent of this Resolution; and

(4) 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.

(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, 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:

AYE

NAY

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 February 19, 2019, 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 ____ day of February, 2019.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

(S E A L)

City of Syracuse
Industrial Development Agency
201 East Washington Street
Syracuse, NY 13202
Tel (315) 473-3275

EXECUTIVE SUMMARY

Agenda Item: 7a

Title: Washington Walton Company LLC

Requested By: Sue Katzoff

OBJECTIVE: Approval of a resolution authorizing participation in mortgage refinancing for the Project.

DESCRIPTION:

Direct expenditure of fund: Yes No

Type of financial assistance requested

PILOT

Sales Tax Exemption

Mortgage Recording Tax Exemption

Tax Exempt Bonds

Other

SUMMARY: The Agency has received correspondence from the Company requesting participation in mortgage refinancing of the Project including an additional new financing of \$3,000,000.00. The Project, the construction of the Washington Station building at 333 W. Washington St closed in 2009. APILOT agreement remains in place on the Project until 2030.

ATTACHMENTS:

1. Correspondence.
2. Resolution.

REVIEWED BY:

- Executive Director
- Audit Committee
- Governance Committee
- Finance Committee

Meeting: February 19, 2019

Prepared By: J.A. DeLaney

**WASHINGTON/WALTON COMPANY, LLC
WASHINGTON/WALTON REAL ESTATE COMPANY, INC.
333 West Washington Street, Suite 600
Syracuse, New York 13202**

February 7, 2019

VIA E-MAIL AND U.S MAIL

Honora Spillane
Executive Director
Syracuse Industrial Development Agency
City Hall Commons, 6th Floor
201 East Washington Street
Syracuse, New York 13202

Re: Washington Station

Dear Ms. Spillane:

I am the Chief Financial Officer of Washington/Walton Company, LLC and Washington/Walton Real Estate Company, Inc. (collectively, the "Company").

The City of Syracuse Industrial Development Agency ("SIDA") previously executed an \$18,000,000.00 Mortgage and Security Agreement dated June 15, 2009, a copy of which is attached for reference, in connection with the Company's initial construction of the Washington Station Project.

The Company has paid down such \$18,000,000.00 Mortgage Loan to approximately \$13,531,305.00. The Company has obtained a Loan Commitment Letter from KeyBank National Association dated January 18, 2019 (page 1 of which is attached for reference), by which KeyBank will advance \$3,000,000.00 of "new money" to the Company so that the consolidated loan amount will be \$16,531,305.00 (a "not to exceed" amount).

Attached is the proposed Mortgage that would secure the \$3,000,000.00 of "new money". The Company hereby requests that SIDA approve a Resolution at its next meeting on February 19, 2009, authorizing the execution of this Mortgage by SIDA in the form approved by SIDA's counsel, including specific SIDA provisions required by SIDA and/or SIDA's counsel.

The Company also hereby requests that SIDA approve a Resolution at its next meeting on February 19, 2019, authorizing a Mortgage Recording Tax Exemption for the \$3,000,000.00 Mortgage.

February 7, 2019
Page 2

If you have any questions, please call.

Thank you for your prompt attention to this matter.

Very truly yours,

**WASHINGTON/WALTON COMPANY, LLC
and WASHINGTON/WALTON REAL ESTATE
COMPANY, INC.**

By: 
Mark W. Roney, Chief Financial Officer

Enclosures

cc: Susan R. Katzoff, Esq. (w/encl. via e-mail)
Charles H. Grundner, Esq. (w/encl. via e-mail)

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 2019 at 8:00 a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

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

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN A MORTGAGE, A CONSOLIDATION AGREEMENT, A RELEASE AND THE GRANTING OF ADDITIONAL FINANCIAL ASSISTANCE AT THE REQUEST OF THE COMPANY IN CONNECTION WITH THE PROJECT FACILITY AND AUTHORIZING 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, civic 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 grant financial assistance in connection with one or more "projects" (as defined in the Act); and

WHEREAS, by resolution adopted on October 21, 2008 (the "**Inducement Resolution**"), the Agency approved the undertaking of a project (the "**Project**") at the request of Washington/Walton Real Estate Company, Inc. and Washington/Walton Company, LLC (collectively, the "**Companies**") consisting of: (A)(i) acquisition of a leasehold interest in an approximate 1.20 acre parcel of real property located at 200 Franklin Street South and 341 Washington Street West (the "**Land**"); (ii) the construction of an approximate five story, 121,000 square foot commercial office building with underground parking located on the Land (the "**Facility**"); (iii) the acquisition and installation thereon of furniture, fixtures and equipment (the "**Equipment**", 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, sales and use taxation and a grant from the Agency in an amount not to exceed \$2,500,000 (collectively, the "**Financial Assistance**"); and (C) the lease of the Project Facility by the Agency pursuant to a lease agreement(s) and the lease or sale of the Project Facility back to the Companies pursuant to an agreement(s); and

WHEREAS, in May 2009, the Company and the Agency closed on the Project and executed the necessary lease transactional documents (the "**Closing**"). As part of the Project approval, based upon the Application, the Company's exemption from mortgage recording tax was approximately \$180,000 (which represented 1% of the anticipated mortgage); and

WHEREAS, in conjunction with the undertaking of the Project, the Company and the Agency entered into a Mortgage and Security Agreement dated June 15, 2009 in the amount of \$18,000,000 (the "**Original Mortgage**") in favor of First Niagara Funding, Inc. to secure the Company's obligation under a corresponding note; and

WHEREAS, in conjunction with the Closing, the Company executed and delivered a grant agreement (the "**Grant Agreement**") and a mortgage on the Project Facility in favor of the Agency securing a \$2,500,000 grant from the Agency (the "**Grant Mortgage**"). The Grant Agreement provides for the release of the Grant Mortgage provided the Company completed the Project Facility within three years and did not transfer ownership to an unrelated third party within five years of the Closing (the "**Release**"); and

WHEREAS, the Company has paid down the principal of the Original Mortgage such that the current outstanding principal balance on the Original mortgage is approximately \$13,531,305.00 and is now seeking to borrow an additional \$3,000,000 (the "**New Money**") secured by the Project Facility and consolidated with the Original Mortgage through KeyBank National Association (the "**New Mortgage**"). The New Mortgage shall be in an amount not to exceed Sixteen Million Five Hundred Thirty-One Thousand Three Hundred Five Dollars (\$16,531,305.00); and

WHEREAS, pursuant to a request dated February 7, 2019, the Company has requested the Agency participate in the New Mortgage and provide the associated exemption from mortgage recording tax with respect to the New Money (the "**Additional Financial Assistance**"), execute the necessary documents to effectuate the New Mortgage, the Release as well as any and all other documents required to effectuate the New Mortgage and the Release (collectively the "**Financing Documents**"); and

WHEREAS, the Additional Financial Assistance does not exceed \$100,000 and therefore does not require a public hearing; and

WHEREAS, the Agency Lease dated as of May 1, 2009, executed by the Company and the Agency in connection with the Project (the "*Agency Lease*"), anticipated the Agency's participation in such Additional Financing; and

WHEREAS, the Additional Financial Assistance, the New Mortgage and the Release are 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 request for the Additional Financial Assistance, the New Mortgage and the Release 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 Agency's granting of and participation in the Additional Financial Assistance, the New Mortgage and the Release and the execution and delivery of the Financing Documents will not result in a change to the Project as originally considered and therefore no further SEQRA review or action is required; and

(b) The Agency has the authority to, and hereby does, approve its granting of and participation in the Additional Financial Assistance, the New Mortgage and the Release, the execution and delivery of the Financing Documents and further confirms and approves of the award of the Additional Financial Assistance, as permitted by the Act, with respect to the New Mortgage. The (Vice) Chairman and/or Executive Director of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Financing Documents, or take any other action required to carry out the intent of, this Resolution upon the advice of counsel, and to execute and deliver any 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 deems appropriate, 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. The execution thereof by the (Vice) Chairman or Executive Director constitutes conclusive evidence of such approval.

(2) As a condition precedent to the Agency's participation in Additional Financial Assistance, the New Mortgage and the Release, the providing of the Additional Financial Assistance and the execution and delivery of the Financing Documents, all as set forth herein, the Company will submit to the Agency the appropriate administrative fee, including the Agency's legal fees associated with the Additional Financial Assistance, the New Mortgage, the Release and the Financing Documents; the Company shall execute and deliver the Financing

Documents and shall provide proof of insurance as required under the Agency Lease as well as any additional certificates or documents required by the Agency.

(3) Should the Agency's participation in the Additional Financial Assistance, the New Mortgage, the Release or the Financing Documents or any related documents be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Additional Financial Assistance, the New Mortgage, the Release or the Financing Documents, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

(4) 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.

(5) The Secretary and/or the Executive Director of the Agency is 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.

(6) This Resolution shall take effect immediately. 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:

AYE

NAY

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 February 19, 2019, 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 ___ day of February, 2019.

**CITY OF SYRACUSE INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
Rickey T. Brown, Secretary

(SEAL)

City of Syracuse
Industrial Development Agency
201 East Washington Street
Syracuse, NY 13202
Tel (315) 473-3275

EXECUTIVE SUMMARY

Agenda Item: 8

Title: 100 Madison Street Development

Requested By: Nora Spillane

OBJECTIVE: Approval of a resolution authorizing the Agency's participation in an inter municipal agreement with the City of Syracuse and the SLDC and the expenditure of funds in support.

DESCRIPTION:

Direct expenditure of fund: Yes No

Type of financial assistance requested

PILOT

Sales Tax Exemption

Mortgage Recording Tax Exemption

Tax Exempt Bonds

Other

SUMMARY: The City of Syracuse has authorized the transfer of title of the AXA Garage, plaza, and Tech Garden to the SLDC to undertake the substantial repairs that are critical to its continued operation. Although the transfer has not been finalized, in order to commence construction during this season, the SLDC has been advised by C&S Engineers (the City and SLDC's engineering firm) that preparation and planning of design and bidding documents should commence immediately. The SLDC has applied to Empire State Development for funding to complete the improvements and has received an incentive proposal in return. While terms of the proposal are being finalized, the City and SLDC are requesting the Agency enter into an inter municipal agreement to advance funds to the SLDC in an amount not to exceed \$1,500,00.00 to allow planning and design to continue. The facility is a critical asset supporting existing commercial facilities and the City's downtown core.

ATTACHMENTS:

1. Resolution

REVIEWED BY:

- Executive Director
- Audit Committee
- Governance Committee
- Finance Committee

Meeting: 2-19-19

Prepared By: J. A. DeLaney

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 19, 2019, 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 _____ and upon roll being called, the following members of the Agency were:

PRESENT:

EXCUSED:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____:

RESOLUTION AUTHORIZING THE AGENCY'S PARTICIPATION IN AN INTER-MUNICIPAL COOPERATION 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*") 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 make contracts and leases, and to execute all instruments necessary or convenient to or with any person, firm, partnership or corporation, either public or private; provided, however, that any extension of an existing contract, lease or other agreement entered into by an agency with respect to a project shall be guided by the provisions of this article and to do all things necessary or convenient to carry out its purposes and exercise the powers expressly given in this title; 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, the City of Syracuse, New York (the "**City**") owns and/or operates a garage complex located at 100 Madison St., Syracuse, New York, commonly known as the AXA Garage as well as the above-ground plaza all located in the City's central business district (collectively, the "**Garage**") which services some of the employees in the office complex known as the AXA Towers, located atop of the Garage, as well as surrounding business and the general public; and

WHEREAS, as part of a larger strategic plan, the City has authorized the transfer of title to the Garage to the Syracuse Local Development Corporation (the "**SLDC**") to undertake further development and improvements to the Garage although the transfer has not yet been finalized; and

WHEREAS, the City procured the services of C&S Engineers, Inc. ("**C&S**") and have been under contract with the C&S for over 10 years to perform project management services with respect to the Garage, giving C&S a unique understanding of the Garage, including the history of repairs as well as the current structural needs including reconstruction, planning and project management of the Garage; and

WHEREAS, since taking ownership in March, 1997, the City has dedicated millions of dollars to the maintenance of the Garage which now is in need of additional significant and extensive repairs to address infrastructure and streetscape improvements (collectively, the "**Improvements**"); and

WHEREAS, in November 2018, in anticipation of taking fee title and in accordance with its mission and powers, the SLDC contracted with C&S to continue performing its duties relative to the Garage including the preparation of a report detailing the scope of the Improvements; and

WHEREAS, the Improvements will be subject to a comprehensive plan of renovation, design and development, which will include the preparation of construction and bidding documents, all of which is being undertaken by C&S at the direction of the SLDC (collectively, the "**Plan**"), which is estimated to cost in excess of nine million dollars; and

WHEREAS, the City and/or the SLDC have applied for funding from Empire State Development Corporation (the "**ESDC**") which has indicated its commitment of certain funds to the Improvements and the Plan in accordance with an incentive proposal being prepared by ESDC; and

WHEREAS, C&S has recommended that the Plan start immediately to ensure the schedule for, and completion of, the Improvements occur within a reasonable timeframe to avoid further damage or deterioration to the Garage; and

WHEREAS, the Improvements to the Garage support several existing commercial facilities in the area and, equally if not more importantly, are imperative to attracting and retaining employers/employees in the AXA Towers and the newly announced Syracuse Surge economic development initiative of the City, all of which further the purposes and goals of the Agency, other Agency projects in the area, and will result in additional capital investment in the City; and

WHEREAS, in December 2018, the Agency closed on a transaction with the owner of the AXA Towers for certain renovations pursuant to which the owner committed to making over \$19,000,000 of new capital investment in the AXA Towers; and

WHEREAS, without the participation by the Agency the Plan and Improvements will be delayed putting the Garage at risk for increased damages, putting the employment levels in the AXA Towers at risk and potentially negatively impacting the Surge initiative and other Agency projects in the area; and

WHEREAS, to avoid any delay in the Plan or the Improvements while ESDC is finalizing the incentive proposal, the City and the SLDC have requested the Agency partner with the City and the SLDC in accordance with the terms of an inter-municipal cooperation agreement (the "**Cooperation Agreement**") to advance some or all of the funding associated with the Plan undertaken by C&S as more fully set forth herein, in an amount not to exceed \$1,500,000 (the "**Funds**"); and

WHEREAS, the Agency, the SLDC and the City desire to minimize further damage and deterioration at the Garage and eliminate delays for completing and implementing the Plan and the Improvements for the benefit of economic development in, and the residents of, the City.

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) 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 determined that the execution of the Cooperation Agreement and the advancement of the Funds constitutes a "Type II" action as that term is defined under SEQRA, and therefore no further review is required; and

(B) The Agency has determined that the execution of the Cooperation Agreement and the advancement of the Funds, in accordance with the terms hereof and upon additional terms and/or conditions as negotiated and approved by the Executive Director of the Agency, to carry out the intent of this Resolution, furthers the purposes of the Agency; and

(C) The Agency authorizes the expenditure of the Funds as set forth herein contingent upon the Executive Director, with the advice of counsel, negotiating the terms of the Cooperation Agreement and upon the execution thereof by all parties; and

(D) The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Cooperation Agreement, in accordance with the terms and intent hereof and to provide for the advancement of the Funds, at times and upon receipt of appropriate invoices demonstrating work completed in accordance with the Plan; 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 Cooperation Agreement or expend the Funds, 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:

AYE

NAY

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 February 19, 2019, 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 ____ day of February, 2019.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

(SEAL)