

RESOLUTION

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

PRESENT: Steven Thompson, Kenneth Kinsey, Kathleen Murphy, Rickey T. Brown, Michael Frame (via video conference at second location at NonoFab East, 257 Fuller Road, Albany, New York 12203)

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Susan Katzoff, Esq., Meghan Ryan, Esq., Judith DeLaney, John Vavonese, Debra Ramsey-Burns; Others Present: Michael Lisson, Aggie Lane, Gail Montplaisir, Anthony Dipeso, Wendy Rucelli, M. Latimer, Fred Swayze, Richelle Brown, Kevin McAuliffe, Esq., Steve Hillebrand, Norman Smith, Sharon Owens, Lauryn LaBourde, Ebony Farrow, Peter King

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

RESOLUTION AUTHORIZING THE AGENCY'S PARTICIPATION IN A 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 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*"), the totality of which is estimated to cost in excess of nine million dollars; and

WHEREAS, the SLDC has 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 Syracuse 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 has requested the Agency partner with the City and the SLDC in accordance with the terms of a cooperation agreement (the "**Cooperation Agreement**") to advance some or all of the funding associated with the Plan and Improvements 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.

WHEREAS, pursuant to State Environmental Quality Review Act and the regulations promulgated thereunder ("**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 entering into the Cooperation Agreement and the advancement of Funds is an action; and

WHEREAS, by resolution adopted November 5, 2018, the SLDC classified the Plan and the undertaking of the Improvements (collectively, the "**Project**") as a Type 1 Action and declared its intent to be "lead agency" (as defined by SEQRA) for the purposes of a conducting a coordinated environmental review pursuant to SEQRA; and

WHEREAS, the Agency was not an involved agency at the time the SLDC conducted a coordinated environmental review of the Project; and

WHEREAS, the SDLC determined that the Project will not have a significant effect on the environment, did not require the preparation of an Environmental Impact Statement with respect to the Project and prepared a negative declaration ("**Negative Declaration**") that summarizes its consideration of potential impacts in accordance with SEQRA; and

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

Section 1. Based upon an examination of the EAF prepared by the SLDC, the Negative Declaration prepared by the SLDC, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency's knowledge of the area surrounding the facility where the

Improvements will be undertaken; and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency finds and determines:

(A) With respect to the Project pursuant to SEQRA, the Agency adopts the determination of the SLDC that 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.

(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 by the Executive Director and approved by the Chairman 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 approval thereof by the Chairman 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:

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on March 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 19 day of April, 2019.

City of Syracuse Industrial Development Agency



Rickey T. Brown, Secretary

(SEAL)