

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on April 16, 2019 at 8:00 a.m. in the Common Council's Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

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

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

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Susan R. Katzoff, Esq., Judith DeLaney, John Vavonese, Debra Ramsey-Burns; Others Present: Aggie Lane, Anthony Dipeso, Lauryn LaBourde, Rich Puchalski, Bob Wilmott, Stephanie Pasquale

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

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE, EXECUTE AND DELIVER A CONTRACT NOT TO EXCEED \$80,000.00 TO ENGAGE CLARION ASSOCIATES IN FURTHERANCE OF THE OPENCOUNTER PROJECT PREVIOUSLY UNDERTAKEN

WHEREAS, the policy of the State of New York (the "*State*") set forth in Title 1 of Article 18-A of the General Municipal Law of the State, as amended (the "*IDA Act*"), is to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation, economically sound commerce and industry through governmental action for the purpose of preventing unemployment and economic deterioration by the creation of industrial development agencies and to protect and promote the health of the inhabitants of the State and to increase trade through promoting the development of facilities to provide recreation for the citizens of the State and to attract tourists from other states; and

WHEREAS, City of Syracuse Industrial Development Agency (the "*Agency*") constitutes an industrial development agency established under the IDA Act and Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (together with the IDA Act, the "*Act*") and is thereby authorized and empowered 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, educational or cultural facilities, railroad facilities and certain horse racing facilities, thereby advance the job opportunities,

health, general prosperity and economic welfare of the people of the State and 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 acquire, hold and dispose of personal property for its corporate purposes; with the consent of the municipality, to use agents, employees and facilities of the municipality and pay the municipality its agreed proportion of the compensation or costs therefor; to appoint officers, agents and employees and pay their compensation out of funds of the Agency; make contracts and leases; to use gifts, grants, loans or contributions for any of its corporate purposes; and to all things necessary or convenient to carry out its purposes and exercise the powers expressly given in the IDA Act; and

WHEREAS, the Agency previously 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*") in furtherance of the Agency's corporate purposes; and

WHEREAS, the Agency has been working with the OpenCounter Enterprises, Inc. and certain City agencies to identify a comprehensive, open source, online and mobile gateway for businesses and entrepreneurs that connect them to the resources necessary to obtain the required approvals to open or expand a business in the City (the "*OCE Project*") which necessarily involves zoning; and

WHEREAS, the City of Syracuse, New York (the "*City*") has been working on overhauling its zoning ordinance for over three years (the "*Re-Zone*") in order to modernize the ordinance to more accurately reflect the City's demographics, geographics and needs and engaged the Company to assist with the Re-Zone project; and

WHEREAS, the Re-Zone project dovetails with the OCE Project and the City has requested the Agency continue its partnership with respect to the additional resources necessary to implement both the OCE Project and the Re-Zone; and

WHEREAS, the Agency is desirous of continuing to facilitate the advancement and implementation of the OCE Project and the Re-Zone to create economic development resources to streamline the process for businesses and entrepreneurs looking to do business within the City; and

WHEREAS, the Agency anticipated this next phase in its budget for this year and the Executive Director of the Agency seeks authority from the Agency to negotiate, execute and deliver a contract, in an amount not to exceed \$80,000 (the "*Contract*") with Clarion Associates (the "*Company*") to create an administrative manual, prepare new development applications and provide service to evaluate the new zoning ordinance's performance over a period of a year (hereinafter the "*Scope of Services*"); and

WHEREAS, the contract amount (not to exceed \$80,000) shall be paid solely from the Agency's unencumbered funds (the "*Funds*"); and

WHEREAS, consistent with the Agency's procurement policy, the Agency is permitted to contract with vendors already under contract with the City to perform similar services; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "**SEQRA**"), the Agency is required to make a determination as to whether the "action" (as said quoted term is defined in SEQRA) to be taken by the Agency may have a "significant impact on the environment" (as said quoted term is utilized in SEQRA). The Agency has classified the execution and delivery of the Contract and the performance of the Work as a "Type II" action as that term is defined under SEQRA, and therefore no further review is required; and

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

Section 1. Based upon the representations made to the Agency, the Agency makes the following findings and determinations:

- (a) The action authorized pursuant to this Resolution constitutes a Type II action under SEQRA and no further review is required; and
- (b) The Agency has determined that the services offered by the Company will provide a unique benefit, offered at a reasonable cost; and
- (c) The Agency has the statutory authority to enter into the Contract for the Scope of Services; and
- (d) The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Contract, in accordance with the terms hereof to provide for the Scope of Services, as presented at this meeting and expend the Funds to engage the Company to undertake the work and to perform and provide the Scope of Services as set forth herein, and in substantially the same form as contracts undertaken by the City with the Company, consistent with 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. The execution thereof by the Executive Director shall constitute conclusive evidence of such approval; and
- (e) The Agency authorizes the expenditure of Funds as set forth herein and upon execution and delivery of the Contract by the Company; and
- (f) The Agency has the statutory authority to enter into the Contract for the Scope of Services; and

- (g) The undertaking of the Scope of Work and the execution and delivery of the Contract is in furtherance of the Agency's corporate purposes and promotes economic development and prosperity of the inhabitants of the City and help attract, encourage and develop recreation, economically sound commerce and industry as well as the general prosperity and economic welfare of the people of the City in furtherance of the purposes of the Act.

Section 2. The Agency hereby authorizes the expenditure of the Funds, the undertaking of the Scope of Work, subject to the negotiation, execution and delivery by all parties of the Contract by and between the Agency and Company in accordance with the terms hereof. The Chairman, Vice Chairman and/or Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Contract in accordance with the terms hereof and upon advice of counsel. The execution thereof by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

Section 3. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to advance the Funds or participate in the Contract, this Resolution shall automatically become null, void and of no further force and effect with respect thereto, and the Agency shall have no liability to the Company hereunder or otherwise.

Section 4. No covenant, stipulation, obligation or agreement contained in this Resolution 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. None of the members or officers of the Agency shall be liable or be subject to any personal liability or accountability by reason of the execution of any document referred to above.

Section 5. The Secretary and/or staff of the Agency is hereby authorized and directed to distribute copies of this Resolution to 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. 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
Michael Frame	X	
Steven Thompson	X	
Kathleen Murphy	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on April 16, 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 20 day of August, 2019.

City of Syracuse Industrial Development Agency



Rickey T. Brown, Secretary

(S E A L)

