

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 28, 2017, at 8:30 o'clock a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

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

PRESENT: William Ryan, Steven Thompson, Kenneth Kinsey

EXCUSED: M. Catherine Richardson, Donald Schoenwald

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff: Honora Spillane, Judith DeLaney, Meghan Ryan, Esq., Susan Katzoff, Esq., John Vavonese, Meghan Ryan, Esq.; Others: James Trasher, Brian Rosen, Leann West, Aggie Lane, Barry Lentz, Lauryn LaBorde, Patrick Parker, Alex Marion, Jared Hutter; Media: Rick Moriarty, Syracuse Newspapers, Mary Koelar, CNY Central, Mike Burke, Daily Orange

The following resolution was offered by Steven Thompson and seconded by Kenneth Kinsey:

RESOLUTION APPROVING AN INCREASE IN THE AMOUNT OF FINANCIAL ASSISTANCE AWARDED TO THE PROJECT IN THE FORM OF AN EXEMPTION FROM STATE AND LOCAL SALES AND USE TAX; AND AUTHORIZING THE EXECUTION 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, 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 July 17, 2012 (the “*Inducement Resolution*”), the Agency approved the undertaking of a project (the “*Project*”) at the request of Rapid Response Monitoring Services, Inc. (the “*Company*”) consisting of: (A)(i) the acquisition of an interest in approximately 65,000 square feet of improved real property located at 400 West Division Street, 365 Spencer Street (rear), 301 Spencer Street and Solar Street in the City of Syracuse, New York (the “*Land*”); (ii) the renovation of an approximately 37,500 square foot building and the construction of an approximately 20,000 square foot building to be used as the Company’s main call center and related activities; and related parking all located on the Land (collectively, the “*Facility*”); (iii) the acquisition and installation thereon of furniture, fixtures and equipment (the “*Equipment*”, and together with the Land and the Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property tax, mortgage recording tax and sales and use taxation (collectively, the “*Original Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, renovation and equipping of the Project Facility; and (D) the lease of the Project Facility by the Agency pursuant to a lease agreement and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Agency previously conducted an environmental review of the Project under 6 NYCRR Part 617 (“*SEQRA*”) and determined that the Project constituted an "Unlisted Action" which would not have a significant impact on the environment under SEQRA; and

WHEREAS, among other things, pursuant to the Inducement Resolution, the Agency appointed the Company as an agent of the Agency for purposes of completing the Project and benefitting from the sales and use tax exemption; and

WHEREAS, by resolutions adopted on, April 23, 2014 and October 21, 2014 (collectively the “*Resolutions*”), the Agency approved the Original Financial Assistance which included the appointment of the Company as an agent of the Agency for purposes of completing the Project (the “*Appointment*”) and an amendment to the Inducement Resolution authorizing an amount not to exceed \$950,000 in State and local sales and use tax exemption benefits comprising the Financial Assistance approved for the Project (“*Original Sales Tax Exemption*”); and

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

WHEREAS, through a series of requests and approvals, the Agency extended the Company’s appointment as agent of the Agency for purposes of exemptions from State and local

sales and use taxes through and including December 31, 2017 to provide the Company an opportunity to complete the Project Facility; and

WHEREAS, the Company has confirmed that to date they have realized approximately \$828,450 of their total awarded State and local sales and use tax exemption of \$950,000; and

WHEREAS, in its original application to the Agency, the Company represented, in exchange for the Original Financial Assistance, that it would create approximately 500 full time equivalent (“*FTE*”) jobs; and

WHEREAS, to date, the Company has created approximately 508 FTE jobs and anticipates having a total of approximately 658 FTE jobs by the end of 2017; and

WHEREAS, based upon the growth of the Company, and the resultant changes in the Project scope, the Company is requesting an increase in the amount of the Original Sales Tax Exemption from \$950,000 to \$1,450,000 (the “*Additional Financial Assistance*”) to account for an increase in associated costs; and

WHEREAS, the Agency conducted a public hearing with respect to the Company’s request for Additional Financial Assistance on February 28, 2017 pursuant to Section 859-a of the Act, notice of which was published on February 14, 2017 in the Post-Standard, a newspaper of general circulation in the City of Syracuse, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated February 13, 2017; and

WHEREAS, the Agency has given due consideration to the request for Additional Financial Assistance and to representations by the Company that the proposed Additional Financial Assistance: (i) will facilitate the Company’s ability to develop the Project in the City of Syracuse; and (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located in the State, except as may be permitted by the Act; (iii) undertaking the Project has advanced, and will continue to advance, job opportunities in the State and promote the general prosperity and economic welfare of the inhabitants of the City of Syracuse in furtherance of the purposes of the Act;

WHEREAS, the approval of the Additional Financial Assistance and the execution and delivery of the documents related thereto will not result in a change to the Project as originally considered and therefore no further SEQRA action is required.

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, and the reasons presented by the Company in support of its request for the Additional Financial Assistance, the Agency hereby approves the Additional Financial Assistance and the (Vice) Chairman and Secretary, acting individually, are each authorized to execute and deliver the documents and agreements identified herein and any and all 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 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.

(2) The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from New York State sales and use exemptions benefits. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefits comprising the total aggregate Original Financial Assistance and Additional Financial Assistance approved shall not exceed \$1,450,000.

(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.

(4) The Secretary and/or the Executive Director of the Agency are 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.

(5) This Resolution shall take effect immediately, but is subject to execution by the Company of a project agreement, in form substantially similar to project agreements used by the Agency for other projects (the "***Project Agreement***"); and the payment by the Company of the Agency's administrative fee associated with the Additional Financial Assistance and the payment of the Agency's legal fees associated herewith and therewith.

(6) 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:

	<u>AYE</u>	<u>NAY</u>
William Ryan	X	
Steven Thompson	X	
Kenneth Kinsey	X	

The foregoing Resolution was thereupon declared duly adopted.

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

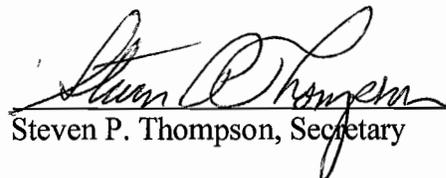
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on February 28, 2017, with the original thereof 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 18 day of April, 2017.

City of Syracuse Industrial Development Agency



Steven P. Thompson, Secretary

(S E A L)