

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session, remotely by conference call or similar service pursuant to New York State Executive Order 202.97 on April 13, 2021, at 8:00 a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT: Janice Herzog
Victor Ianno
Steve Morgan
Susan Stanczyk

ABSENT: Patrick Hogan
Fanny Villarreal
Kevin Ryan

ALSO PRESENT: Robert M. Petrovich, Executive Director
Kevin R. McAuliffe, Esq., Agency Counsel
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Victor Ianno, seconded by Susan Stanczyk, to wit:

RESOLUTION AUTHORIZING THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION (THE "COMPANY") TO PURSUE APPLICATIONS FOR FUNDING TO IMPROVE RAILROAD INFRASTRUCTURE

WHEREAS, Onondaga County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, as amended (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, pursuant to various resolutions, the Agency previously indicated its intent to undertake a project (the "Project") consisting of (A)(i) the Agency's acquisition from Consolidated

Rail Corporation ("Conrail") of certain real property containing a total of 10 route miles of railroad line located in Onondaga County, New York consisting of a portion of Conrail's Janesville Industrial Track, Lake Industrial Track (including the Saltland Spur) and Track 7 of the Chicago Line together with all interests of Conrail in and to any leases, licenses, permits, agreements and privileges pertaining thereto (collectively, the "Land") and all buildings, improvements, structures and related facilities (including all track, bridges, signals, switches and related railroad transportation equipment) affixed or attached to the Land (the "Improvements") (the Land and the Improvements are referred to collectively as the "Facility"); (ii) the improvement and upgrading of the Facility by constructing, reconstructing and/or rehabilitating track and constructing passenger platforms and other railroad supporting service facilities (collectively, the "Facility Upgrades"), and (iii) the acquisition and installation on the Facility of certain equipment in connection with the Facility Upgrades (the "Equipment") (the Land, Improvements and Equipment are referred to collectively as the "Project Facility"); (B) the granting of trackage rights to Conrail for the exclusive operation of rail common carrier freight service over the Facility; (C) the lease of the Facility to the Company for the exclusive operation of shuttle/excursion rail services and for the overall management and maintenance of the Facility pursuant to a lease agreement between Syracuse, Binghamton and New York Railroad Corporation ("SB&NY") and the Agency; and (D) the financing of a portion of the costs of the Facility Upgrades through \$771,200 to be provided by the New York State Department of Transportation; and

WHEREAS, the Project was carried out pursuant to certain deed from Conrail to the Agency dated April 12, 1993 and recorded in the Onondaga County Clerk's Office at book 3842 page 257, a certain lease agreement dated as of April 1, 1993, in which the Agency leased the Facility to SB&NY and SB&NY agreed to pay annual payments in lieu of taxes as a portion of rent for the Facility and a Trackage Rights Agreement dated as of April 1, 1993 in which the Agency granted exclusive local and overhead freight common carrier trackage rights to Conrail; and

WHEREAS, pursuant to an Assignment of Trackage Rights Agreement dated as of August 18, 1995 by and among Conrail, the Company and the Agency, Conrail assigned its trackage rights to the Company and pursuant to a Partial Assignment of Agreement dated as of August 18, 1995, by and between Conrail and the Company, Conrail assigned its reversionary and contingent property rights in the Land to the Company; and

WHEREAS, the Company has requested the Agency's support and consent to it seeking funding opportunities (the "2021 Funding") to fund improvements to railroad infrastructure of the Facility (the "Improvements") at the sole cost and expense of the Company; and

WHEREAS, the Agency desires to support and consent to the Company's request to seek the 2021 Funding for the Improvements and to delegate to the Executive Director of the Agency the power to negotiate, execute and deliver, on behalf of the Agency, any documents necessary or convenient to implement the provisions of this Resolution; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency must determine the

potential environmental significance of the Company's request to seek the 2021 Funding for the Improvements.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Company's request to seek the 2021 Funding for the Improvements is a "Type II action" (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Company's request to seek the 2021 Funding for the Improvements.

Section 2. 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. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial 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. The Agency hereby supports and consents to the Company's seeking 2021 Funding for the Improvements. The Agency hereby delegates to the Executive Director the power to negotiate, execute and deliver, on behalf of the Agency, any documents necessary or convenient to implement the provisions of this Resolution.

Section 4. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to 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.

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

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>	<u>ABSTAIN</u>
Patrick Hogan			X	
Janice Herzog	X			
Victor Ianno	X			
Steve Morgan	X			
Susan Stanczyk	X			
Kevin Ryan			X	
Fanny Villarreal			X	

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), as modified by New York State Executive Order 202.97, said meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law, and (D) there was a quorum of the members of the Agency present throughout said meeting.

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 this ___ day of April 2021.

(SEAL)


Secretary