

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session on February 9, 2023, at 8:30 a.m., local time, at 335 Montgomery Street, 2nd Floor, Syracuse, New York.

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: Patrick Hogan
Janice Herzog
Susan Stanczyk
Kevin Ryan

ABSENT: Victor Ianno
Steve Morgan
Fanny Villarreal

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel

The following resolution was offered by Janice Herzog, seconded by Susan Stanczyk, to wit:

RESOLUTION AUTHORIZING ASSUMPTION OF CONTRACT FOR TOPOGRAPHY/SURVEY SERVICES.

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") and Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, as amended, constituting Section 895 of said General Municipal Law (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 (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency currently owns and is developing White Pine Commerce Park (the "Park") located northeast of the intersection of NYS Route 31 and Caughdenoy Road, including the expansion to areas north and east generally located along NYS Route 31 and the east and west sides of Burnet Road, all in the Town of Clay, Onondaga County, New York; and

WHEREAS, pursuant to a resolution of the Agency duly adopted on February 7, 2017, the Agency appointed the firm of O'Brien & Gere (which firm subsequently merged into Ramboll, is now known as Ramboll and is hereinafter referred to as the "Engineer") to facilitate engineering studies necessary in connection with development of the Park; and

WHEREAS, the Agency and the Engineer entered into that certain professional services agreement on March 20, 2017 (the "Original Agreement") to memorialize the terms of the engineering studies the Engineer would provide the Agency in connection with development of the Park, as amended pursuant to a September 13, 2022 resolution of the Agency by an amendment to the Service Agreement (the "Service Agreement Amendment" and collectively with the Original Agreement, the "Service Agreement"); and

WHEREAS, pursuant to the Service Agreement, the Engineer may procure, select, plan, coordinate and oversee subcontractors in connection with providing the services under the Service Agreement; and

WHEREAS, in order to further support the continued development of the Park, pursuant to resolution of the Agency adopted on November 8, 2022, the Agency authorized the Engineer to procure, select, coordinate and oversee subcontract(s) for survey and topographic work at the Park, within the scope of the Service Agreement; and

WHEREAS, the Engineer procured two bids and selected Thew Associates PE-LS, PLLC ("Thew Associates") as a subcontractor, with the Engineer coordinating and overseeing Thew Associates, for survey and topographic work at the Park (the "Survey/Topographic Work"), within the scope of the Service Agreement; and

WHEREAS, pursuant to a resolution of the Agency adopted on November 29, 2022, the Agency authorized the amendment of the Service Agreement to increase the contract amount by \$109,700.00 for survey and topographic work at the Park (the Service Agreement as so amended, the "Amended Service Agreement"); and

WHEREAS, the Engineer entered into a contract with Thew Associates with respect to the Survey/Topographic Work (the "Thew Contract"); and

WHEREAS, pursuant to a resolution of the Agency adopted on February 9, 2023, the Agency authorized the suspension the Service Agreement effective January 31, 2023; and

WHEREAS, the Agency shall only pay the Engineer for such Survey/Topographic Work undertaken prior to January 31, 2023; and

WHEREAS, the Agency desires that Thew Associates complete the Survey/Topographic Work after the January 31, 2023 termination of the Service Agreement; and

WHEREAS, the Executive Director of the Agency has recommended to the Agency that the Agency assume the Thew Contract in an amount not to exceed \$109,200 in order for Thew Associates to complete the Survey/Topographic Work after the January 31, 2023 termination of the Service Agreement; and

WHEREAS, the assumption of the Thew Contract would be an exception to the general methods of procurement under the Agency's Procurement Policy as it is a sole source of a good/service contract, however such exception would be permitted under the Agency's Procurement Policy because Thew Associates has substantial prior experience relative to the Survey/Topographic Work as it has been undertaking such work pursuant to the Service Agreement and it is an issue of timeliness and cost effectiveness to have Thew Associates complete the work that Thew Associates is already in the process of undertaking;

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

Section 1. The Agency hereby approves the assumption of the Thew Contract.

Section 2. The Executive Director of the Agency is hereby authorized, on behalf of the Agency and upon the advice of the Agency's counsel, to execute and deliver such documentation as is necessary to assume the Thew Contract, in a form or forms to be approved by the Executive Director, upon the advice of Agency counsel, the execution thereof to constitute conclusive evidence of such approval.

Section 3. This Resolution shall take effect immediately.

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>
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)

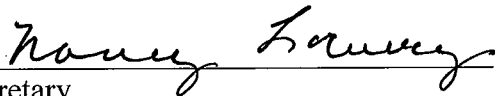
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held February 9, 2023, with the original thereof on file 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"), 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 9 day of February, 2023.

(SEAL)


Secretary