

GRANT APPROVAL RESOLUTION

A special 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 202.60 on September 22, 2020, 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: Patrick Hogan
Janice Herzog
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan
Fanny Villarreal

ABSENT: None.

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

The following resolution was offered by Janice Herzog, seconded by Victor Ianno, to wit:

RESOLUTION APPROVING GRANT TO BJ SPORT & FITNESS, LLC UNDER THE COVID-19 GRANT PROGRAM

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, 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, an outbreak of the infectious disease COVID-19 (Coronavirus), a respiratory disease caused by a new strain of coronavirus that was first detected in China and has since spread to other countries, including the United States and the State, has been declared a Public Health

Emergency of International Concern by the World Health Organization and a global pandemic;
and

WHEREAS, the outbreak of COVID-19 has affected travel, commerce, and financial markets globally and is widely expected to affect economic growth locally and worldwide; and

WHEREAS, new State legislation went into effect on June 17, 2020 (the “COVID-19 Grant Legislation”) that expands the powers of the Agency under the Act in order to provide industrial development agencies (“IDAs”) with flexibility to support small business and non-profits during the COVID-19 pandemic; and

WHEREAS, the COVID-19 Grant Legislation amends the Act to allow IDAs to provide grants to small businesses and small not-for-profit corporations (in either case, having no more than 50 employees) with grants of no more than \$10,000 for the purpose of acquiring personal protective equipment and/or installing fixtures necessary to prevent the spread of COVID-19 (the “Authorized Purposes”); and

WHEREAS, IDAs may provide grants pursuant to the COVID-19 Grant Legislation only while Executive Order 202, as amended, is in effect (the “Permitted Period”); and

WHEREAS, pursuant to the COVID-19 Grant Legislation, an IDA must determine that an applicant meets the following criteria (the “Qualifying Criteria”) before providing a grant: (i) was a financially viable entity prior to March 2020; (ii) conducts business in the area served by the IDA; and (iii) has been negatively affected by COVID-19; and

WHEREAS, pursuant to a resolution duly adopted by the Agency on August 11, 2020, the Agency established a grant program pursuant to the COVID-19 Grant Legislation (the “COVID-19 Grant Program”) subject to the restrictions in the COVID-19 Grant Legislation and as provided therein or otherwise by the Agency and authorized the use of not more than \$500,000 of Agency funds to fund the COVID-19 Grant Program; and

WHEREAS, BJ Sport & Fitness, LLC (the “Applicant”) has submitted an application to the Agency (the “Application”) to receive grant funds under the COVID-19 Grant Program for the purpose of acquiring personal protective equipment and/or installing fixtures necessary to prevent the spread of COVID-19, which purposes are further detailed in the Application; and

WHEREAS, the Agency staff have reviewed the Application, determined that the Applicant meets the Qualifying Criteria and has recommended that the Agency approve a grant to the Applicant in the amount of \$3,215.00 for the Authorized Purposes; and

WHEREAS, the members of the Agency have reviewed and considered the Application, determined that the Applicant meets the Qualifying Criteria and desire to approve a grant (the “Grant”) to the Applicant for the Authorized Purposes; and

WHEREAS, as a condition precedent to the disbursement of Grant funds to the Applicant, the Agency proposes to enter into a grant agreement with the Applicant (the “Grant Agreement”) that sets forth the terms and conditions of the Grant, including (i) a covenant to use grant funds for

the Authorized Purposes; and (ii) recapture provisions in the event that funds are not used for the Authorized Purposes;

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

Section 1. The Agency, based upon the representations made by the Applicant to the Agency in the Application, hereby finds and determines that:

- (A) The Applicant is a small business with not more than fifty employees.
- (B) The Applicant is physically located in the State.
- (C) The Applicant meets the Qualifying Criteria:
 - i. The Applicant was a financially viable entity prior to March 2020;
 - ii. The Applicant conducts business in the area served by the Agency; and
 - iii. The Applicant has been negatively affected by COVID-19.
- (D) The Applicant has incurred and/or will incur expenses for the purpose of acquiring personal protective equipment and/or installing fixtures necessary to prevent the spread of COVID-19.

Section 2. In consequence of the foregoing, the Agency hereby authorizes a grant under the COVID-19 Grant Program to the Applicant in an amount not to exceed \$10,000. Notwithstanding the foregoing, the execution and delivery of the Grant Agreement shall be a condition precedent to the disbursement by the Agency of any Grant funds to the Applicant.

Section 3. (A) The Grant Agreement shall be in form and substance satisfactory to the Executive Director and Agency Counsel. The Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver, on behalf of the Agency, to the Grant Agreement and any such documents as may be necessary to evidence the terms of this resolution (collectively, the "Agency Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of the Grant Agreement shall be a condition precedent to the disbursement of any Grant funds to the Applicant.

(B) The Executive Director of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 5. The Agency Documents shall be deemed the obligation of the Agency, and not of any member, officer, agent or employee of the Agency in his/her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Agency Documents shall not constitute or give rise to an obligation of the State of New York or the County of Onondaga, New York and neither the State of New York nor the County of Onondaga, New York shall be liable thereon, and further, such documents shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

Section 6. 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)

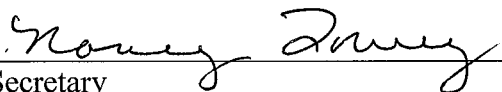
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 22, 2020, with the original thereof 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 202.60, 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 22nd day of September, 2020.

(SEAL)


Secretary