

**CF ANACONDA SYR LLC**  
**RESOLUTION APPROVING LEASE**  
**(3101-19-10A)**

A special meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session, remotely by conference call or similar service pursuant to 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 Susan Stanczyk, to wit:

**RESOLUTION CONSENTING TO A LEASE BY CF  
ANACONDA SYR LLC TO AMAZON.COM SERVICES LLC.**

**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**, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, improve, maintain, equip or furnish one or more

“projects” (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and to issue bonds and provide for the rights of the holders thereof; and

**WHEREAS**, the Agency is undertaking a project (the “Project”) on behalf of TC Syracuse Development Associates, LLC (the “Developer”) consisting of the following: (A)(1) the acquisition of a leasehold interest in an approximately 110 acre parcel of land located at 7211 and 7219 Morgan Road (tax map no. 114.-01-02.3) in the Town of Clay, Onondaga County, New York (the “Land”); (2) the construction of an approximately 3.7 million square foot, approximately five-story building for use as a warehouse and distribution facility (the “Facility”); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Original Equipment”) (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Developer or such other person as may be designated by the Developer and agreed upon by the Agency; and

**WHEREAS**, in connection with the Project, (A) the Agency (1) acquired a controlling interest in the Project pursuant to a certain underlying lease agreement (the “Underlying Lease”) by and between the Developer and the Agency dated as of July 1, 2020 pursuant to which the Developer leased to the Agency the Land and all improvements then or thereafter located on the Land and a memorandum of which was recorded in the Onondaga County Clerk’s office (the “Clerk’s Office”) on August 5, 2020 as instrument number 2020-00026026; (2) received a bill of sale dated as of July 1, 2020 (the “Bill of Sale”) from the Developer, which conveyed to the Agency all right, title and interest of the Developer in the Equipment; (3) entered into a certain lease agreement (the “Lease Agreement”) by and between the Developer and the Agency dated as of July 1, 2020, pursuant to which the Developer agreed to undertake the Project as agent of the Agency and the Developer further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project a memorandum of which was recorded in the Clerk’s Office on August 5, 2020 as instrument number 2020-00026027; (4) entered into a certain payment in lieu of tax agreement (the “PILOT Agreement”) by and between the Developer and the Agency, dated as of July 1, 2020; (5) entered into a project agreement (the “Project Agreement”) by and between the Agency and the Developer dated as of July 1, 2020 that complies with the requirements of Section 859-a(6) of the Act; (B) the Developer entered into numerous sub-agent agreements in the form of Exhibit B to the Project Agreement each between the Developer and one of the numerous sub-agents appointing same as sub-agent to the Agency for the purpose of sales and use taxes (collectively, the “Sub-Agent Agreements”); and (C) the Agency and the Developer executed various certificates relating to the Project (collectively, with the Underlying Lease, the Bill of Sale, the Lease Agreement, the PILOT Agreement, the Project Agreement and the Sub-Agent Agreements, the “Closing Documents”); and

**WHEREAS**, pursuant the Project Agreement the Agency filed a New York State Department of Taxation and Finance form entitled “IDA Appointment of Project Operator or Agency for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the

Act) (the “Thirty-Day Sales Tax Report”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales and use tax exemption benefits for the Project (the “Additional Thirty-Day Project Report”); and

**WHEREAS**, by a resolution of the Agency duly adopted on September 15, 2020, the Agency approved the sale of the Project Facility from the Developer to CF Anaconda SYR LLC (the “Company”) pursuant to a certain purchase and sale agreement and provided its consent to the assignment and assumption of the Closing Documents from the Developer to the Company; and

**WHEREAS**, the Company has notified the Agency that it will lease the Project Facility to Amazon.Com Services LLC (the “Tenant”) (the “Lease Transaction”) pursuant to a certain lease agreement (the “Amazon Lease”); and

**WHEREAS**, pursuant to section 9.3 of the Lease Agreement, the Lease Transaction is permitted with the prior written consent of the Agency; and

**WHEREAS**, pursuant to the Amazon Lease, the Tenant shall, at its expense, maintain sufficient insurance covering the Project Facility and the Tenant has provided evidence of the insurance to be put in place at the commencement of the Amazon Lease (the “Tenant Insurance”) to the Agency for review, and the Agency, after consultation with Counsel, has determined the Tenant Insurance is sufficient, as provided, to satisfy the insurance requirements of the Closing Documents; and

**WHEREAS**, the Agency is willing to consent to the Lease Transaction; 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”), an environmental review of the Project was conducted by the Agency resulting in the issuance of a Negative Declaration dated October 31, 2020; and

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

**Section 1.** The Agency hereby finds and determines that by virtue of the Act, that:

(a) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) It is desirable and in the public interest for the Agency to consent to the Lease Transaction subject to Section 3 hereof.

**Section 2.** The Agency hereby consents to the Lease Transaction.

**Section 3.** Notwithstanding any provisions to the contrary herein, the Company hereby remains obligated to perform all of the covenants and obligations under the Company Documents, including, but not limited to all past, present and future rights to defend and indemnify owed to the Agency under the Lease Agreement, as well as expenses and other amounts owed to the Agency under the Company Documents. The obligations of the Company under this provision extend to the Company Documents as each of said documents exists today, as well as any future amendments thereto consented to in writing by the Company.

**Section 4.** The Executive Director is hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any 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.

**Section 5.** 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.

**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.

**Section 7.** The Executive Director of the Agency is hereby authorized and directed 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.

**Section 8.** This Resolution shall take effect immediately upon adoption.

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>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        )

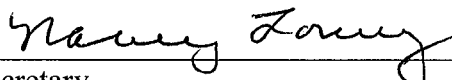
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held September 22, 2020, with the original thereof on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