

**CF ANACONDA SYR LLC**  
**SALES AND USE TAX EXEMPTION REALLOCATION**  
**PUBLIC HEARING RESOLUTION**  
**(3101-19-10A)**

A regular 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 202.87, on January 12, 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:** Patrick Hogan  
Janice Herzog  
Steve Morgan  
Sue Stanczyk  
Kevin Ryan  
Victor Ianno  
Fanny Villarreal

**ABSENT:**

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

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

**RESOLUTION AUTHORIZING A PUBLIC HEARING IN  
CONNECTION WITH THE REALLOCATION OF FINANCIAL  
ASSISTANCE IN CONNECTION WITH THE ACQUISITION,  
CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY  
FOR CF ANACONDA SYR LLC**

**WHEREAS**, Onondaga County Industrial Development 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**, pursuant to a resolution dated October 31, 2020, the Agency agreed to undertake 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 “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, provided its consent to the assignment and assumption of the Closing Documents (the “Assignment and Assumption Transaction”) from the Developer to the Company, authorized the Developer to remain an agent of the Agency with the authority to designate agents and sub-agents of the Agency for sales and use tax exemption purposes and confirmed that the amount of State and local sales and use tax exemption benefit comprising the Financial Assistance shall remain the same as initially approved by the Agency which, for the purposes of clarity, meant it shall not exceed \$20,000,000.00 (the “Total Sales Tax Exemption”) and shall expire on December 31, 2022; and

**WHEREAS**, in connection with the Assignment and Assumption Transaction, the Developer assigned to the Company and the Company assumed from the Developer all of the Developer’s rights, covenants and obligations under the Closing Documents pursuant to an omnibus assignment and assumption agreement dated October 1, 2020 by and between the Developer and the Company and consented to by the Agency; and

**WHEREAS**, the Agency and the Company entered into an amendment to project agreement by and between the Agency and the Company dated as of October 1, 2020 (the “Amendment”) which Amendment memorialized the ability of the Developer to appoint sub-agents for purposes of the Project subsequent to the Assignment and Assumption Transaction; and

**WHEREAS**, by a resolution of the Agency duly adopted on September 22, 2020, the Agency approved the lease of the Project Facility from the Company to Amazon.Com Services LLC (the “Tenant”) pursuant to a certain lease agreement; and

**WHEREAS**, on January 6, 2021, the Tenant submitted a letter notifying the Agency that the Tenant will purchase a portion of the Equipment in the amount of \$100,000,000 and requesting the Agency approve a reallocation (the “Reallocation”) of the Total Sales Tax Exemption such that the Company is able to use \$12,000,000 and the Tenant is able to use \$8,000,000; and

**WHEREAS**, pursuant to the Act, any approval of the Reallocation contained herein is contingent upon a determination by the members of the Agency to proceed with the Reallocation following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Reallocation.

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

Section 1. The Agency hereby authorizes the Executive Director, prior to the approval of the Reallocation, after consultation with counsel to the Agency, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the proposed Reallocation being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility is located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at a public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and the Tenant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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>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 January 12, 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 202.87, 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 12<sup>th</sup> day of January, 2021.

(SEAL)

  
Secretary