

**CAMILLUS MILLS REDEVELOPMENT COMPANY, INC. &
CAMILLUS MILLS PHASE II, LLC**

**APPROVING RESOLUTION
(3101-21-08A)**

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 202.105 on May 11, 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
Victor Ianno
Susan Stanczyk
Kevin Ryan
Fanny Villarreal

ABSENT: Steve Morgan

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 Janice Herzog, seconded by Victor Ianno, to wit:

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN
CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A
PROJECT FOR CAMILLUS MILLS REDEVELOPMENT COMPANY,
INC. & CAMILLUS MILLS PHASE II, 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 and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to an application (the “Application”) submitted to the Agency by Camillus Mills Phase II, LLC (the “Operating Company”) and Camillus Mills Redevelopment Company, Inc. on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, the Operating Company and the Real Estate Holding Company requested that the Agency undertake a project (the “Project”) for the benefit of the Operating Company, the Real Estate Holding Company and/or entities formed or to be formed on behalf of the foregoing consisting of the following: (A)(1) the acquisition of a leasehold interest in an approximately 1.97 acre parcel of land located at 52 Genesee Street (tax map no. 002.-01-02.1) in the Village of Camillus, Onondaga County, New York; (2) the construction on the Land of an approximately 60,500 square foot building, consisting of approximately fifty-eight (58) market rate apartments, and approximately 6,500 square feet of commercial/retail space, approximately ninety-seven (97) parking spaces and related amenities (the “Facility”); and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Facility Equipment”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “Company Project Facility”) such Company Project Facility to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate holding Company to the Operating Company; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively the “Equipment” and together with the Company Project Facility, 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 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 Company Project Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, the members of the Agency adopted a resolution on April 13, 2021 (the “Public Hearing Resolution”) authorizing a public hearing with respect to the Project in compliance with the provisions of Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of the Public Hearing of the pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on April 21, 2021 to the chief executive officers of the affected tax jurisdictions in which the Project Facility is located, (B) caused notice of the Public Hearing to be published on April 18, 2021 in The Post-Standard, a newspaper of general circulation available to the residents of the Village of Camillus, Onondaga County, New York, (C) conducted the Public Hearing on May 5, 2021 at 10:30 a.m., local time, held remotely by conference call or similar service pursuant to New York Governor Andrew Cuomo’s Executive

Order 202.1, as extended, and (D) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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"), by resolution adopted by the members of the Agency on May 11, 2021, the Agency (a) affirmed that the Village of Camillus Board of Trustees, acting as lead agency for the coordinated environmental review of the Project, classified the Project is a "Type I" action, (b) determined that it will not have a significant adverse effect on the environment and issued a negative declaration for the Project, and (c) and reaffirmed, accepted, and adopted the negative declaration that was issued by the Village of Camillus Board of Trustees for the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Real Estate Holding Company and the Operating Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Real Estate Holding Company and the Operating Company to undertake the Project in Onondaga County, New York and (B) the completion of the Project Facility will not result in the removal of a plant or in the abandonment of one or more plants or facilities of the proposed occupant of the Project Facility from one area of the State to another area of the State; and

WHEREAS, the Agency desires to encourage the Real Estate Holding Company and the Operating Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Onondaga County, New York by undertaking the Project in Onondaga County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain underlying lease agreement (and a memorandum thereof) (the "Underlying Lease") by and between the Real Estate Holding Company, as landlord, and the Agency, as tenant, pursuant to which the Real Estate Holding Company will lease to the Agency the Land and all improvements now or hereafter located on the Land; (B) a certain lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Real Estate Holding Company and the Agency pursuant to which the Real Estate Holding Company agrees to undertake the Project as agent of the Agency and the Real Estate Holding Company further agrees 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; (C) an equipment lease agreement (the "Equipment Lease Agreement") by and between the Agency and the Operating Company, pursuant to which the Operating Company will agree to lease the Equipment from the Agency; (D) a project agreement (the "Project Agreement") by and among the Agency, the Real Estate Holding Company and the Operating Company that complies with the requirements of Section 859-a(6) of the Act; (E) one or more New York State Department of Taxation and Finance forms 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"); (F) a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency, the Real Estate Holding Company and/or the Operating Company to the Real Estate Holding Company's lender with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Real Estate Holding Company with respect to the Project (the "Loan"); and (H) various certificates relating to the Project (the "Closing Documents"); and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Real Estate Holding Company will execute and deliver to the Agency one or more bills of sale to the Agency from the Real Estate Holding Company to the Agency pursuant to which the Real Estate Holding Company will sell to the Agency the Facility Equipment, and the Operating Company will execute and deliver to the Agency one or more bills of sale to the Agency from the Operating Company to the Agency pursuant to which the Operating Company will sell to the Agency the Equipment; and

WHEREAS, simultaneously with the execution and delivery of the Agency Documents, the Agency will file with the State Department of Taxation and Finance one or more the Thirty-Day Sales Tax Report and provide a copy of each Thirty-Day Sales Tax Report to the Real Estate Holding Company and the Operating Company; and

WHEREAS, for purposes of exemption from the State sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution approving the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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 Real Estate Holding Company and the Operating Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Onondaga County, New York;

(D) It is estimated at the present time that the costs of the planning, development, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$13,005,000;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;

(F) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The acquisition, construction and equipping of the Project Facility and the leasing of the Company Project Facility to Real Estate Holding Company and the acquisition and installation of the Equipment and the leasing of the Equipment to the Operating Company is reasonably necessary to induce the Real Estate Holding Company and the Operating Company to construct the Project in the State;

(H) Based upon representations of the Real Estate Holding Company, the Operating Company and their counsel, the Project Facility conforms with, or prior to the Agency entering into the Agency Documents, will conform with, the local zoning laws and planning regulations of Onondaga County and all regional and local land use plans for the area in which the Project Facility is located;

(I) The granting of the Financial Assistance by the Agency with respect to the Project will promote the general prosperity and economic welfare of the citizens of Onondaga County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;

(J) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(K) The Project should receive the Financial Assistance in the form of exemptions from certain sales and use taxes, mortgage recording taxes (subject to statutory limitations), and real estate transfer taxes based on the description of expected public benefits to occur as a result of this Project, as described in the Application, and failure by the Real Estate Holding Company and the Operating Company to meet the expected public benefits will result in a recapture event, as described in the Project Agreement;

(L) It is desirable and in the public interest for the Agency to enter into the Agency Documents;

(M) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

(N) The Agency has prepared a written cost-benefit analysis identifying the extent to which the Project will create or retain permanent, private sector jobs, the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, the likelihood of accomplishing the Project in a timely fashion, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project; and

(O) The Real Estate Holding Company and the Operating Company have provided a written statement confirming that the Project as of the date of the Application is in substantial compliance with all provisions of the Act.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire a leasehold interest in the Land and all improvements now or hereafter located on the Land from the Real Estate Holding Company pursuant to the Underlying Lease and acquire the Facility Equipment pursuant to a bill of sale from the Real Estate Holding Company; (C) acquire the Equipment pursuant to a bill of sale from the Operating Company; (D) lease the Company Project Facility to the Real Estate Holding Company pursuant to the Lease Agreement; (E) lease the Equipment to the Operating Company pursuant to the Equipment Lease Agreement; (F) acquire, construct and equip the Project Facility, or cause the Project Facility to be acquired, constructed and equipped, as provided in the Lease Agreement and the Equipment Lease Agreement; (G) secure any loan, the proceeds of which will be used to acquire, construct and equip the Project Facility by granting a mortgage lien on the Agency's interest in the Project Facility and entering into one or more mortgages and/or assignments of leases and rents in favor of the Lender; and (H) grant to the Real Estate Holding Company and the Operating Company the Financial Assistance with respect to the Project.

Section 3. Notwithstanding anything herein to the contrary, the amount of State and the local sales and use tax exemption benefit comprising the Financial Assistance approved herein shall not exceed **\$349,812.00 and shall last no longer than two years from the execution and delivery of the Agency Documents.** The Agency may consider any requests by the Real Estate Holding Company and the Operating Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. The amount of mortgage recording tax exemption benefits comprising the Financial Assistance approved herein shall not exceed **\$84,750.00.**

Section 4. The Agency is hereby authorized to acquire, construct and equip the Project Facility as described in the Agency Documents, to appoint the Real Estate Holding Company and the Operating Company as agents of the Agency to undertake such acquisition, construction and equipping of the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the

Agency with respect to such acquisition, construction and equipping are hereby ratified, confirmed and approved.

Section 5. The Chairman (or Vice Chairman) and the Executive Director of the Agency, with the assistance of Agency Counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 6. (A) The Chairman (or Vice Chairman) and the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver 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, all in the forms thereof as the Chairman (or Vice Chairman) and the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) and the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) and the Executive Director of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 7. The Agency shall maintain records of the amount of State and local sales and use tax exemption benefits provided to the Project and each agent or Project operator and shall make such records available to the State Commissioner of Taxation and Finance (the "Commissioner") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Real Estate Holding Company's and Operating Company's receipt of, or benefit from, any State or local sales and use tax exemptions, the Real Estate Holding Company and the Operating Company must each acknowledge and agree to make, or cause its agents and/or operators to make, all records and information regarding State and local sales and use tax exemption benefits available to the Agency upon request. The provisions of Section 875 of the Act are hereby incorporated herein as if set forth herein and the Agency agrees that it shall comply with the requirements of such Section 875 of the Act.

Section 8. The Agency hereby delegates to the Real Estate Holding Company and the Operating Company, as agents of the Agency, the authority to designate (following the execution and delivery of the Agency Documents), agents and sub-agents of the Agency (each, a "Sub-Agent") for purposes of utilizing the Agency sales and use tax exemption with respect to the acquisition, construction and equipping of the Project Facility; provided that any such sub-agency designation shall become effective only upon submission to the Agency within fifteen (15) days of such agency and sub-agency designation: (1) an executed sub-agent appointment agreement (in a form approved by the Agency) and (2) a completed Form ST-60 of the State Department of Taxation and Finance (IDA Appointment of Project Sublessee or Agent for Sales Tax Purposes). Such agents and sub-agents may include contractors and subcontractors involved in the acquisition, construction and installation of the Project Facility.

Section 9. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Real Estate Holding Company and the Operating Company and/or

any Sub-Agent shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State and local sales and use tax exemptions benefits.

Section 10. As a condition precedent to the granting of the Financial Assistance, the Real Estate Holding Company and the Operating Company agree to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Real Estate Holding Company and the Operating Company with respect to the Project. The form and substance of the proposed agreement, a form of which was available to the members of the Agency (the "Agreement") are hereby approved. The Chairman (or Vice Chairman) and the Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting with changes in terms and form as shall be consistent with this Resolution and as the Executive Director or (Vice) Chairman shall approve. The execution thereof by the Executive Director or (Vice) Chairman shall constitute conclusive evidence of such approval.

Section 11. 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 12. 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>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 May 11, 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 202.105, 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 11th day of May, 2021.

(SEAL)


Secretary