

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

**RESOLUTION AUTHORIZING AN EXTENSION OF EXEMPTION
(3101-21-08A)**

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session on September 14, 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
Fanny Villarreal
Cydney Johnson
Elizabeth Dreyfuss

ABSENT: Susan Stanczyk
Kevin Ryan

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 Fanny Villarreal, to wit:

**RESOLUTION AUTHORIZING AN EXTENSION OF THE SALES
AND USE TAX EXEMPTION FOR A CERTAIN 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, by resolutions adopted by the Agency on May 11, 2021, and September 13, 2022 (collectively, the “Resolutions”), the Agency agreed to undertake a project (the “Project”) on behalf of Camillus Mills Phase II, LLC (the “Operating Company”) and Camillus Mills Redevelopment Company, Inc. (the “Real Estate Holding Company”) 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 (the “Land”); (2) the construction on the Land of an approximately 45,600 square foot building with approximately forty-six (46) market rate apartments, and a below-grade parking garage of approximately 14,800 square feet for approximately 36 cars and additional outdoor parking, 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 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, 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”), the members of the Agency duly adopted resolutions on May 11, 2021 and September 13, 2022 (collectively, the “SEQRA Resolutions”) in which they (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 the Project will not have a significant adverse effect on the environment and issued a negative declaration for the Project, and (c) reaffirmed, accepted, and adopted the negative declaration that was issued by the Village of Camillus Board of Trustees for the Project; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency, the Operating Company and the Real Estate Holding Company entered 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 leased 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 agreed to undertake the Project as agent of the Agency and the Real Estate Holding Company 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; (C) an equipment lease agreement (the "Equipment Lease Agreement") by and between the Agency and the Operating Company, pursuant to which the Operating Company agreed 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) an omnibus amendment of transaction documents (the "First Amendment") by and among the Agency, the Real Estate Holding Company and the Operating Company; and (G) various certificates relating to the Project (the "Project Documents"); and

WHEREAS, pursuant to the Resolutions and the Project Documents, the appointment of the Real Estate Holding Company and the Operating Company as agents of the Agency for State and local sales and use tax purposes expires December 29, 2023 and the completion date for the Project is November 30, 2023; and

WHEREAS, pursuant to correspondence dated September 8, 2023 (the "Request"), the Real Estate Holding Company and the Operating Company have requested that the Agency extend their appointments as temporary agents of the Agency for State and local sales and use tax purposes and the completion date of the Project until April 30, 2024 (collectively, the "Extension") due to an eight month delay in construction as a result of correcting FEMA mapping along Nine Mile Creek which is adjacent to the Project Facility; and

WHEREAS, in connection with the Extension, the Real Estate Holding Company and the Operating Company will enter into a second omnibus amendment to the transaction documents (the "Second Amendment") and the Agency will file one or more Form ST-60 with the New York State Department of Tax and Finance (collectively, the "Form ST-60"); and

WHEREAS, the Agency desires to adopt a resolution approving the Extension; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of the Extension and execution and delivery of the Second Amendment and related documents (collectively, the "Transaction").

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that the Transaction does not constitute a significant change from the original Project that was reviewed

under the SEQRA Resolutions and therefore no further or additional review under SEQRA is required.

Section 2. The Agency, based upon representation made by the Real Estate Holding Company and the Operating Company to the Agency, 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 granting of the Extension of the appointment of the Real Estate Holding Company and the Operating Company as temporary agents of the Agency for State and local sales and use tax purposes and the completion date of the Project until April 30, 2024 will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Onondaga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act.

Section 3. In consequence of the foregoing, the Agency hereby determines to extend the appointment of the Real Estate Holding Company and the Operating Company as temporary agents of the Agency for sales and use tax purposes and the completion date of the Project until April 30, 2024.

Section 4. The Agency is hereby authorized to do all things necessary or appropriate for the approval of the Extension, and all acts heretofore taken by the Agency with respect thereto are hereby approved, ratified and confirmed.

Section 5. The Agency is hereby authorized to execute and deliver the Second Amendment and such other documents as may be necessary to effectuate the Extension (collectively, the “Sales Tax Documents”) and execute and file the Form ST-60. The Chairman, Vice Chairman and/or the Executive Director of the Agency, with the assistance of Agency Counsel, are each authorized to negotiate and approve the form and substance of the Sales Tax Documents required in connection with the Extension.

Section 6. 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 shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from State sales and use tax exemptions benefits.

Section 7. (A) The Chairman, Vice Chairman and/or the Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Sales Tax Documents and the Form ST-60, 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, Vice Chairman and/or the Executive Director shall approve, the execution thereof by the Chairman, Vice Chairman and/or the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman and/or the Executive Director of the Agency are each 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 8. 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 Sales Tax 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 Sales Tax Documents binding upon the Agency.

Section 9. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and the Operating 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 10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Cydney Johnson	X		
Elizabeth Dreyfuss	X		
Susan Stanczyk			X
Kevin Ryan			X
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.

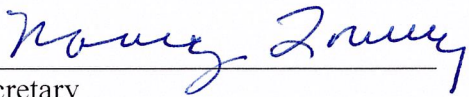
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

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 14, 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 14 day of September, 2023.


Secretary

(SEAL)