

J.W. DIDADO ELECTRIC, LLC

**RESOLUTION AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE
IN THE FORM OF AN INCREASE IN THE SALES AND USE
TAX EXEMPTION
(3101-22-02A)**

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) was convened in public session on March 23, 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, Chairperson
Janice Herzog, Vice Chairperson
Susan Stanczyk
Kevin Ryan

ABSENT: Fanny Villarreal

ALSO PRESENT: Robert M. Petrovich, Executive Director
John P. Sidd, Esq., Agency Counsel

The following resolution was offered by Janice Herzog, seconded by Kevin Ryan, to wit:

**RESOLUTION APPROVING ADDITIONAL FINANCIAL
ASSISTANCE IN THE FORM OF AN INCREASE IN THE SALES
AND USE TAX EXEMPTION FOR A CERTAIN STRAIGHT-LEASE
TRANSACTION WITH J.W. DIDADO ELECTRIC, 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 resolution adopted by the Agency on June 14, 2022 (the “Approving Resolution”), the Agency agreed to undertake a project (the “Project”) on behalf of J.W. Didado Electric, LLC (the “Company”) consisting of the following: (A)(1) the acquisition of a leasehold interest in all or a portion of an approximately 12.17 acre parcel of land located on Morgan Road in the Town of Clay, Onondaga County, New York (currently tax map no. 087.-01-01.1) (the “Land”); (2) the construction of an approximately 24,000 square foot steel frame building containing a 2-story approximately 10,000 square feet portion serving as office and workforce training space and an approximately 14,000 square feet portion to include 9 pull-in truck bays for tooling, maintenance and service of trucks, climate-controlled safety equipment storage and general storage, an employee onboarding area and related office space (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) (collectively the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (collectively “SEQRA”), the Town Planning Board of the Town of Clay, Onondaga County, New York as Lead Agency for the Project conducted a coordinated review and by Resolution dated June 8, 2022, issued a “determination of significance” that the Project will not have a significant adverse environmental impact (“Negative Declaration”) and, as a result of the issuance of that Negative Declaration by the Lead Agency, the requirements of SEQRA have been met and no further action is required by the Agency for the Project to comply with SEQRA, and that the additional Financial Assistance contemplated herein does not constitute a material change to the Project nor will it result in additional environmental impacts; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency and the Company entered numerous straight-lease transactions documents dated as of August 1, 2022 (the “Project Documents”); and

WHEREAS, in connection with the Project, the Agency granted Financial Assistance in the form of an exemption from sales and use taxes in an amount not to exceed \$323,000.00 (the “Original Maximum Sales Tax Exemption Amount”) which amount was documented in the Project Documents; and

WHEREAS, pursuant to correspondence dated March 20, 2023, the Company requested that the Agency increase the Original Maximum Sales Tax Exemption Amount by \$57,000.00 to a maximum amount of not to exceed \$380,000.00 (the “Additional Financial Assistance”) due to increased Project costs; and

WHEREAS, the amount of the Additional Financial Assistance is less than \$100,000.00 and, therefore, a public hearing pursuant to Section 859-a of the Act is not required; and

WHEREAS, in connection with the Additional Financial Assistance, the Company and the Agency will enter into an omnibus amendment to the Project Documents (the “Amendment”) and the Agency will file one or more Form ST-60s 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 Additional Financial Assistance.

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that the Additional Financial Assistance does not constitute a significant change to the Project reviewed pursuant to SEQRA and for which the Negative Declaration was issued and, therefore, no further or additional review under SEQRA is required.

Section 2. The Agency, based upon representations made by the Company to the Agency, hereby finds and determines that:

1. 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;
2. The Project constitutes a “project,” as such term is defined in the Act;
3. The granting of the Additional Financial Assistance by the Agency with respect to the Project 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;
4. The Project should receive the Additional Financial Assistance in the form of the increased exemption from certain sales and use taxes based on the description of expected public benefits to occur as a result of this Project, as described in the application submitted in connection with the Project, and failure by the Company to meet the expected public benefits will result in a recapture event, as described in the Project Documents.

Section 3. In consequence of the foregoing, the Agency hereby grants the Additional Financial Assistance with respect to the Project.

Section 4. The Agency is hereby authorized to do all things necessary or appropriate for the granting of the Additional Financial Assistance 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 Amendment and such other documents as may be necessary to effectuate the grant of the Additional Financial Assistance and execute and file the Form ST-60 (collectively the “Sales Tax Documents”). 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 grant of the Additional Financial Assistance.

Section 6. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the 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 (or Vice Chairman) and the Executive Director of the Agency are each alone hereby authorized, on behalf of the Agency, to execute and deliver the Sales Tax 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) or 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 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. 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		
Susan Stanczyk	X		
Kevin Ryan	X		
Fanny Villarreal			X

The Resolution was thereupon declared duly adopted.

