

RESOLUTION

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") convened in public session on February 11, 2020, at 8:00 a.m. at 333 W. Washington Street, Syracuse, New York, the following members were:

PRESENT: Patrick Hogan
Janice Herzog
Steve Morgan
Fanny Villarreal

ABSENT: Victor Ianno
Susan Stanczyk
Kevin Ryan

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 Steve Morgan, seconded by Janice Herzog, to wit:

RESOLUTION AUTHORIZING DISCOVERY CENTER OF SCIENCE AND TECHNOLOGY (THE "COMPANY") TO PURSUE GRANTS FOR AN EXTERIOR DISPLAY

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"), Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, as amended (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, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, pursuant to a resolution of the members of the Agency adopted on August 9, 1995 (the "Approving Resolution"), the Agency authorized the issuance of its Civic Facility Revenue Bonds, Series 1995 in the principal amount not to exceed \$8,000,000 for the purpose of undertaking a project (the "Project") for the benefit of the Company consisting of (1) (A) the acquisition of an approximately 1.49 acre parcel of land located at the intersections of Franklin and Jefferson Streets in the City of Syracuse, New York (the "Land") hereto and the existing 65,000 square foot Armory Building located thereon (the "Armory"), (B) the renovation of the Armory to include a theater, exhibit space, meeting rooms, office space and other improvements

to convert the Armory into a museum and education facility (the "Renovations"), and (C) the acquisition and installation in the Armory of certain machinery and equipment (the "Equipment") (the Land, the Armory, the Renovations and the Equipment are hereinafter collectively referred to as the "Project Facility") and (2) paying costs incidental to the financing thereof; and

WHEREAS, on August 29, 1995 the Agency issued its Civic Facility Revenue Bonds, Series 1995 (Discovery Center of Science & Technology Project) in the principal amount of \$6,000,000 (the "Series 1995 Bonds") pursuant to the authorization contained in the Approving Resolution to finance a portion of the costs of the Project, and the Company commenced the acquisition, renovation and equipping of the Project Facility as agent for the Agency; and

WHEREAS, to finance completion of the acquisition, renovation and equipping of the Project Facility, on October 1, 1996 the Agency issued its Civic Facility Revenue Bonds, Tax Exempt Series 1996A (Discovery Center of Science & Technology Project) in the aggregate principal amount of \$1,275,000 and its Civic Facility Revenue Bonds, Taxable Series 1996B (Discovery Center of Science & Technology Project) in the aggregate principal amount of \$725,000 (collectively, the "Series 1996 Bonds"); and

WHEREAS, pursuant to an Extension Agreement executed on July 27, 2010 (the "Extension Agreement") among the Agency, the Company and MOST Funding, Inc., as Bondholder and Fiscal Agent (the "Bondholder"), the parties agreed to extend the maturity date of the Series 1995 Bonds from July 1, 2010 to July 1, 2015; and

WHEREAS, pursuant to a Second Extension Agreement, executed June 30, 2015 (the "Second Extension Agreement") among the Agency, the Company and the Bondholder, the parties agreed to extend the maturity date of the Series 1995 Bonds from July 1, 2015 to July 1, 2020, with up to three (3) automatic five (5) year extensions (the "Extensions"), which Extensions shall automatically take effect unless the Bondholder gives notice to the Company and the Agency on or before December 31 of the extended year immediately preceding the scheduled Maturity Date of the 1995 Bonds that the Extensions will not apply (a "Non-Extension Notice"); and

WHEREAS, to date, the Agency has not received a Non-Extension Notice; and

WHEREAS, the Company has requested the Agency's consent to it seeking funding opportunities, including government grants (the "2020 Project Funding"), to fund an exterior display (the "Display") on the Land, at the sole cost and expense of the Company; and

WHEREAS, the Agency desires to consent to the Company's request to seek the 2020 Project Funding for the Display and to delegate to the Executive Director of the Agency the power to negotiate, execute and deliver, on behalf of the Agency, any documents necessary or convenient to implement the provisions of this Resolution; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency must determine the

potential environmental significance of the Company's request to seek the 2020 Project Funding for the Display.

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:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Company's request to seek the 2020 Project Funding for the Display is a "Type II action" (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Company's request to seek the 2020 Project Funding for the Display.

Section 2. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 3. The Agency hereby consents to the Company's seeking 2020 Project Funding for the Display. The Agency hereby delegates to the Executive Director the power to negotiate, execute and deliver, on behalf of the Agency, any documents necessary or convenient to implement the provisions of this Resolution.

Section 4. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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)

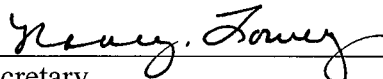
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 11, 2020, with the original thereof 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"), 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 11 day of February 2020.

(SEAL)


Secretary