

RESOLUTION

At a regular meeting of the Onondaga County Industrial Development Agency convened in public session on September 13, 2022, at 8:00 a.m., local time at 333 West Washington Street, Syracuse, New York, the following members were:

PRESENT: Patrick Hogan
Janice Herzog
Victor Ianno
Susan Stanczyk
Kevin Ryan

ABSENT: Steve Morgan
Fanny Villarreal

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

RESOLUTION AUTHORIZING THE EXECUTION OF AN AGREEMENT FOR PURCHASE AND SALE OF REAL PROPERTY.

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 (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 "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, the Agency believes acquiring property that becomes currently available can spur economic growth by eliminating property acquisition time and costs for developers with the ability to bring various industries to Onondaga County; and

WHEREAS, on September 14, 2021 the Agency approved the acquisition of lands at 8508 Burnet Road in the Town of Clay, County of Onondaga, State of New York with current Tax ID#: 050.-01-12.1 (the "Property") from a certain person (the "Seller"); and

WHEREAS, on October 6, 2021 Seller and the Agency entered into a Real Estate Purchase Agreement for the Property, which was subsequently amended by the First Amendment to the Real Estate Purchase Agreement dated February 24, 2022 (the "Purchase Agreement"); and

WHEREAS the Seller subsequently served a Verified Notice of Claim dated August 26, 2022 ("Notice of Claim") upon the Agency alleging various claims arising out of the Agencies purchase of the Property; and

WHEREAS, the Agency denies any wrongdoing and denies any liability for any claims set forth in the Notice of Claim and has asserted it has causes of action against Seller relating to performance under the Purchase Agreement; and

WHEREAS, to compromise and to settle the disputes between the Agency and Seller and to avoid uncertainty, expense and delay of litigation, Agency and Seller have agreed to the terms and conditions of a certain Settlement Agreement, the terms and conditions of which were discussed with members of the Agency in executive session at this meeting; and

WHEREAS, by resolution dated September 14, 2021, the Agency determined that the acquisition of the property would not result in any significant adverse environmental impacts and issued a negative declaration pursuant to the State Environmental Quality Review Act, and therefore no further SEQRA review is required.

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

Section 1. 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 2. The form and substance of the Settlement Agreement (in substantially the form discussed in executive session at this meeting) are hereby approved.

Section 3. The Executive Director is hereby authorized, on behalf of the Agency, and after consultation with Agency counsel, to execute and deliver the Settlement Agreement in substantially the form discussed in executive session at this meeting, as well as any other documents necessary to consummate the terms and Agency obligations of the Settlement Agreement.

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.

Section 5. 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			
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, 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") 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 16 day of September, 2021.

(SEAL)


Secretary