

**SYRACUSE PROPERTY PARTNERS, LLC**

**RESOLUTION  
[3101-06-15A]**

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") convened in public session on May 12, 2020, at 8:00 a.m., remotely by conference call or similar service pursuant to New York State Executive Order 202.1, the following members were:

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

**ABSENT:** Fanny Villarreal

**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 Victor Ianno, seconded by Steve Morgan, to wit:

**RESOLUTION AUTHORIZING EXTENSION OF A  
PAYMENT IN LIEU OF TAXES AGREEMENT.**

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, 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, on or about October 12, 2006, the Agency adopted a resolution whereby the Agency agreed to undertake a project (the "Original Project") for Syracuse Property Partners, LLC

(the "Company"), said Project consisted of the following: (A)(1) the acquisition of an interest in an approximately 37 acre parcel of land located at 3063 Court Street, in the Town of Salina (the "Town"), County of Onondaga (the "County") and the Lyncourt Union Free School District (the "School District") (tax map no. 067.-01-9.3) (the "Land"); (2) the construction on the Land of an approximately 250,000 square foot warehouse and distribution facility (the "Original Facility") for use by Southern Wine & Spirits of Upstate New York, Inc.; and (3) the acquisition and installation in the Original Facility of certain machinery, warehouse equipment, office furniture and related equipment (collectively, the "Original Equipment") (the Land, the Original Facility and the Original Equipment being collectively referred to as the "Original 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 "Original Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Original Project Facility to the Company; and

WHEREAS, in connection with the Original Project, the Agency and the Company entered into, inter alia, (A) a lease to Agency dated as of August 1, 2007, a memo of which was recorded in the Onondaga County Clerk's Office (the "Clerk's Office") on September 20, 2007 in Book 5014 at Page 0483, in which the Company leased its interest in the Land and the Original Project Facility to the Agency (the "2007 Agency Lease"); (B) a lease agreement dated as of August 1, 2007, a memo of which was recorded in the Clerk's Office on September 20, 2007 in Book 5014 at Page 0493, in which the Agency leased its interest in the Original Project Facility to the Company (the "2007 Lease Agreement"); and (C) a payment in lieu of tax agreement dated as of June 1, 2008 (the "2008 PILOT"), a copy of which was filed with the Town of Salina Assessor's Office (the "Assessor"); and

WHEREAS, pursuant to the 2008 PILOT, beginning in the 2009 Town and County tax years and the 2009-2010 School District tax year, the Company agreed to make payments in lieu of taxes with respect to the Original Project Facility in accordance with the schedule attached hereto as Exhibit A; and

WHEREAS, on or about October 9, 2012, the Agency adopted a resolution whereby the Agency agreed to undertake a project (the "Amended Project", and together, with the Original Project, the "Project") for the Company, said Amended Project consisted of the following: (A)(1) the construction of an approximately 183,000 square foot addition to the Original Facility on the Land (the "Addition" and together, with the Original Facility, the "Facility"); and (2) the acquisition and installation in the Addition of certain machinery, warehouse equipment, office furniture and related equipment (collectively, the "Additional Equipment", and, together with the Original Equipment, 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 "Additional Financial Assistance" and, together with the Original Financial Assistance, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company; and

WHEREAS, in connection with the Amended Project, the Agency and the Company entered into, inter alia, (A) a first amendment to lease to Agency dated as of November 1, 2013, a memo of which was recorded in the Onondaga County Clerk's Office (the "Clerk's Office") on February 25, 2014 in Book 5271 at Page 660, in which the Company leases its interest in the Addition to the Agency (the "Agency Lease Amendment" and, together, with the 2007 Agency Lease, the "Agency Lease"); (B) a lease agreement dated as of November 1, 2013, a memo of which was recorded in the Clerk's Office on February 25, 2014 in Book 5271 at Page 665, in which the Agency leases its interest in the Addition to the Company (the "Lease Agreement Amendment and, together, with the 2007 Lease Agreement, the "Lease Agreement"); and (C) a payment in lieu of tax agreement dated as of November 1, 2013 (the "2013 PILOT" and, together with the 2008 PILOT, the "PILOT Agreement"), a copy of which was filed with the Assessor; and

WHEREAS, the Original Project and Amended Project were subject to prior environmental review under the State Environmental Quality Review Act ("SEQRA"), resulting in the issuance of a negative declaration by the Agency on October 12, 2006 and October 9, 2012, respectively; and

WHEREAS, pursuant to the 2013 PILOT, beginning in the 2015 Town and County tax years and the 2015-2016 School District year, the Company agreed to make payments in lieu of taxes in addition to those agreed to in the 2008 PILOT, with respect to the Project Facility, in accordance with the schedule attached hereto as Exhibit B; and

WHEREAS, the Company has made all required payments under the PILOT Agreement; and

WHEREAS, due to an error in assessment, and despite the existence of the PILOT Agreement and payment of the PILOT Agreement by the Company, the Project Facility was assessed a tax payment to the School District for the 2018-2019 School District tax year in an amount that was \$536,571.57 in excess of the amount agreed to in the PILOT Agreement (the "Excess Tax"); and

WHEREAS, upon discovery of the error and pursuant to New York Real Property Tax Law Section 1330, the County has paid or will pay to the School District the Excess Tax; and

WHEREAS, in an attempt to correct the error resulting in the Excess Tax and refund the County for funds provided or to be provided to the School District in the amount of the Excess Tax, and considering the overall financial impact to the County and the School District, the impacted taxing jurisdictions have requested the Agency's assistance in developing an amendment to the Lease Agreement and the PILOT which amends extend the Lease Agreement and the PILOT for a period of four (4) additional years (the "PILOT Extension") and adjusts the allocation of PILOT payments between the County and the School District such that the County receives a greater allocation of payment beginning in the County and Tax year of 2020 and the School District year of 2020-2021, which adjusted allocation refunds the Excess Tax payment to the County and reduces the payment to the School District in an amount equal to the Excess Tax as shown in Exhibit C hereto (the "Alternate Allocation"); and

WHEREAS, the PILOT Extension and the Alternate Allocation shall not provide the Company with any additional financial assistance (within the meaning of Section 854(14) of the Act), including any additional potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes, and therefore no public hearing is required under Section 859-a of the Act; and

WHEREAS, pursuant to a resolution passed by the County dated March 5, 2019, the County has consented to the PILOT Extension and the Alternate Allocation; and

WHEREAS, pursuant to a resolution passed by the School District dated April 14, 2020, the School District has consented to the PILOT Extension and the Alternate Allocation; and

WHEREAS, pursuant to that certain letter sent to the Town in February of 2020, the Town has consented to the PILOT Extension and the Alternate Allocation.

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

Section 1. The Agency, based upon the approvals of the County, the School District and the Town, 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 has advanced the job opportunities, health, general prosperity and economic welfare of the people of the State of New York;

(C) The granting of the PILOT Extension and Alternate Allocation by the Agency with respect to the Project will continue to promote the 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; and

(D) It is desirable and in the public interest for the Agency to enter into a revised PILOT agreement.

(E) The PILOT Extension and Alternate Allocation are necessary to correct the prior assessment errors and will not result in any new or additional environmental impacts therefore, the Agency reaffirms and ratifies its prior SEQRA determination.

Section 2. In consequence of the foregoing, the Agency hereby determines to approve the PILOT Extension and the Alternate Allocation in substantially the form presented at this meeting and with such changes, insertions and omissions therein as may be approved by the Executive Director with the advice of Agency Counsel is hereby approved.

Section 3. The Executive Director is hereby authorized, on behalf of the Agency, to execute and implement the revised Lease and PILOT agreements reflecting the terms approved herein.

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.

**EXHIBIT A**  
2008 PILOT SCHEDULE

	Year	Lyncourt School District	Town of Salina	Onondaga County	TOTAL
1	2009	\$204,708.39	\$32,640.54	\$21,320.06	\$258,668.99
2	2010	\$226,998.69	\$36,194.71	\$23,641.56	\$286,834.96
3	2011	\$250,442.17	\$39,932.74	\$26,083.16	\$316,458.07
4	2012	\$275,087.95	\$43,862.49	\$28,649.98	\$347,600.43
5	2013	\$300,987.09	\$47,992.08	\$31,347.34	\$380,326.51
6	2014	\$328,192.60	\$52,329.97	\$34,180.75	\$414,703.32
7	2015	\$356,759.55	\$56,884.94	\$37,155.95	\$450,800.44
8	2016	\$386,745.14	\$61,666.11	\$40,278.91	\$488,690.15
9	2017	\$418,208.78	\$66,682.96	\$43,555.80	\$528,447.53
10	2018	\$451,212.17	\$71,945.31	\$46,993.05	\$570,150.53
	<b>TOTAL</b>	<b>\$3,199,342.53</b>	<b>\$510,131.85</b>	<b>\$333,206.56</b>	<b>\$4,042,680.93</b>

**EXHIBIT B**  
2013 PILOT SCHEDULE

Year	Lyncourt School District	Town of Salina	Onondaga County	Total.
2014	\$0.00	\$0.00	\$0.00	\$0.00
2015	27,396.15	3,905.98	4,767.74	36,069.87
2016	55,888.15	7,968.21	9,726.19	73,582.54
2017	85,508.87	12,191.36	14,881.07	112,581.29
2018	116,292.06	16,580.25	20,238.25	153,110.56
2019	148,272.37	21,139.82	25,803.77	195,215.96
2020	181,485.39	25,875.13	31,583.81	238,944.34
2021	215,967.61	30,791.41	37,584.74	284,343.76
2022	251,756.53	35,893.99	43,813.07	331,463.58
2023	288,890.62	41,188.35	50,275.50	380,354.46
<b>TOTAL</b>	<b>\$1,371,457.74</b>	<b>\$195,534.50</b>	<b>\$238,674.13</b>	<b>\$1,805,666.37</b>

**EXHIBIT C**  
**Alternate Allocation**

Syracuse Property Partners, LLC. Amended PILOT Schedule				PILOT Value		
Combined Original and Addition 8 year PILOT				Year 1	\$ 18,000,000.00	
Total PILOT Payments by Municipality				Year 2-8	\$ 17,400,000.00	
Schedule below incorporates PILOT modification approved by Onondaga County Legislature on March 5, 2019						
Year	Year	School Year	Lyncourt School District	Town of Salina	Onondaga County	Total
1	2020	19-20	\$ 508,659.34	\$ 81,585.15	\$ 90,824.41	\$ 681,068.90
2	2021	20-21	\$ 461,652.43	\$ 84,164.86	\$ 162,107.67	\$ 707,924.96
3	2022	21-22	\$ 503,865.05	\$ 90,334.91	\$ 169,316.46	\$ 763,516.42
4	2023	22-23	\$ 547,551.31	\$ 96,718.09	\$ 176,778.95	\$ 821,048.35
5	2024	23-24	\$ 563,562.34	\$ 106,197.31	\$ 173,041.06	\$ 842,800.71
6	2025	24-25	\$ 576,343.59	\$ 108,321.26	\$ 174,991.88	\$ 859,656.73
7	2026	25-26	\$ 589,380.46	\$ 110,487.68	\$ 176,981.72	\$ 876,849.86
8	2027	26-27	\$ 602,678.07	\$ 112,697.44	\$ 179,011.35	\$ 894,386.86
	<b>Total</b>		\$ 4,353,692.60	\$ 790,506.70	\$ 1,303,053.50	\$ 6,447,252.79



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>	<u>ABSTAIN</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        )

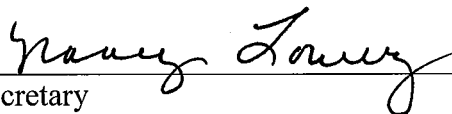
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 12, 2020, with the original thereof on file 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"), as modified by New York State Executive Order 202.1, 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 12<sup>th</sup> day of May, 2020.

(SEAL)

  
Secretary