

**TC SYRACUSE DEVELOPMENT ASSOCIATES, LLC**  
**RESOLUTION APPROVING ASSIGNMENT**  
**(3101-19-10A)**

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session, remotely by conference call or similar service pursuant to Executive Order 202.60, on September 15, 2020, at 8:00 a.m., local time.

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:** Janice Herzog  
Victor Ianno  
Steve Morgan  
Susan Stanczyk  
Kevin Ryan  
Fanny Villarreal

**ABSENT:** Patrick Hogan

**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 Susan Stanczyk, seconded by Steve Morgan, to wit:

**RESOLUTION CONSENTING TO AN ASSIGNMENT  
TRANSACTION BY TC SYRACUSE DEVELOPMENT  
ASSOCIATES, LLC TO CF ANACONDA SYR LLC AND  
AUTHORIZING THE EXECUTION AND DELIVERY OF  
DOCUMENTS IN CONNECTION THEREWITH.**

**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, improve, maintain, equip or furnish one or more “projects” (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and to issue bonds and provide for the rights of the holders thereof; and

**WHEREAS**, the Agency has undertaken a project (the “Project”) on behalf of TC Syracuse Development Associates, LLC (the “Company”) consisting of the following: (A)(1) the acquisition of a leasehold interest in an approximately 110 acre parcel of land located at 7211 and 7219 Morgan Road (tax map no. 114.-01-02.3) in the Town of Clay, Onondaga County, New York (the “Land”); (2) the construction of an approximately 3.7 million square foot, approximately five-story building for use as a warehouse and distribution facility (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 Original 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) (the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

**WHEREAS**, in connection with the Project, the Agency (A) acquired a controlling interest in the Project pursuant to a certain underlying lease agreement (the “Underlying Lease”) by and between the Company and the Agency dated as of July 1, 2020 pursuant to which the Company leased to the Agency the Land and all improvements then or thereafter located on the Land and a memorandum of which was recorded in the Onondaga County Clerk’s office (the “Clerk’s Office”) on August 5, 2020 as instrument number 2020-00026026; (B) a bill of sale dated as of July 1, 2020 (the “Bill of Sale”), which conveyed to the Agency all right, title and interest of the Company in the Equipment; (C) a certain lease agreement (the “Lease Agreement”) by and between the Company and the Agency dated as of July 1, 2020, pursuant to which the Company agreed to undertake the Project as agent of the Agency and the 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 a memorandum of which was recorded in the Clerk’s Office on August 5, 2020 as instrument number 2020-00026027; (D) entered into a certain payment in lieu of tax agreement (the “PILOT Agreement”) by and between the Company and the Agency, dated as of July 1, 2020; (E) entered into a project agreement (the “Project Agreement”) by and between the Agency and the Company dated as of July 1, 2020 that complies with the requirements of Section 859-a(6) of the Act; (F) entered into numerous sub-agent agreements in the form of Exhibit B to the Project Agreement each between the Assignor and one of the numerous sub-agents appointing same as sub-agent to the Agency for the purpose of sales and use taxes (collectively, the “Sub-Agent Agreements”); and (G) various certificates relating to the Project (collectively, with the Underlying Lease, the Bill of Sale, the Lease Agreement, the PILOT Agreement, the Project Agreement and the Sub-Agent Agreements, the “Closing Documents”); and

**WHEREAS**, pursuant the Project Agreement the Agency filed a New York State Department of Taxation and Finance form 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”); and

**WHEREAS**, the Company has notified the Agency that it has entered into a certain Purchase and Sale Agreement pursuant to which it will sell the Project Facility to CF Anaconda SYR LLC (the “Assignee”) (the “Sale Transaction”); and

**WHEREAS**, the Company has requested that the Agency consent to the Sale Transaction, which will include the assignment to and assumption by the Assignee of the Closing Documents (the “Assignment Transaction”); and

**WHEREAS**, pursuant to section 9.3 of the Lease Agreement, the Sale Transaction is permitted with the prior written consent of the Agency; and

**WHEREAS**, pursuant to section 9.1 of the Lease Agreement, the Assignment Transaction is permitted with the prior written consent of the Agency; and

**WHEREAS**, the Agency is willing to consent to the Sale Transaction the Assignment Transaction; and

**WHEREAS**, documentation to evidence the Assignment Transaction will be negotiated by the Agency’s counsel in consultation with the Executive Director (the “Assignment Documents”); and

**WHEREAS**, as reported on the Thirty-Day Sales Tax Report, the Assignor will remain an agent of the Agency for sales and use tax exemption purposes; and

**WHEREAS**, the Assignor has requested to be appointed as agent of the Agency for sales and use tax exemption purposes until December 31, 2022; 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 Sale Transaction and the Assignment 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:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Sale Transaction and the Assignment Transaction are “Type II actions” (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 Sale Transaction and the Assignment Transaction.

**Section 2.** The Agency hereby finds and determines that by virtue of the Act, that:

(a) 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; and

(b) It is desirable and in the public interest for the Agency to consent to the Sale Transaction and the Assignment Transaction, subject to satisfaction of the conditions set forth in Section 3 hereof.

**Section 3.** The Agency hereby consents to the Sale Transaction and the Assignment Transaction and delegates to the Executive Director, in consultation with Barclay Damon LLP, as transaction counsel, to determine and approve the form and substance of the Assignment Documents.

**Section 4.** The Executive Director is hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as he determines, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution.

**Section 5.** Subject to completion of the Sale Transaction and the Assignment Transaction approved herein, (1) the Assignor's appointment as the true and lawful agent of the Agency to proceed with the construction, installation and equipping of the Project Facility, as provided in the resolution duly adopted by the Agency on October 31, 2019 (the "Approving Resolution"), shall continue, all with the same powers and the same validity as if the Agency were acting in its own behalf; and (2) the Assignee is hereby appointed as the true and lawful agent of the Agency to proceed with the construction, installation and equipping of the Project Facility, shall continue all with the same powers and the same validity as if the Agency were acting in its own behalf.

**Section 6.** (a) The Agency's prior delegation to the Assignor, as agent of the Agency, of the authority to designate Sub-Agents (as hereinafter defined), as provided in the Approving Resolution, shall continue. In addition, the Agency hereby delegates to the Assignee, as agent of the Agency, the authority to designate (following the completion of the Sale Transaction and the Assignment Transaction), agents and sub-agents of the Agency (each, a "Sub-Agent") for purposes of utilizing the Agency sales and use tax exemption with respect to the construction, installation and equipping of the Project Facility. Any such sub-agency designation by the Assignor and/or the Assignee shall become effective only upon submission to the Agency within fifteen (15) days of such agency and sub-agency designation: (1) an executed sub-agent appointment agreement (in

a form approved by the Agency) and (2) a completed Form ST-60 of the New York State Department of Taxation and Finance (IDA Appointment of Project Operator or Agent for Sales Tax Purposes). Such agents and sub-agents may include contractors and subcontractors involved in the acquisition, construction, installation and equipping of the Project Facility.

**Section 7.** Notwithstanding anything herein to the contrary, the amount of State and the local sales and use tax exemption benefit comprising the Financial Assistance shall remain the same as initially approved by the Agency which, for the purposes of clarity, shall mean it shall not exceed **\$20,000,000.00 and shall expire on December 31, 2022.** The Agency may consider any requests by the Assignee for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

**Section 8.** Notwithstanding anything herein to the contrary, the amount of mortgage recording tax exemption benefit comprising the Financial Assistance shall remain the same as initially approved by the Agency which, for the purposes of clarity, shall mean it shall not exceed **\$1,687,500.00.**

**Section 9.** Notwithstanding anything herein to the contrary, the amount of real property tax abatement benefit comprising the Financial Assistance shall remain the same as initially approved by the Agency which, for the purposes of clarity, shall mean it shall not exceed **\$49,084,564.00**, which such amount reflects the total estimated real property tax exemptions for the Project Facility (which constitute those taxes that would have been paid if the Project Facility were on the tax rolls and not subject to the PILOT Agreement) of approximately \$77,792,928.00, less the total payments in lieu of taxes of \$28,708,364.00 to be made by the Assignor to the Affected Tax Jurisdictions with respect to the Project Facility during the term of the PILOT Agreement. The amount of estimated real property tax exemptions is estimated based on an assumed assessed value of the Project Facility and assumed future tax rates of the Affected Tax Jurisdictions; therefore the real property tax abatement benefit is estimated because it is calculated using the estimated real property tax exemptions. The actual amount of real property tax abatement benefit is subject to change over the term of the PILOT Agreement depending on any changes to assessed value and/or tax rates of the Affected Tax Jurisdictions. Exhibit A attached hereto reflects an annual breakdown of the payments in lieu of taxes to be made to the Affected Tax Jurisdictions in each year during the term of the PILOT Agreement (“Total PILOT”), an estimated value of the real property tax (“Full Tax Payment without PILOT”), and an estimated value of the real property tax abatement benefits (“Net Exemptions”)

**Section 10.** No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

**Section 11.** A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

**Section 12.** The Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the 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 13.** 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>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        )

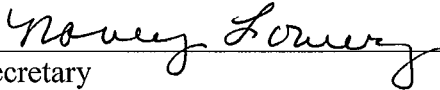
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held September 15, 2020, with the original thereof on 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 202.60, 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 15th day of September, 2020.

(SEAL)

  
Secretary



**EXHIBIT A**

PILOT YEAR	Exemption %	Onondaga County	Town of Clay	Liverpool School District (Clay)	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	90%	\$ 70,086	\$ 36,787	\$ 384,640	\$ 491,513.04	\$ 4,498,413	\$ 4,006,900
2	90%	\$ 71,487	\$ 37,523	\$ 392,333	\$ 501,343.30	\$ 4,588,381	\$ 4,087,038
3	90%	\$ 72,917	\$ 38,274	\$ 400,179	\$ 511,370.16	\$ 4,680,149	\$ 4,168,779
4	90%	\$ 74,376	\$ 39,039	\$ 408,183	\$ 521,597.57	\$ 4,773,752	\$ 4,252,154
5	90%	\$ 75,863	\$ 39,820	\$ 416,347	\$ 532,029.52	\$ 4,869,227	\$ 4,337,197
6	90%	\$ 77,380	\$ 40,616	\$ 424,674	\$ 542,670.11	\$ 4,966,611	\$ 4,423,941
7	90%	\$ 78,928	\$ 41,429	\$ 433,167	\$ 553,523.51	\$ 5,065,943	\$ 4,512,420
8	80%	\$ 153,429	\$ 80,534	\$ 842,039	\$ 1,076,001.57	\$ 5,167,262	\$ 4,091,261
9	70%	\$ 230,878	\$ 121,186	\$ 1,267,093	\$ 1,619,157.35	\$ 5,270,608	\$ 3,651,450
10	60%	\$ 311,365	\$ 163,433	\$ 1,708,812	\$ 2,183,608.95	\$ 5,376,020	\$ 3,192,411
11	50%	\$ 394,978	\$ 207,321	\$ 2,167,693	\$ 2,769,990.96	\$ 5,483,540	\$ 2,713,549
12	40%	\$ 481,811	\$ 252,899	\$ 2,644,245	\$ 3,378,954.81	\$ 5,593,211	\$ 2,214,256
13	30%	\$ 571,960	\$ 300,217	\$ 3,138,993	\$ 4,011,169.21	\$ 5,705,075	\$ 1,693,906
14	20%	\$ 665,521	\$ 349,327	\$ 3,652,473	\$ 4,667,320.60	\$ 5,819,177	\$ 1,151,856
15	10%	\$ 762,597	\$ 400,281	\$ 4,185,236	\$ 5,348,113.58	\$ 5,935,560	\$ 587,447
<b>TOTAL</b>		<b>\$ 4,093,576</b>	<b>\$ 2,148,684</b>	<b>\$ 22,466,105</b>	<b>\$ 28,708,364</b>	<b>\$ 77,792,928</b>	<b>\$ 49,084,564</b>