

TC SYRACUSE DEVELOPMENT ASSOCIATES, LLC

**LOCAL ACCESS POLICY WAIVER
(3101-19-10A)**

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") convened in public session on April 14, 2020, 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
Steve Morgan
Susan Stanczyk
Victor Ianno
Kevin Ryan
Fanny Villarreal

ABSENT:

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 Kevin Ryan, seconded by Victor Ianno, to wit:

**RESOLUTION WAIVING THE AGENCY'S LOCAL ACCESS POLICY
FOR A PORTION OF THE TC SYRACUSE DEVELOPMENT
ASSOCIATES, LLC PROJECT.**

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 dated October 31, 2019, the Agency approved undertaking a project (the “Project”) on behalf of TC Syracuse Development Associates, LLC, a Delaware limited liability company (the “Company”) and entities formed or to be formed on its behalf, 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 (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) (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, it is estimated that the cost of the planning, development, construction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$350,000,000.00, which Projects Costs include an overall total labor cost of approximately \$67,642,562.00.00 (the “Total Labor Costs”); and

WHEREAS, the Agency has adopted a Local Access Policy (the “Policy”) that requires any project receiving Financial Assistance from the Agency to use local general contractors, sub-contractors and labor for one-hundred percent (100%) of the construction of a project facility; and

WHEREAS, the Policy defines “local” as permanently residing or having a permanent office in the counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins or Wayne, in the State of New York (collectively, the “Local Labor Area”); and

WHEREAS, the Policy permits the Agency to grant a waiver to the Policy on a case-by-case basis where warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services or other compelling circumstances exist; and

WHEREAS, in accordance with the Policy, the Company has submitted to the Executive Director of the Agency proof of diligent efforts to secure labor within the Local Labor Area which proof evidences (i) a need for specialty trades that specialize in specific components needed for the Project that are located outside of the Local Labor Area; (ii) jobs for which all companies located within the Local Labor Area declined to bid; (iii) bids received from companies within the Local Labor Area that identified, because of labor shortages or other commitments, a certain

percentage of labor from outside the Local Labor Area; and (iv) bids received from companies located within the Local Labor Area that were beyond the Project's budget capacity; and

WHEREAS, the Company has submitted proof of using good faith efforts to hire companies located within the Local Labor Area such as awarding \$47,568,208.00 of the Total Labor Costs, or approximately seventy percent (70%) of the Total Labor Costs, to companies located within the Local Labor Area; and

WHEREAS, on March 30, 2020, the Company requested (the "Waiver Request") that the Agency waive the requirements of the Policy with respect to up to thirty percent (30%) of the Total Labor Costs, or such lesser percentage as the Company, taking into account the steps taken by the Company referenced herein, determines is necessary to use companies or labor outside of the Local Labor Area; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "SEQRA"), the Project previously underwent a thorough environmental review had been subject to an environmental review resulting in the issuance of a Negative Declaration by the Agency by resolution dated October 31, 2019 (the "SEQRA Determination"); and

WHEREAS, the Executive Director has reviewed the Company proof and undertaken an analysis of the efforts made by the Company to comply with the Policy, including discussions with representative of the local labor unions and certain companies that submitted bids to the Company; and

WHEREAS, the Agency desires to grant to the Company the Waiver Request in recognition of the difficulty faced by the Company in complying with the Policy in connection with the construction of the Project Facility and, notwithstanding such difficulty, the good faith efforts the Company has taken to comply with the Policy; and

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

Section 1. The Agency has reviewed the Waiver Request and based upon the representations made by the Company to the Agency in connection therewith and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations.

(A) The Waiver Request represents an insignificant change and will not alter the overall scope of the Project, and therefore the Agency's prior SEQRA Determination stands; and

(B) The Agency waives the Local Access Policy in connection with no more than thirty percent (30%) of the Total Labor Costs.

Section 2. The Chairman, Vice Chairman and Executive Director of the Agency are 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 3. This resolution shall take effect immediately.

STATE OF NEW YORK)

COUNTY OF ONONDAGA) ss.:
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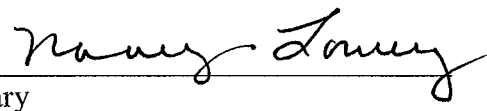
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 14, 2020, with the original thereof on 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 14th day of April, 2020.

(SEAL)


Secretary