

**UR-BAN VILLAGES PFA, LLC**

**(3101-21-07A)**

**RESOLUTION**

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) was convened in public session on June 13, 2024, at 8:30 a.m., local time, at 335 Montgomery Street, 2<sup>nd</sup> Floor, Syracuse, New York.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:** Janice Herzog  
Susan Stanczyk  
Fanny Villarreal  
Cydney Johnson

**ABSENT:** Patrick Hogan  
Kevin Ryan  
Elizabeth Dreyfuss

**ALSO PRESENT:** Robert M. Petrovich, Executive Director  
Jeffrey W. Davis, Esq., Agency Counsel  
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Susan Stanczyk, seconded by Fanny Villarreal, to wit:

**RESOLUTION AUTHORIZING THE RELEASE OF A  
PORTION OF A PARCEL AND AUTHORIZING THE  
EXECUTION AND DELIVERY OF AN OMNIBUS  
AMENDMENT TO PROJECT DOCUMENTS FOR THE  
UR-BAN VILLAGES PFA, LLC PROJECT AND  
TAKING RELATED ACTIONS IN CONNECTION  
THEREWITH.**

WHEREAS, 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, pursuant to a resolution duly adopted by the members of the board of the Agency on May 11, 2021 (the "Approving Resolution"), the Agency undertook a project (the "Project") on behalf of UR-ban Villages PFA, LLC (the "Company") consisting of the following: (A)(1) the acquisition of a leasehold interest in all or a portion of an approximately 11.5 acre parcel of land located at 100 Buckley Road (tax map no. 086.-01-15.2) in the Town of Salina, Onondaga County, New York (the "Land"); (2) the construction or reconstruction on the Land of four (4) apartment complexes, each consisting of a total of approximately 88 residential units (collectively, 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 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 the lease (with an obligation to purchase) or sale of the Equipment to Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency and the Company entered into various documents (the "Project Documents"), including, but not limited to, (A) an underlying lease to agency (and a memorandum of which was recorded in the Onondaga County Clerk's Office on August 20, 2021 as Instrument No. 00039904) dated as of August 1, 2021 (the "Underlying Lease") by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land; (B) a lease agreement (and a memorandum of which was recorded in the Onondaga County Clerk's Office on August 20, 2021 as Instrument No. 00039903) dated as of August 1, 2021 (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete 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; (C) a project agreement dated as of August 1, 2021, by and between the Agency and the Company (the "Project Agreement"); (D) a payment in lieu of tax agreement dated as of August 1, 2021 (the "PILOT Agreement") by and between the Agency and the Company whereby the Company agreed to make certain payments in lieu of taxes; and (E) various certificates relating to the Project (the "Certificates"); and

WHEREAS, pursuant to correspondence from the Company including a letter dated June 5, 2024, in connection with further development on the Land unrelated to the Project Facility, the Company has requested that the Agency release from the Project Documents a portion of the Land, consisting of approximately 2.0 acres, as more specifically identified on Exhibit A hereto (the “Release Parcel”) and retain its interest in the remaining portion of the Land, consisting of approximately 9.5 acres and including the Project Facility, as more specifically identified on Exhibit B hereto (the “Remaining Parcel”), and (ii) execute and deliver an amendment of the Project Documents, including but not limited to, the PILOT Agreement (the “Omnibus Amendment”) to reflect the release of the Release Parcel (collectively, the “Transaction”); and

WHEREAS, the Company has represented and will continue to represent to the Agency that (i) costs expended prior to the effective date of the Omnibus Amendment in connection with the Release Parcel are not eligible for the exemption from any New York State or local sales and use tax otherwise granted under the Approving Resolution and that such exemption was not used in connection with such costs, and (ii) real property taxes assessed on the Release Parcel in connection with development on the Release Parcel that is unrelated to the Project Facility have been and will continue to be paid; and

WHEREAS, the Agency desires to approve the Transaction; 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 Transaction;

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)(26) of the Regulations, the Transaction is a “Type II action” (as said quoted term is defined in the Regulations);

(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 Transaction;

(C) The Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and

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 Transaction.

Section 3. The Agency hereby consents to the Transaction.

Section 4. The Chairperson (or Vice Chairperson) and the Executive Director and/or (Vice) Chairperson of the Agency, upon advice of counsel, are each hereby authorized and directed to negotiate, execute and deliver, on behalf of the Agency, upon the advice of counsel, the necessary documents to effectuate the Transaction, including but not limited to the Omnibus Amendment and the execution thereof by the Chairperson, Vice Chairperson and/or the Executive Director to constitute conclusive evidence of such approval, and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution; provided however, that as a condition precedent to the Transaction, the Company shall execute and deliver any and all necessary documents required by the Agency to effectuate the Transaction and the Company shall pay the Agency's related fees and costs associated with the Transaction, including but not limited to its legal fees.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or to effectuate the Transaction, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Transaction binding upon the Agency.

Section 6. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein 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 7. The Executive Director of the Agency is hereby authorized 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 8. 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		
Cydney Johnson	X		
Elizabeth Dreyfuss			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 June 13, 2024, 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 14 day of June, 2024.

(SEAL)

Aceyis Rodriguez  
Secretary

Exhibit A

RELEASE PARCEL

Exhibit B

REMAINING PARCEL

**BEGINNING AT A POINT**, said point being the following courses and distances from the intersection of the westerly line of Interstate Route 81 and the northerly line of Park Street, North 28 degrees 23 minutes 00 seconds East a distance of 11.58' & North 03 degrees 15 minutes 40 seconds West for a distance of 102.78 feet to the northerly line of the City of Syracuse and the southerly line of the Town of Salina.

**THENCE** North 58 degrees 08 minutes 30 seconds West for a distance of 265.25 feet along the southerly line of the Town of Salina to a point;

**THENCE** North 42 degrees 19 minutes 10 seconds West for a distance of 139.24 feet along the southerly line of the Town of Salina to a point on the northeasterly line of Buckley Road;

**THENCE** South 47 degrees 32 minutes 35 seconds East for a distance of 93.97 feet along the easterly line of the town of Salina to a point;

**THENCE** North 20 degrees 00 minutes 00 seconds West for a distance of 8.87 feet to a point;

**THENCE** North 26 degrees 45 minutes 00 seconds West for a distance of 247.42 feet to a point;

**THENCE** North 01 degrees 09 minutes 02 seconds West for a distance of 17.16 feet to a point;

**THENCE** North 01 degrees 51 minutes 38 seconds East for a distance of 409.02 feet along the northeasterly line of Buckley Road to a point;

**THENCE** South 59 degrees 53 minutes 50 seconds East for a distance of 235.97 feet to a point;

**THENCE** North 29 degrees 32 minutes 00 seconds East for a distance of 163.66 feet to a point;

**THENCE** South 58 degrees 58 minutes 41 seconds East for a distance of 539.12 feet to a point on the westerly line of Interstate Route 81;

**THENCE** South 14 degrees 19 minutes 35 seconds West for a distance of 15.83 feet along the westerly line of Interstate Route 81 to a point;

**THENCE** South 20 degrees 05 minutes 22 seconds West for a distance of 300.19 feet continuing along the westerly line of Interstate Route 81 to a point;

**THENCE** South 27 degrees 51 minutes 43 seconds West for a distance of 320.89 feet continuing along the westerly line of Interstate Route 81 **TO THE POINT AND PLACE OF BEGINNING.**

Together with and subject to covenants, easements, and restrictions of record.

Said property contains 9.48 acres more or less.