RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on December 17, 2019 at 8:00 a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chairman and upon the roll being duly called, the following members were:

PRESENT: Michael Frame, Kathleen Murphy, Steven Thompson, Rickey Brown, Kenneth Kinsey

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Judith DeLaney, Susan Katzoff, Esq., John Vavonese, Debra Ramsey-Burns; Others Present: Jeremy Cali, Thomas Douglas, Suzanne Stack, Donna Hanover, Laura Cueva, Matthew Paulus, Aggie Lane, Joshua Werbeck, Esq., Eric Ennis, Jennifer Tifft, Timothy Lynn, Esq. Mike Palermo; Media: Rick Moriarty

The following resolution was offered by Rickey T. Brown and seconded by Steven Thompson:

RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN THE REFINANCING OF THE PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH AND AUTHORIZING AN INCREASE IN CERTAIN FINANCIAL ASSISTANCE

WHEREAS, the City of Syracuse Industrial Development Agency (the "***Agency***") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "***State***"), as amended, together with Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (collectively, the "***Act***"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, for the purpose of promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living; and

WHEREAS, at the request of Commonspace Warren, LLC (the "***Company***"), by resolutions dated January 15, 2019 and April 16, 2019, the Agency agreed to undertake a project (the "***Project***") consisting of: (A)(i) the acquisition of an interest in approximately: (a) 3,102 sq. ft. of real property located at 349 South Warren St., improved by an approximate 15,180 sq. ft. building ("***349***"); (b) 8,680 sq. ft. of real property located at 351-53 South Warren St., improved by an approximate 68,185 sq. ft. building ("***351***"); and (c) 6,006 sq. ft. of real property located at 357-59 South Warren St., improved by an approximate 30,800 sq. ft. building ("***357***"), each in

the City of Syracuse, New York (collectively, the "***Land***"); (ii) the reconstruction and renovation of: (a) approximately 8,100 sq. ft. on the 4th and 5th floors of 349 into modern office space and common work space and approximately 2,700 sq. ft. on the 5th Floor to accommodate approximately 2 apartment units; (b) approximately 30,000 sq. ft. on the 5th, 6th, 7th and 8th floors of at 351 to accommodate approximately 53 apartment units; and the renovation of approximately 7,500 sq. ft. on the 2nd floor of at 351 into common work space; and (c) approximately 3,000 sq. ft. on the 2nd floor of 357 to accommodate new office space with two doorways connecting the 2nd floor of 357 to 351; and approximately 1,000 sq. ft. in the basement of 357 to create an access corridor with 351, all located on the Land (collectively, the "***Facility***"); (iii) the acquisition and installation in and at the Land and Facility of furniture, fixtures and equipment (the "***Equipment***" and together with the Land and the Facility, the "***Project Facility***"); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and mortgage recording tax (in accordance with Section 874 of the General Municipal Law) (collectively the "***Financial Assistance***"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, redevelopment, renovation, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and

WHEREAS, in June 2019, the Company and the Agency closed on the Project and executed the necessary lease transactional documents (the "***Lease Documents***"). As part of the Project approval, based upon the application, the Company received an exemption from mortgage recording tax on parcels 349 and 351 in the approximate amount of $73,717 (which represented .75% of the mortgage); and

WHEREAS, in conjunction with the undertaking of the Project, the Company and the Agency entered into a Mortgage, Assignment of Rents, Security Agreement and Fixture Filing dated as of June 21, 2019 in the amount of $9,829,000 (the "***Initial Mortgage***") in favor of Tompkins Trust Company to secure the Company's obligation under a corresponding note in a like amount (the "***Initial Loan***") secured by parcels 349 and 351; and

WHEREAS, the Company owned parcel 357 prior to closing on the Lease Documents and the parcel secured two existing mortgages with Pathfinder Bank which carry a current outstanding principal balance of $1,665,664.95 (the "***Pathfinder Mortgages***"). The Agency was not a party to the Pathfinder Mortgages; and

WHEREAS, the Company is now requesting the Agency participate in the refinance of the Pathfinder Mortgages on the Project by refinancing the current debt balance of $1,665,664.95 through StanCorp Mortgage Investors, LLC ("***StanCorp***") (the "***Financing***") by executing and delivering: (i) one or more mortgages, and as necessary, and an assignment and a consolidation agreement, in the aggregate amount of $2,3000,000, and all related documents in favor of StanCorp, secured by parcel 357 of the Project; and (ii) all other documents reasonably necessary, upon advice of Agency's counsel, to effectuate the Financing (collectively, the "***Mortgage Documents***"); and

WHEREAS, the Company has requested an increase in the amount of the Financial Assistance to accommodate the increase in the mortgage recording tax associated with the StanCorp Mortgage required to finance the Project. As such, the Company has requested the Agency approve an increase of $17,250 in mortgage recording tax exemption (the "***Additional Financial Assistance***"); and

WHEREAS, a public hearing was held on the Project including the original mortgage recording tax exemption. The requested increase does not exceed $100,000 and therefore does not require a new public hearing; and

WHEREAS, the Agency Lease dated as of June 21, 2019, executed by the Company and the Agency in connection with the Project (the "***Agency Lease***"), anticipated the Agency's participation in the Financing; and

WHEREAS, the Financing is in furtherance of the Financial Assistance that was previously approved for the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act ("***SEQRA***"), and the present sales tax appointment extension request is insubstantial and does not require reconsideration or further review by the Agency under SEQRA.

NOW, THEREFORE, be it resolved by the members of the City of Syracuse Industrial Development Agency as follows:

(1) Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Agency's participation in the Financing and the execution and delivery of the Mortgage Documents will not result in a change to the Project as originally considered and therefore no further SEQRA review or action is required; and

(b) The Agency has the authority to, and hereby does, approve its participation in the Financing, the execution and delivery of the Mortgage Documents and the award of the Additional Financial Assistance. The Chairman, Vice Chairman and/or Executive Director of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Mortgage Documents and to execute and deliver 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 they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution. The execution thereof by the Chairman, Vice Chairman or Executive Director constitutes conclusive evidence of such approval.

(2) As a condition precedent to the Agency's participation in the Financing, the Mortgage Documents and the granting of the Additional Financial Assistance, the Company will submit to the Agency the appropriate fee, including the Agency's legal fees associated with

the Additional Financial Assistance, the Financing and the execution and delivery of the Mortgage Documents and provide proof of insurance as required under the Agency Lease as well as any additional required certificates, documents or reporting information, in exchange for the Agency's participation therein and the execution and delivery of the Mortgage Documents.

(3) Should the Agency's granting of the Additional Financial Assistance or the participation in the Mortgage Documents be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Mortgage Documents or Additional Financial Assistance, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

(4) 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.

(5) The Secretary and/or 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.

(6) This Resolution shall take effect immediately. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

	AYE	**NAY**
Michael Frame	X	
Kathleen Murphy	X	
Steven Thompson	X	
Rickey Brown	X	
Kenneth Kinsey	X	

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) **SS.:**
COUNTY OF ONONDAGA)

I, the undersigned Chairman of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the "***Agency***") held on December 17, 2019, with the original thereof on file in my office, and that the same (including all exhibits) is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I **FURTHER CERTIFY** that (i) all members of the Agency had due notice of such meeting; (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104; (iii) the meeting was in all respects duly held; and (iv) there was a quorum present throughout.

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 set my hand and affixed the seal of the Agency this 20 day of December, 2019.

CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Rickey T. Brown, Secretary

(SEAL)

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