APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on December 18, 2018 at 8:30 o'clock a.m., local time, 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 roll being called, the following members of the Agency were:

PRESENT: Michael Frame, Kenneth Kinsey, Ricky T. Brown, Kathleen Murphy

EXCUSED: Steven Thompson

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Susan Katzoff, Esq., Meghan Ryan, Esq., Judith DeLaney, John Vavonese, Debbie Ramsey-Burns; Others Present: Stephanie Pasquale, Timothy Lynn, Esq., Aggie Lane, Rich Puchulski, Sheila Sicilia, Jessica Maxwell, Jonathan Grahman, Ryland Heagerty, Ryan Benz, Philip Maguire, Suzanne Slack, Kenneth Smith, Ariel Halstead, Kevin McAuliffe, Esq., Rebecca Fuentes, M. Kelly; Media: Rick Moriarty

The following resolution was offered by Rickey T. Brown and seconded by Kenneth Kinsey:

RESOLUTION APPROVING AN EXTENSION OF THE SALES TAX APPOINTMENT OF 321 SOUTH SALINA STREET, LLC AS AGENT OF THE AGENCY UNTIL MARCH 31, 2019; AND AUTHORIZING THE EXECUTION OF ANY AND ALL NECESSARY DOCUMENTS

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 321 South Salina Street, LLC (the "***Company***"), by resolution dated January 16, 2018 (the "***Inducement Resolution***") the Agency agreed to undertake a project (the "***Project***") consisting of: (A)(i) the acquisition of an interest in approximately 6,172 square feet of real property located at 321 and 323 South Salina Street improved by two existing vacant buildings; namely, an approximately 17,138 sq. ft. five (5) story

building at 321 South Salina Street (the "***321 Building***") and an approximately 19,895 sq. ft. five (5) story building at 323 South Salina Street (the "***323 Building***" and together with the 321 Building, collectively the "***Buildings***"), all in the City of Syracuse, New York (the "***Land***"); (ii) the reconstruction and renovation of the 321 Building for mixed-use to contain approximately 11,425 square feet of residential space and approximately 2,856 sq. ft of commercial space; and the reconstruction and renovation of the 323 Building for mixed-use to contain approximately 13,263 square feet of residential space and approximately 3,316 sq. ft of commercial space; such that the Buildings will contain approximately 16 apartments (in the aggregate), common areas, a gym as well as the commercial space used for, among other things, a restaurant, 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 (as limited by Section 874 of the General Municipal Law) (collectively the "***Original Financial Assistance***"); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation, equipping and completion of the Project Facility; and 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 the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in or about February 2018, the Company and Agency entered into a lease transaction to effectuate the undertaking of the Project and the conference of the approved Financial Assistance (the "***Lease Transaction***"). As part of the Lease Transaction, the Company was appointed as the agent of the Agency through December 31, 2018 for purposes of undertaking and completing the Project Facility and was awarded an amount not to exceed $189,636.16 in exemptions from State and local sales and use tax (the "***Appointment***"); and

WHEREAS, as of November 30, 2018 the Company had realized $39,200 in State and local sales and use tax exemptions leaving a balance in the amount of $150,436.16 of unused exemption remaining available for the Project (the "***Remaining Exemption***"). The Company is not requesting any additional financial assistance; and

WHEREAS, by letter dated November 30, 2018, the Company advised that due to delays in construction not previously accounted for they were requesting the Agency approve an extension of their Appointment from December 31, 2018 to March 31, 2019 to provide them an opportunity to complete the Project (the "***Extension***"); and

WHEREAS, the Extension 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, including but not limited to there being no event of default under the Lease Documents, the Agency hereby makes the following findings and determinations:

(a) The granting of the Extension does not require reconsideration or further review by the Agency under SEQRA.

(b) The Agency authorizes the Extension of the Company's appointment as their agent for purposes of completing the Project through and including **March 31, 2019**, conditioned upon the Company: (i) representing and warranting that there are no events of default under any of the documents executed and delivered by the Company in conjunction with the Lease Transaction (the "***Lease Documents***"); (ii) confirming that all insurance executed and delivered in conjunction with the Project and the Lease Transaction remains in full force and effect and will submit to the Agency proof of insurance naming the Agency as an additional insured pursuant to the Agency's requirements under the Lease Documents; (iii) submitting to the Agency any applicable information requested by the Agency with respect to the Extension so that they can accurately track and report as required under the Act; (iv) submitting any applicable administrative fees and all legal fees incurred by the Agency in exchange for the Agency's grant of the Extension; and (v) submitting any proof required by the Agency demonstrating that the Company has not realized State and local sales and use tax exemptions in excess of what was authorized for the Project.

(2) The Agency is authorized to execute all documents necessary to effectuate the Extension and the sales tax appointment agent status of the Company and/or its Additional Agents (as that term is defined in the Inducement Resolution) (collectively, the "***Extension Documents***") including but not limited to revisions or amendments of the Lease Documents, if any, issuance of a new Sales Tax Appointment Letter and an amendment or extension of the appropriate "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (Form ST-60) for each of the entities; and each the Chairman, the Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the documents upon the advice of counsel to the Agency. The execution thereof by the Chairman, the Vice Chairman and/or the Executive Director constitutes conclusive evidence of such approval.

(3) The Company shall execute and deliver any and all documents required by the Agency in connection with the Extension and to carry out the intent of this Resolution; and

(4) The Company shall provide or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project and the Company shall, and cause each Additional Agent, to make such records available to the Agency and the State Commissioner of Taxation and Finance (the "***Commissioner***") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request.

(5) 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.

(6) The Secretary of the Agency is hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

(7) A copy of this Resolution, together with any 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	
Kenneth Kinsey	X	
Ricky T. Brown	X	
Kathleen Murphy	X	

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary 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 18, 2018, 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 19 day of December, 2018.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

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