

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on August 13, 2013 at 8:30 a.m. in the Common Council's Chambers, 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: William Ryan, M. Catherine Richardson, Esq., John Gamage, Donald Schoenwald, Esq.

ABSENT: Pamela Hunter

The following persons were **ALSO PRESENT:** **Staff Present:** Ben Walsh, Thomas Babilon, Esq., Esq., Susan Katzoff, Esq., Matthew Kerwin, Esq., Judith DeLaney, Irene Goldych, Debra Ramsey-Burns; **Others Present:** Joe Girardi, Joe Gehm, Methin Chutimhranond, Bruce Poushter, Esq., Luke Esposito, Chris Geiger, Scott Smith, Ploysong Chapman; **Media:** Rick Moriarty.

The following Resolution was offered by Donald Schoenwald and seconded by M. Catherine Richardson:

RESOLUTION APPROVING AN EXTENSION OF THE SALES TAX APPOINTMENT AGENT STATUS OF THE INNS AT ARMORY SQUARE, LLC UNTIL DECEMBER 31, 2013.

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 (the "**Enabling Act**"), together with Section 926 of the General Municipal Law, as amended (said Section and the Enabling Act, collectively referred to as, the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, civic and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and 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 to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, lease, and sell real property and grant financial assistance in connection with one or more "projects" (as defined in the Act); and

WHEREAS, by resolution adopted on July 26, 2011 (the "**Inducement Resolution**"), the Agency approved the undertaking of a project (the "**Project**") at the request of The Inns at Armory Square, LLC (the "**Company**") consisting of: (A)(i) the acquisition of a leasehold interest in an approximate 1.2 acre parcel of real property located at 300-335 West Fayette Street

(the “*Land*”); (ii) the construction of an approximate 140,000 square foot seven story building to house an approximate 180 room hotel and conference center, an open parking lot and parking deck (collectively containing approximately 185 parking spaces) all located on the Land (collectively, the “*Facility*”); (iii) the acquisition and installation thereon of furniture, fixtures and equipment (the “*Equipment*”, together with the Land and the Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, and sales and use taxation (collectively, the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, improvement and equipping of the Project Facility; and (D) the lease of the Project Facility by the Agency pursuant to a lease agreement and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, among other things, pursuant to the Inducement Resolution, the Agency appointed the Company as an agent of the Agency for purposes of completing the Project and benefitting from the sales tax exemption; and

WHEREAS, by letter dated August 6, 2013, the Company requested the Agency grant an extension of their sales tax appointment agent status to December 31, 2013 to provide them an opportunity to complete the acquisition of furniture, fixtures and equipment for the Project Facility; and

WHEREAS, the sales tax appointment 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 extension of the sales tax appointment agent status of the Company through and including December 31, 2013 does not amount to a significant change in the Project from what was originally approved by the Agency, and therefore further review under SEQRA and amendment of the City Planning Commission’s prior SEQRA negative declaration shall not be required.

(b) The Project is located in a “Highly Distressed Area” as that term is defined in the Act.

(c) Conditioned upon the Company’s execution of a sales tax agreement (“*Agreement*”) pursuant to which the Company shall agree to comply with certain provisions of the Act relative to the award of State and local sales and use tax exemptions, the Agency authorizes the extension of the sales tax appointment agent status of the Company from August 31, 2013 through and including December 31, 2013 (the “*Extension Period*”). The Agency

further authorizes exemptions from State and local sales and use tax during the Extension Period in an amount not to exceed \$7,500.00.

(d) The Agency is authorized to execute and deliver all documents necessary to effectuate an extension of the sales tax appointment agent status (the “*Extension*”) including but not limited to the Agreement, the issuance of a Sales Tax Appointment Extension Letter and completion of the appropriate “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (Form ST-60) for each of the entities; and the Chairman and Vice Chairman of the Agency are each 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 or Vice Chairman constitutes conclusive evidence of such approval.

(e) As a condition of the Extension, the Company will submit to the Agency the updated contract status report, or other applicable information, requested by the Agency with respect to the extension of the sales tax appointment; and shall further submit the appropriate applicable administrative and legal fees incurred by the Agency in exchange for the Agency’s grant of the sales tax appointment extensions.

(f) 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.

(g) 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.

(h) 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
William Ryan	X	
M. Catherine Richardson	X	
John Gamage	X	
Donald Schoenwald	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 August 13, 2013, 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 ___ day of September, 2013.

**CITY OF SYRACUSE INDUSTRIAL
DEVELOPMENT AGENCY**

By: 
John Gamage, Secretary

(S E A L)