

AUTHORIZING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on April 25, 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, John Gamage, Pamela Hunter, Catherine Richardson, Esq., Donald Schoenwald, Esq.

The following persons were **ALSO PRESENT:** **Staff Present:** Ben Walsh, Meghan Gaffey, Esq., Susan R. Katzoff, Esq., Matthew T. Kerwin, Esq., Judith DeLaney, Debra Ramsey-Burns; **Others Present:** Giovanni LaFace, James Trasher, Joe Girardi, Catherine Johnson, Greg LeVan; **Media:** Rick Moriarty

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

RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN ADDITIONAL FINANCING BY THE COMPANY IN CONNECTION WITH THE PROJECT FACILITY AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

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, on or about April 19, 2011, the Agency adopted a resolution (the "**Inducement Resolution**") approving the undertaking of a project (the "**Project**") at the request of James Street Apartments, LLC (the "**Company**") consisting of: (A)(i) the acquisition of a leasehold interest in an approximate 1.06 acre parcel of improved real property located at 615 James Street (Leavenworth Apartments) and 622 James Street (Kasson Apartments) (the "**Land**"); (ii) the reconstruction and renovation of: (a) an approximately 46,508 square foot seven (7) story building ("**Leavenworth Apartments**") for mixed-income family housing including studio, one-bedroom and two bedroom units with a community exercise room to be shared by the residents of the Kasson Apartments (as defined below); and (b) an approximately 36,995 square foot, seven (7) story building ("**Kasson Apartments**" and together with the Leavenworth Apartments the "**Apartments**") for mixed-income family housing, including studio, one-bedroom and two bedroom units, the Apartments located on the Land and jointly housing approximately 82 units of housing, each Apartment containing laundry and storage facilities together with on-site parking for residents (collectively, the "**Facility**"); (iii) the acquisition and installation thereon of furniture, fixtures and equipment, including but not limited to new windows and HVAC systems in the Apartments (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 and sales and use taxation (collectively, the "**Financial Assistance**"); and (C) 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, the Company has now requested that the Agency join in additional financing on the Project Facility by joining in a mortgage and related documents in favor of Empire Housing and Development Corporation in the approximate amount of \$250,000 pursuant to an award from the Federal Home Loan Bank of New York (the "**Mortgage**"); and

WHEREAS, the Agency's participation in the Mortgage was contemplated at the time of the closing on the Project in 2011 and is permitted pursuant to Section 4.5 of the Agency Lease Agreement, as amended from time to time, executed by the parties.

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

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

(a) The Agency confirms all prior resolutions adopted in regard to the Project Facility.

(b) The Agency is authorized to participate in the Mortgage, grant an exemption from recording tax relative to the Mortgage and execute and deliver all documents necessary to effectuate the Mortgage, including but not limited to, the Mortgage, a Pledge and Assignment, a Mortgage Recording Tax Exemption Affidavit and all other necessary documents (collectively the "**Financing Documents**"); and the Chairman and Vice Chairman of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Financing Documents, upon

the advice of counsel to the Agency. The execution thereof by the Chairman or Vice Chairman constitutes conclusive evidence of such approval;

Section 2. The Company will submit to the Agency the appropriate fee in exchange for the Agency's grant of the additional financial assistance in the form of the Mortgage Recording Tax Exemption Affidavit for the entire amount of the new mortgage, as well as any other applicable fees in accordance with the Agency's fee schedule, and shall remit directly to the Agency's counsel all reasonable attorneys' fees and costs associated with this transaction;

Section 3. Should the Agency's participation in the Financing 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 refinance, 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;

Section 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.

Section 5. The Secretary of the Agency is hereby authorized to and may 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 6. 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
William Ryan	X	
John Gamage	X	
Pamela Hunter	X	
Catherine Richardson., Esq.	X	
Donald Schoenwald, Esq.	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 April 25, 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 20th day of May, 2013.

**CITY OF SYRACUSE INDUSTRIAL
DEVELOPMENT AGENCY**

By: 
John Gamage, Secretary

(S E A L)