

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on February 25, 2013 at 10:00 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, Donald Schoenwald, Esq.

ABSENT: M. Catherine Richardson, Esq. (excused)

The following persons were **ALSO PRESENT:** Staff Present: Ben Walsh, Meghan Gaffey, Esq., Susan Katzoff, Esq., Judith Delany, Gregory Streeter, Debra Ramsey-Burns; Others Present: Peter Waack, Wendy Reese, Tim Lynn, Esq., Rick Destito, Katelyn Wright, Paul Driscoll, Owen Kerney, Baye Muhammad, Marten Jacobs

The following Resolution was offered by Pamela Hunter and seconded by Donald Schoenwald:

RESOLUTION APPROVING PAYMENT TO MANNION & COPANI IN THE AMOUNT OF \$37,537.50 FOR CERTAIN FEES INCURRED BY THE CITY OF SYRACUSE FOR WORK IN CONNECTION WITH THE DESTINY USA PROJECT

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, 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: (i) to make contracts and leases, and to execute all instruments necessary or convenient to or with any person, firm, partnership or corporation, either public or private; (ii) to

retain and employ private consultants for professional and technical assistance and advice; and (iii) to do all things necessary or convenient to carry out its purposes and exercise its powers; and

WHEREAS, the Act further provides that the use of all the foregoing powers and rights is a public purpose essential to the public interest for which public funds may be expended; and

WHEREAS, the City of Syracuse, New York (the “*City*”) has incurred fees due and owing to Mannion & Copani in the amount of \$112,612.50 for work in connection with the Destiny USA Project; and

WHEREAS, Mannion & Copani’s participation in the Destiny USA Project created a benefit for the Agency; and

WHEREAS, the City has requested that the Agency pay one-third of the amount owed to Mannion & Copani for its work in connection to the Destiny USA Project, which equals a payment in the amount of \$37,537.50 (the “*Payment*”); and

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

Section 1. The City of Syracuse Industrial Development Agency is authorized and empowered 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, 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.

Section 2. To accomplish its stated purposes, the Agency is authorized and empowered under the Act: (i) to make contracts and leases, and to execute all instruments necessary or convenient to or with any person, firm, partnership or corporation, either public or private; (ii) to retain and employ private consultants for professional and technical assistance and advices; and (iii) to do all things necessary or convenient to carry out its purposes and exercise its powers.

Section 3. The Agency hereby makes the following findings and determinations:

- (a) The Agency has the statutory authority to make the Payment.
- (b) The making of the Payment is in furtherance of the Agency’s corporate purposes and the Destiny USA Project previously undertaken by the Agency.
- (c) The Agency hereby authorizes the making of the Payment.

(d) Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to make the Payment, this Resolution shall automatically become null, void and of no further force and effect with respect thereto, and the Agency shall have no liability to the City or to Mannion & Copani, hereunder or otherwise.

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

(f) A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

The foregoing Resolution was thereupon declared duly adopted.

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

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The foregoing Resolution was thereupon declared duly adopted.

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

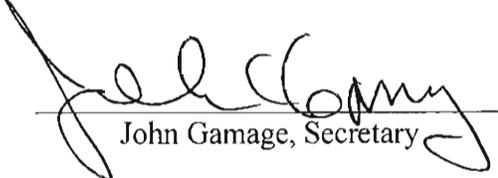
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the special meeting of the City of Syracuse Industrial Development Agency (the “**Agency**”) held on February 25, 2013, with the original 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 ~~4TH~~ day of ~~May~~, 2013.
JUNE

CITY OF SYRACUSE INDUSTRIAL DEVELOPMENT AGENCY

By: 
John Gamage, Secretary

(S E A L)