

RESOLUTION

A special meeting of the City of Syracuse Industrial Development Agency was convened in public session on April 1, 2013, at 8:30 o'clock a.m. at 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: William Ryan, John Gamage, M. Catherine Richardson, Esq. and Pamela Hunter

ABSENT: Donald Schoenwald, Esq.

The following persons were **ALSO PRESENT:** Ben Walsh, Sue Katzoff, Esq., Gregory Streeter, Judith DeLaney, Wendy Reese, Esq., Bob Smith, Esq., Terry Mannion, Esq., Nadar Maroun and Rick Moriarty

The following resolution was offered by M. Catherine Richardson, Esq. and seconded by Pamela Hunter:

RESOLUTION AUTHORIZING THE SETTLEMENT AGREEMENT WITH DESTINY USA HOLDINGS, LLC AND RELATED ENTITIES

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, warehouse, commercial, civic, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horseracing 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, the Agency has the power, pursuant to Section 858 of the Act, to sue and be sued and to enter into contracts and to do all things necessary or convenient to carry out its purposes and exercise the powers expressly given under the Act; and

WHEREAS, on July 23, 2012, the Agency adopted a resolution ("**Resolution**") entitled:

RESOLUTION DECLARING A DEFAULT UNDER THE AGENCY AGREEMENT, AUTHORIZING THE EXERCISE OF THE AGENCY'S REMEDIES UNDER THE AGENCY AGREEMENT AS WELL AS THE PARKING INSTALLMENT SALE AGREEMENT; DIRECTING COUNSEL FOR THE AGENCY TO TERMINATE THE PARKING INSTALLMENT SALE AGREEMENT AND TAKE ALL NECESSARY STEPS TO TRANSFER TITLE TO THE PARKING PARCELS TO DESTINY USA LAND COMPANY, LLC AND THE ROW INTERESTS TO PYRAMID COMPANY OF ONONDAGA OR THE APPLICABLE ENTITY OR PARTY ALL IN ACCORDANCE WITH THE AGENCY AGREEMENT, RELATED DOCUMENTS AND STATUTES.

WHEREAS, following the adoption of the Resolution, the Agency attempted to tender the Parking Parcels and ROW interests to the applicable parties and/or entities in accordance with the Resolution (the "**Transfers**"); and

WHEREAS, Destiny USA Holdings, LLC, Destiny USA Land Company, LLC, Pyramid Company of Onondaga and or their members and/or affiliates (collectively "**PCO**"), objected to one or more of the attempted Transfers and further objected to, among other things, the declaration of default made by the Agency pursuant to the Resolution and the payment of certain funds under the Payment in Lieu of Taxes Agreement (the "**PILOT**") governing that portion of the property comprising the Carousel Expansion project (the "**Project**") owned by Destiny USA Holdings, LLC (collectively the "**Objections**"); and

WHEREAS, following the adoption of the Resolution, PCO filed a claim against the City, SIDA and certain others over the rescission by the City of certain ordinances affecting both Hiawatha Blvd. and Solar Street, each in the City of Syracuse, New York (the "**Claim**"); and

WHEREAS, following the adoption of the aforesaid Resolution and the ensuing Objections by PCO, the Agency, PCO and the City of Syracuse, New York (the "**City**") entered into negotiations to settle the Objections and the Claim in order to avoid further litigation and to effectuate the Transfers and resolve all outstanding issues. Such negotiations culminated in a settlement (the "**Settlement Agreement**") among PCO, the Agency and the City; and

WHEREAS, among other things, the Settlement Agreement provides for: (i) the acceptance of title by PCO with respect to the Transfers; (ii) the withdrawal, with prejudice of the Claim; (iii) the repayment of certain funds under the PILOT through an offset against monies owed the Agency going forward; (iv) the rescission by the Agency of its finding of default under the Resolution; (v) PCO to remit payment in full of all outstanding fees owed the Agency; (vi) PCO to waive any and all claims to the administrative fee paid to the Agency at the time bonds were issued to fund the Project; and (vii) PCO's acknowledgement that the Agency has no further obligations under any agreements with respect to future phases of the Project (collectively the "**Terms**").

NOW, THEREFORE, be it resolved by the members of the Agency, as follows:

Section 1. The Agency hereby approves the Terms of the Settlement Agreement and authorizes each of the Chairman and/or Vice Chairman of the Agency, on behalf of the Agency, to execute and deliver the Settlement Agreement, containing the Terms presented at this meeting, with such changes, omissions and additions in terms and form as such Chairman or Vice Chairman shall approve on the advice of counsel to the Agency and to execute and deliver any and all other agreements, documents and certificates required in connection with the Settlement Agreement, including but not limited to any necessary documents to effectuate the Transfers. The execution thereof by such Chairman or Vice Chairman shall constitute conclusive evidence of such approval.

Section 2. 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 3. 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.

Section 4. Counsel to the Agency is hereby authorized to work with the PCO's counsel and others to prepare for submission to the Agency, all documents necessary to effect the Settlement Agreement and to consummate the transactions contemplated by this resolution.

Section 5. This resolution shall take effect immediately. 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:

| | AYE | NAY |
|-----------------------------|------------|------------|
| William Ryan | X | |
| John Gamage | | X |
| Pamela Hunter | X | |
| Catherine Richardson., Esq. | X | |

The foregoing Resolution was thereupon declared duly adopted.

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

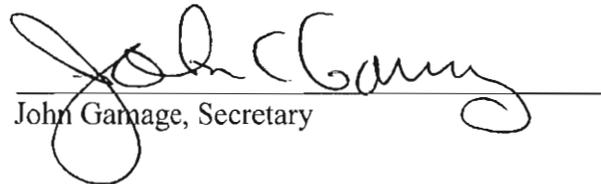
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the “*Agency*”) held on April 1, 2013, with the original thereof on file 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 June, 2013.

City of Syracuse Industrial Development Agency



John Gamage, Secretary

(S E A L)

