

RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on September 20, 2016, at 8:30 o'clock a.m. 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 the roll being duly called, the following members were:

PRESENT: William Ryan, Catherine Richardson, Esq., Steven Thompson, Donald Schoenwald, Esq., Kenneth Kinsey

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Present: Honora Spillane, Judith DeLaney, Meghan Ryan, Esq., Susan Katzoff, Esq., John Vavonese, Debra Ramsey-Burns; Others: Aggie Lane, Joe Porter, Fred Swayze, Matthew Paulus, Larry Losty, Derek Persse; Media Present: Rick Moriarty

The following resolution was offered by Donald Schoenwald and seconded by Kenneth Kinsey:

RESOLUTION DESCRIBING THE REQUEST FOR AUTHORIZATION TO TRANSFER CERTAIN MEMBERSHIP INTERESTS OF THE COMPANY

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant "financial assistance" (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more "projects" (as defined in the Act); and

WHEREAS, by application dated January 19, 2016 (the "**Application**"), State Tower Building, LLC and Expressway Properties, L.L.C, (collectively, the "**Company**"), requested the Agency undertake a project (the "**Project**") consisting of: (A)(i) the acquisition of an interest in approximately 1.2 acres of real property improved by an existing twenty-one (21) story, approximately 211,00 square foot building and garage (the "**Building**") located at 201-19 East Genesee Street & Warren Streets, in the City of Syracuse, New York (the "**Land**"); the renovation of the Building for use as a mixed-use complex including Class A office space and retail on the first 8 floors; approximately 57 market-rate studio, one and two bedroom apartment

units on the upper 13 floors; significant façade restoration; and a 100 car on-site parking garage, all located on the Land (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 (the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, renovation and equipping of the Project Facility; and (D) 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, the Agency adopted a SEQRA, an Inducement and a Final Approving Resolution authorizing the Project at its March 9, 2016 meeting; and

WHEREAS, the Company seeks to clarify the structure of the transaction in as much as the Project involves a historic tax credit investor which dictate the viability of the Project. The Company has advised that to accommodate the infusion of capital by the tax credit investor and the transfer of the tax credits back to the tax credit investor, the Company must transfer certain of its membership interests in the Company to the historic tax credit investor and transfer certain of its leasehold interests in the facility to an entity controlled by the tax credit investor (the “*Title and Membership Transfers*”); and

WHEREAS, the Company is hereby requesting that the Agency approve the Title and Membership Transfers in order to ensure that the Project is viable; and

WHEREAS, approval of and participation in the Title and Membership Transfers is in furtherance of the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act (“*SEQRA*”), and the requested Transactional Documents 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 makes the following findings and determinations:

- (A) Approval of and participation in the Title and Membership Transfers is in furtherance of the Project that was previously approved, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act (“*SEQRA*”), and the requested Transactional Documents is insubstantial and does not require reconsideration or further review by the Agency under SEQRA.
- (B) The Agency hereby approves the Title and Membership Transfers.

(C) The Agency is authorized to: execute and deliver any and all documents and certificates necessary to effectuate the Title and Membership Transfers and to carry out the intent of this Resolution with respect thereto (collectively the “*Transactional Documents*”); and the Chairman and Vice Chairman of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Transactional Documents, upon the advice of counsel to the Agency. The execution thereof by the Chairman or Vice Chairman constitutes conclusive evidence of such approval.

(2) The Secretary or the Executive Director 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.

(4) 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 question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

| | <u>AYE</u> | <u>NAY</u> |
|-------------------------|------------|------------|
| William Ryan | X | |
| M. Catherine Richardson | X | |
| Donald Schoenwald | X | |
| Steven Thompson | X | |
| Kenneth Kinsey | 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 September 20, 2016, 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 21st day of November, 2016.

City of Syracuse Industrial Development Agency



Steven P. Thompson, Secretary

(S E A L)