

## RESOLUTION

A regular meeting of the Syracuse Local Development Corporation was convened on November 5, 2018 at 9:00 a.m.

The meeting was called to order by the Chairman and upon the roll being duly called, the following members were:

**PRESENT:** Michael Frame, Steven Thompson, Kathleen Murphy, Kenneth Kinsey

**EXCUSED:** Rickey T. Brown

**THE FOLLOWING PERSONS WERE ALSO PRESENT:** Honora Spillane, Judith DeLaney, John Vavonese and Susan Katzoff, Esq.

The following resolution was offered by Kathleen Murphy and seconded by Kenneth Kinsey:

### **RESOLUTION AUTHORIZING THE RETENTION OF BARCLAY DAMON LLP AS SPECIAL COUNSEL TO THE AGENCY WITH REGARD TO THE ACQUISITION OF PROPERTY**

**WHEREAS**, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("**N-PCL**") of the State of New York (the "**State**"), as amended (hereinafter collectively called the "**Act**"), and pursuant to its Certificate of Incorporation filed on March 15, 2010 (the "**Certificate**"), the Syracuse Local Development Corporation (the "**SLDC**") was established as a not-for-profit local development corporation of the State pursuant to Sections 402 and 1411 of the Not for Profit Corporation Law of the State and has the power to to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, to borrow money and to issue negotiable bonds, notes and other obligations therefor and has the authority to sell, lease, mortgage or otherwise dispose of or encumber any of its real or personal property or any interest therein upon such terms as it may determine exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

**WHEREAS**, in March 1997, the Mutual Life Insurance Company of New York sold an underground parking garage (the "**South Parcel**") to the City of Syracuse (the "**City**") pursuant to a sale agreement dated March 27, 1997. The garage acquired by the City sits beneath what is

now the Tech Garden (the "**Tech Garden**" and together with the South Parcel, collectively, the "**City's Parcel**") and adjacent to and adjoining another underground garage parcel which sits below what is commonly known as the AXA Tower Complex (the "**North Parcel**" and together with the South Parcel, collectively, the "**Garage**"); and

**WHEREAS**, contemporaneous with the City's purchase of the South Parcel, the City entered into an agreement whereby Towers Realty LR, Ltd, the owner of the North Parcel (the "**Owner**") leased the North Parcel to the City and the City agreed to operate and maintain the North Parcel in good working repair (the "**Garage Lease Agreement**"); and

**WHEREAS**, notwithstanding the Garage Lease Agreement, the Owner remained liable for all repairs to infrastructure located in the North Parcel that supports the improvements above the garage; namely, the AXA Tower Complex; and

**WHEREAS**, the Garage Lease Agreement also provides, that notwithstanding the foregoing, the Owner agrees to maintain the plaza level on top of the North Parcel in a manner that is architecturally appropriate to minimize leakage from the plaza level into or onto the membrane covering the garage ceiling; and

**WHEREAS**, the City and the Owner agree that the North Parcel has not been satisfactorily maintained either due to a lack of ongoing repair, and/or water and other damage leaking from the plaza level above, or a combination of both; and

**WHEREAS**, the City and the Owner engaged engineers to undertake a joint assessment of the repairs necessary to repair the Garage and ensure its safety and arrived at a global scope of repairs, with estimated costs, which scope includes, generally, renovations to the Garage to include structural, mechanical, electrical, plumbing and fire protection repairs and upgrades as well as renovations to the plaza level including removal and replacement of the waterproofing membrane, removal and resetting of pavers and replacement of the expansion joints and repair and/or replacement of planters (collectively, the "**Scope of Repairs**"); and

**WHEREAS**, the City has limited resources to devote to the Scope of Repairs necessary to satisfactorily repair the Garage and ensure its safety in satisfaction of its obligations under the Garage Lease Agreement; and

**WHEREAS**, the parties have agreed that single ownership of the Garage will facilitate the repairs and the ongoing operation of the Garage for the benefit of both the Tech Garden, the AXA Tower Complex and the general public, as available; and

**WHEREAS**, the City and the Owner are undertaking steps to transfer ownership of the City's Parcel and the North Parcel; respectively, to the SLDC such that the SLDC will have single ownership and control over the Garage; and

**WHEREAS**, it is within the SLDC's authority and powers to own property and to lessen the burdens of government; and

**WHEREAS**, the SLDC seeks to retain Barclay Damon LLP as special counsel to assist with the acquisition of the Garage including, but not limited to, any related subdivision issues, title work or surveys (the "**Real Estate Work**"); and

**NOW, THEREFORE**, be it resolved by the members of the Board of Directors of the Syracuse Local Development Corporation as follows:

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the SLDC to: (i) promote community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the City by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access low interest tax-exempt and non-tax-exempt financing for their eligible projects; and (ii) undertake projects and activities within the City for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and lessening the burdens of government and acting in the public interest.

Section 3. Based upon the foregoing, the SLDC makes the following findings and determinations:

(a) authorizes the retention of Barclay Damon LLP as special counsel for the Real Estate Work on the terms and conditions set forth in the engagement letter submitted by Barclay Damon LLP on October 29, 2018 (the "**Engagement Letter**"); and

(b) The Chairman, Vice Chairman, the Executive Director and any authorized representative of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver an acknowledgement, if required, of the Engagement Letter.

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 SLDC, nor any person executing any documents referred to above on behalf of the SLDC, 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 and/or Executive Director of the SLDC is hereby authorized to 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 6. This Resolution shall take effect immediately. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the SLDC 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>
Michael Frame	X	
Steven Thompson	X	
Kathleen Murphy	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 Syracuse Local Development Corporation (the "SLDC"), **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the SLDC held on November 5, 2018, 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 SLDC and of such resolution set forth herein and of the whole of such original insofar as the same relates to the subject matters referred to therein.

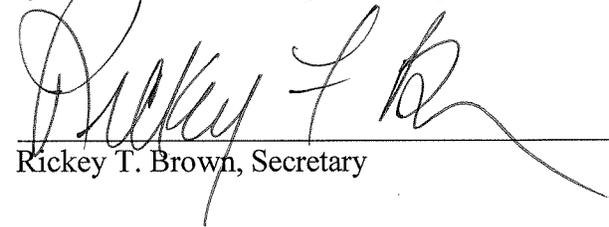
**I FURTHER CERTIFY**, that all members of the Board of Directors of the SLDC had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

**I FURTHER CERTIFY**, that there was a quorum of the Board of Directors of the SLDC present throughout said meeting.

**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 modified.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of said SLDC this 19 day of December, 2018.

Syracuse Local Development Corporation

  
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Rickey T. Brown, Secretary

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