

APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on July 18, 2017 at 8:30 o'clock a.m., local time, 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, M. Catherine Richardson, Steven Thompson, Kenneth Kinsey

EXCUSED: Donald Schoenwald

The following persons were **ALSO PRESENT:** **Staff:** Honora Spillane, Judith DeLaney, Susan Katzoff, Esq., Meghan Ryan, Esq., John Vavonese, Debra Ramsey-Burns; **Others:** Aggie Lane, Richard Engel, Al Gough, Alex Marion, Christopher Bianchi, Robert Smith, Kevin Caraccioli, Esq, Brian Sinsabaugh, Elnore Davis; **Media:** Rick Moriarty

The following resolution was offered by M. Catherine Richardson and seconded by Steven Thompson:

RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN THE REFINANCING OF THE CONSTRUCTION LOANS AND THE EXECUTION AND DELIVERY OF ASSOCIATED MORTGAGE DOCUMENTS AT THE REQUEST OF THE COMPANY IN CONNECTION WITH THE PROJECT FACILITY

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, pursuant to an application dated October 4, 2012 (the "**Application**"), the Agency undertook a Project at the request of Salina Crossing Commercial Enterprises, LLC, a

New York limited liability company (the “*Company*”) (the “*Project*”) consisting of: (A)(i) the acquisition of a leasehold interest in approximately 4,700 square feet of a larger approximately 24,000 square foot building located at 900 and 906 North McBride Street and a leasehold interest in approximately 1,200 square feet of a larger approximately 6,000 square foot building located at 2223-37 South Salina Street (collectively, the “*Land*”); (ii) the construction of approximately 4,700 square feet of space to be used as commercial space at the North McBride Street location (the “*Butternut Commercial Space*”); and the construction of approximately 1,200 square feet of space to be used as commercial space at the South Salina Street location (the “*Salina Commercial Space*” and together with the Butternut Commercial Space, collectively the “*Facility*”) all located on the Land; (ii) the acquisition and installation in the Facility of furniture, fixtures and equipment (collectively 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 real property tax, mortgage recording tax and State and local sales and use taxation (collectively, the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction and equipping of the Project Facility; and (D) the lease of the Land and the 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; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Agency previously conducted an environmental review of the Project pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), and determined that the Project constituted an "Unlisted Action" and therefore no further review was required; and

WHEREAS, in conjunction with the undertaking and construction of the Project, the Company and the Agency entered into a Building Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing in favor of KeyBank National Association (“*Mortgage 1*”) in the principal amount of \$547,394.00 to secure the Company’s obligation under a corresponding note in a like amount (“*Loan 1*”) and a Project Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing in favor of KeyBank National Association (“*Mortgage 2*”) in the principal amount of \$3,506.00 to secure the Company’s obligation under a corresponding note in a like amount (“*Loan 2*”, and together with Loan 1 and Mortgage 1 and Mortgage 2, the “*Construction Financing*”); and the Agency then provided the Company with an exemption from the mortgage recording tax otherwise due on Mortgage 1 and Mortgage 2; and

WHEREAS, the Company has requested that the Agency participate in the refinancing of the Construction Financing (the “*Refinance*”) with Home Headquarters, Inc. and Housing Trust Fund Corporation, through its Urban Community Investment Fund by: (i) executing and delivering certain loan documents in an aggregate amount not to exceed Six Hundred Eighty-Five Thousand Dollars (\$685,0000) to secure the permanent financing of the Project

(collectively, the "*Mortgage*"); (ii) providing a mortgage recording tax exemption in accordance with the New York State General Municipal Law, if necessary (the "*Exemption*"); and (iii) executing and delivering all other documents reasonably necessary, upon advice of Agency's counsel, to effectuate the refinance (collectively with the Mortgage and Exemption, the "*Refinance Documents*"); and

WHEREAS, the providing of the Exemption does not constitute new Financial Assistance; and even if it was so considered, no public hearing is required as the Exemption does not exceed \$100,000; and

WHEREAS, the Agency Lease dated as of November 12, 2014, executed by the Company and the Agency in connection with the Project, anticipated the Agency's participation in additional financings.

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 hereby makes the following findings and determinations:

(a) The Agency's participation in the Refinance and the execution and delivery of the Refinance Documents will not result in a change to the Project as originally considered and therefore no further SEQRA action is required; and

(b) The Agency has the authority to, and hereby does, approve its participation in the Refinance and the execution and delivery of the Refinance Documents and the granting of the Exemption, if any. The Chairman and/or Vice Chairman 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 the documents and agreements identified in, or required to carry out the intent of, this Resolution upon the advice of counsel, and to execute and deliver any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution. The execution thereof by the Chairman or Vice Chairman constitutes conclusive evidence of such approval.

(2) As a condition precedent to the Agency's participation in the Refinance and the execution and delivery of the Refinance Documents, as set forth herein, the Company will submit to the Agency the appropriate fee, including the Agency's legal fees associated with the Refinance and the execution and delivery of the Refinance Documents, in exchange for the Agency's participation therein and the execution and delivery of the Refinance Documents.

(3) Should the Agency's participation in the Mortgage or the other Refinance 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 Mortgage or the other Refinance Documents, 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.

(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.

(5) The Secretary of the Agency is hereby authorized to 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.

(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 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	
M. Catherine Richardson	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 July 18, 2017, 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 15th day of August, 2017.

City of Syracuse Industrial Development Agency



Steven P. Thompson, Secretary

(S E A L)