APPROVING RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on April 17, 2018 at 8:30 a.m. in the Common Council's Chambers, 233 East Washington Street, Syracuse, New York.

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

PRESENT: Steven Thompson, Kathleen Murphy, Rickey T. Brown, Kenneth Kinsey

EXCUSED: Michael Frame

THE FOLLOWING PERSONS WERE ALSO PRESENT: Staff Members: Honora Spillane, Judith DeLaney, John Vavonese, Matthew Kerwin, Esq.; Media Present: Charles McChesney (CNY Business Journal) Rick Moriarty (Syracuse Newspapers); Others Present: Wendy Loughnot Esq., James Trasher, Lauryn LaBorde, Mitch Latimer, Donna Harris, Rich Pulchalski, Stephanie Pasquale, Aggie Lane, Mel Menon. Gail Montplasir, Joe Driscoll, Gary Thurston.

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

RESOLUTION APPROVING THE ISSUANCE OF A TEMPORARY SALES TAX APPOINTMENT LETTER AND THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

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, Symphony Tower, LLC, or an entity to be formed (the "***Company***"), by application dated July 12, 2016 (the "***Application***"), requested the Agency undertake a project (the "***Project***") consisting of: (A)(i) the acquisition of an interest in approximately 54,502 square feet of real property improved by one (1) existing approximately 129,000 square foot building (the "***Building***") located at 111-113 East Onondaga Street and 457 South Salina Street,

in the City of Syracuse, New York (the "***Land***"); the partial demolition and renovation of the Building for use as a fifteen (15) story approximately 120 room extended stay hotel (the "***Facility***"); (iii) the acquisition and installation in and at the Land and Facility of furniture, fixtures, inventory 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 real property tax, State and local sales and use tax and mortgage recording tax (except as limited by Section 874 of the General Municipal Law) (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, renovation, equipping and completion 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 conducted a public hearing with respect to the Project and the proposed Financial Assistance on August 16, 2016 pursuant to Section 859-a of the Act, notice of which was originally published on August 4, 2016, in the Post-Standard, a newspaper of general circulation in the City of Syracuse, New York and given to the chief executive officers of the affected tax jurisdictions by letters dated August 3, 2016; and

WHEREAS, 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***"), the Agency is required to make a determination whether the "action" (as said quoted term is defined in SEQRA) to be taken by the Agency may have a "significant impact on the environment" (as said quoted term is utilized in SEQRA), and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, by resolution adopted December 20, 2016 (the "***SEQRA Resolution***"), the Agency determined that the Project will not have a significant effect on the environment; and

WHEREAS, pursuant to the a resolution adopted by the Agency on December 20, 2016 (the "***Inducement Resolution***"), the Agency approved the appointment of the Company as its agent for purposes of completing the Project; and

WHEREAS, the Inducement Resolution authorized State and local sales tax exemptions for the Project in an amount not to exceed **$711,500**; and

WHEREAS, by letter dated April 4, 2018, the Company advised that it was in the process of finalizing its financing for the Project and requested that the Agency consider executing and delivering a temporary sales tax appointment exemption prior to the closing on the lease documents such that the Company can commence certain work to modernize the building's elevators and to complete certain duct work and benefit from the exemption from State and local sales and use taxes while finalizing its financing (the "***Appointment***"); and

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

(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. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

(2) Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The action taken pursuant to this Resolution will not result in any significant adverse environmental impacts, and the previously adopted negative declaration still applies and does not need to be amended or supplemented.

(b) Pursuant to the terms of the Inducement Resolution the amount of State and local sales and use tax exemption benefits comprising the Financial Assistance approved by the Agency for the entire Project shall not exceed **$711,500**.

(c) The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to the Company's Temporary Appointment as agent of the Agency and to receiving or benefiting from an exemption from State and local sales and use tax exemptions benefits.

(d) The Agency approves the Company's Temporary Appointment and delivery of an appointment letter (the "***Letter***") subject to execution of an associated temporary sales tax appointment agreement and/or project agreement by and between the Company and the Agency (collectively, the "***Project Agreement***") as well as any necessary and related documents, including but not limited to, an Environmental Compliance and Indemnification Agreement, proof of insurance, as set forth in the Project Agreement, and a bill of sale from the Company to the Agency (collectively with the Letter and the Project Agreement, the "***Temporary Documents***"), all effective through **July 2, 2018** (the "***Temporary Period***").

(e) As a further condition precedent to the Agency's execution and delivery of the Temporary Documents, the Company has, or will: (i) execute and deliver the Agreement (as defined in the Inducement Resolution); (ii) agree to comply with the provisions thereof and of the Act; and (iii) remit to the Agency 25% of the Agency's administrative fee (currently based on the Company's Application) as well as the Agency's legal fees associated with the issuance of the Temporary Documents.

(f) The Chairman, Vice Chairman and/or Executive Director of the Agency are each hereby authorized, upon review and advice of counsel, on behalf of the Agency, to execute and deliver the Temporary Documents and the Project Agreement, in form and substance similar to other such agreements entered into by the Agency. The execution thereof by the Chairman, Vice Chairman or Executive Director constitutes conclusive evidence of such approval.

(g) The Company may utilize, and is hereby authorized to appoint, subject to the terms and conditions of the Project Agreement (including the execution by the Additional Agent (as defined herein) of a Sub-Agent Agreement (as defined in the Project Agreement)), a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "***Additional Agents***") to proceed with the construction and equipping of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf provided the Company execute, deliver and comply with the Temporary Documents. The Company shall provide, or cause Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project, and the Company shall, and cause each Additional Agent to, make such records available to the Agency and the State Commissioner of Taxation and Finance (the "***Commissioner***") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Company, the Agency or its designee upon request.

(h) Counsel to the Agency is hereby authorized to work with the Company and others to prepare the Temporary Documents and all documents necessary to effect the intent of this Resolution.

(i) Should the Agency's participation in the Temporary Documents regarding the Project Facility 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 Letter and Agreement, 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.

(j) 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.

(k) The Secretary of the Agency is hereby authorized and directed 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.

(l) 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.

(m) This Resolution shall take effect immediately.

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

	AYE	**NAY**
Steven Thompson	X	
Kathleen Murphy	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	

The foregoing Approving 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 17, 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 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 May, 2018.

City of Syracuse Industrial Development Agency

Rickey T. Brown, Secretary

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