

APPROVING RESOLUTION

As a result of the public health emergency created by COVID-19, the Federal, State and local bans on meetings or gatherings, and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020, as amended from time to time, the City of Syracuse Industrial Development Agency (the "**Agency**") held a meeting on the 21st day of April, 2020, at 8:00 a.m., local time, electronically which was made available via Webex at: <https://bit.ly/syrsida-04082020> (or by accessing the link on the Agency's website) and using meeting number 713 934 932 and password SIDA; or via telephone at (408) 418-9388 with access code: 713 934 932, in conjunction with the matter set forth below.

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

PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Kathleen Murphy, Steven Thompson, Kenneth Kinsey, Rickey T. Brown and Dirk Sonneborn

THE FOLLOWING PERSONS WERE ALSO PRESENT VIA TELE/VIDEOCONFERENCE (in accordance with the Governor's Executive Order 202.1): Staff Present: Judith DeLaney, Susan Katzoff, Esq., John Vavonese, Lori McRobbie; Others Present: Timothy Lynn, Esq., Chuck Sangster, Kate Maguire, Jen Tifft; Media Present: Rick Moriarty

The following resolution was offered by Steven Thompson and seconded by Dirk Sonneborn:

RESOLUTION APPROVING THE AGENCY'S PARTICIPATION IN THE REFINANCING OF THE PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH

WHEREAS, 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, at the request of Addis Building LLC (the "**Company**"), by resolution dated December 20, 2016 (the "**Inducement Resolution**") the Agency undertook a project (the

“**Project**”) consisting of: (A)(i) the acquisition of an interest in approximately 7,500 square feet of real property improved by an existing approximately 37,500 square foot building (the “**Building**”) located at 449-53 South Salina Street, in the City of Syracuse, New York (the “**Land**”); (ii) the renovation of the Building as follows: (a) approximately 22,500 square feet containing approximately 18 one-bedroom apartment units on floors 3-5; (b) approximately 7,500 square feet of commercial space on the second floor; and (c) approximately 7,500 square feet of retail space on the first floor, all located on the Land (collectively, 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 (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, reconstruction, 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, in March 2018, the Company and Agency entered into a lease transaction to effectuate the undertaking of the Project and the conference of the approved Financial Assistance (the “**Lease Transaction**”). As part of the Project approval, based upon the application, the Agency approved the Company's request for an exemption from mortgage recording tax in an amount not to exceed \$32,500; and

WHEREAS, in conjunction with the Project, on or about August 3, 2018, the Company and the Agency entered into a partial construction loan secured by a mortgage in the amount of \$2,000,000 (the “**Initial Mortgage**”) in favor of the Chemung Canal Trust Company to secure the Company's obligation under a corresponding note in a like amount (the “**Initial Note**”); and

WHEREAS, at the time of closing on the Initial Mortgage, the Project received $\frac{3}{4}$ of 1% of the mortgage amount; or \$15,000 leaving \$17,500 in remaining approved exemption (the “**Unused Exemption**”); and

WHEREAS, by letter dated March 26, 2020, the Company requested the Agency participate in additional construction financing on the Project through Community Preservation Corporation, in partnership with Berkshire Bank, as the historic tax credit investor (the “**Additional Financing**”) consisting of the: (a) execution and delivery of an additional construction loan mortgage and any and all related and additional documents in favor of Community Preservation Corporation in an amount not to exceed Seven Million Two Hundred Fifteen Thousand Dollars (\$7,215,000) to secure the balance of the construction financing (collectively, the “**Mortgage Documents**”); (b) confirmation to use the Unused Exemption to cover, as permitted by the Act, some or all of the associated mortgage recording tax incurred with respect to the Mortgage Documents; and (c) execution and delivery of all other documents reasonably necessary, upon advice of Agency's counsel, to effectuate the Additional Financing and confirm and grant so much of the Unused Exemption as necessary to cover, as permitted by

the Act, some or all of the associated mortgage recording tax incurred with respect to the Mortgage Documents (collectively with (a) and (b) above, the "**Financing Documents**"); and

WHEREAS, the Agency Lease, executed by the Company and the Agency in connection with the Project in March, 2018 (the "**Agency Lease**"), anticipated the Agency's participation in such Additional Financing; and

WHEREAS, the Additional Financing is in furtherance of the Financial Assistance that was previously approved for the Project, which underwent an environmental review by the Agency pursuant to the State Environmental Quality Review Act ("**SEQRA**"), and the present request for additional financing 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 hereby makes the following findings and determinations:

(a) The Agency's participation in the Additional Financing, the confirmation of the use of the Unused Exemption and the execution and delivery of the Financing Documents will not result in a change to the Project as originally considered and therefore no further SEQRA review or action is required; and

(b) The Agency has the authority to, and hereby does, approve its participation in the Additional Financing, the execution and delivery of the Financing Documents and the use of the Unused Exemption. The Chair, Vice Chair and/or Executive Director 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 Financing Documents 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 Chair, Vice Chair or Executive Director constitutes conclusive evidence of such approval.

(c) As conditions precedent to the Agency's participation in the Additional Financing and the execution and delivery of the Financing Documents, all as set forth herein: (i) the Company shall be current with all required reporting obligations under the Agency Lease and any other documents executed in conjunction with the Lease Transaction; (ii) there shall be no event of default under the Agency Lease or any other documents executed in conjunction with the Lease Transaction; (iii) the Company shall submit to the Agency the appropriate fee, including the Agency's legal fees associated with the approval of the Permanent Financing and/or the execution and delivery of the Permanent Documents; and (iv) the Company shall provide proof of insurance as required under the Agency Lease as well as

any additional required certificates, documents or reporting information, in exchange for the Agency's participation therein and the execution and delivery of the Financing Documents.

(2) Should the Agency's participation in the Financing 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 Financing 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.

(3) 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.

(4) Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare, for submission to the (Vice)Chair and/or the Executive Director, all documents necessary to effect the Additional Financing and the Financing Documents.

(5) The Secretary and/or the Executive Director 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:

	<u>AYE</u>	<u>NAY</u>
Kathleen Murphy	X	
Steven Thompson	X	
Kenneth Kinsey	X	
Rickey T. Brown	X	
Dirk Sonneborn	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 21, 2020, 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), as temporarily amended by Executive Order 202.1 issued on March 12, 2020 (“EO 202.1”), such meeting was open to the general public and public notice of the time and how to participate in such meeting was duly given in accordance with such Section 104 and EO 202.1; (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 on 5/5/2020 _____.

City of Syracuse Industrial Development Agency

DocuSigned by:

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Rickey T. Brown, Secretary

(S E A L)