

A meeting of the Board of Directors of the Greater Syracuse Property Development Corporation ("GSPDC") was convened in public session at the offices of the GSPDC located at 333 West Washington Street, Suite 130, Syracuse, New York 13202 on June 17, 2014 at 8:00 a.m.

The meeting was called to order by the Chairman and, upon roll being called, the following directors of the GSPDC were:

PRESENT:

Vito Sciscioli, Chair
Mary Beth Primo, Vice Chair
Daniel Barnaba, Treasurer
Dwight L. Hicks, Secretary
James Corbett

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

Katelyn Wright	Executive Director
John P. Sidd, Esq.	GSPDC Counsel

The following resolution was offered by Daniel Barnaba, seconded by Jim Corbett, to wit:

Resolution No.: 22 of 2014

RESOLUTION AUTHORIZING THE GSPDC TO ENTER INTO A LEASE WITH HOME HEADQUARTERS, INC.

WHEREAS, New York Not-For-Profit Corporation Law §1607(a)(15) authorizes the GSPDC to enter into leases with respect to real property of the GSPDC; and

WHEREAS, New York Not-For-Profit Corporation Law §1607(a)(13) grants the GSPDC the power to design, develop, construct, demolish, reconstruct, rehabilitate, renovate, relocate, and otherwise improve real property; and

WHEREAS, New York Not-For-Profit Corporation Law §1607(a)(7) authorizes the GSPDC to enter into contracts necessary to the performance of its duties and the exercise of its powers; and

WHEREAS, Home HeadQuarters, Inc. ("HHQ") has agreed to supervise and finance the demolition of certain properties and be reimbursed by the GSPDC for

project costs from grant funds awarded to the GSPDC which are restricted to demolition; and

WHEREAS, the GSPDC desires to have HHQ enter into contracts for demolition services with respect to certain parcels of GSPDC real property identified by the GSPDC; and

WHEREAS, in order to have HHQ fund and contract for the demolition services, the Board of Directors deems it a necessity for the GSPDC to enter into a lease agreement with HHQ with respect to the parcels of real property set forth on the List of Properties.

NOW, THEREFORE, BE IT RESOLVED BY THE GREATER SYRACUSE PROPERTY DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The recitals above are hereby incorporated into this Resolution as if fully set forth herein.

Section 2. The Members of the Board hereby authorize the Executive Director to enter into a lease agreement with respect to the parcels of real property set forth on the List of Properties with the GSPDC as lessor and HHQ as lessee (the "Lease Agreement"). The Lease Agreement shall be agreeable in form and content to the Executive Director and counsel.

Section 3. The Executive Director of the GSPDC is hereby authorized and directed to execute all documents on behalf of the GSPDC which may be necessary or desirable to further the intent 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 4. This Resolution shall take effect immediately.

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

Vito Sciscioli	VOTING	<u>Yes</u>
Mary Beth Primo	VOTING	<u>Yes</u>
Daniel Barnaba	VOTING	<u>Yes</u>
Dwight L. Hicks	VOTING	<u>Yes</u>
James Corbett	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared and duly adopted.

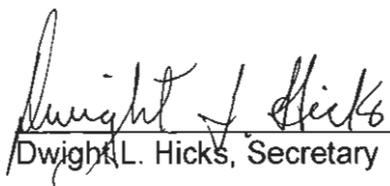
STATE OF NEW YORK)
COUNTY OF ONONADAGA) ss.:

I, the undersigned Secretary of the Greater Syracuse Property Development Corporation (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the directors of GSPDC, including the Resolution contained therein, held on November 12, 2013 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of GSPDC and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all directors of GSPDC had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the directors of GSPDC present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of GSPDC this 15th day of July, 2014.


Dwight L. Hicks, Secretary