

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 431 East Fayette Street, Suite 375, Syracuse, New York 13202 on July 21, 2015 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
James Corbett, Vice Chair
Daniel Barnaba, Treasurer
Dwight L. Hicks, Secretary
Julie Cerio

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

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

The following resolution was offered by Julie Cerio, seconded by Dwight L. Hicks, to wit:

Resolution No.: 22 of 2015

**RESOLUTION AUTHORIZING THE GSPDC TO ENTER
LEASE AGREEMENTS 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 use funds granted to it through the City of Syracuse Community Development Block Grant program (the "Program") to demolish certain improvements on GSPDC real property ("Demolition Services"); and

WHEREAS, the GSPDC desires to have HHQ conduct the Demolition Services with respect to certain parcels of GSPDC real property; and

WHEREAS, in order to facilitate the Demolition Services, the Board of Directors deems it necessary for the GSPDC to enter into lease agreements with HHQ with respect to the parcels of real property requiring the Demolition Services.

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 lease agreements with respect to parcels of real property which require Demolition Services, with the GSPDC as lessor and HHQ as lessee, for the purpose of obtaining the Demolition Services pursuant to the funding criteria imposed on HHQ by the Program. The lease agreements 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>
Daniel Barnaba	VOTING	<u>Yes</u>
Dwight L. Hicks	VOTING	<u>Yes</u>
James Corbett	VOTING	<u>Yes</u>
Julie Cerio	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared and duly adopted.

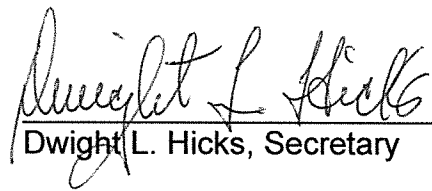
STATE OF NEW YORK)
COUNTY OF ONONADAGA) ss.:

I, the undersigned Secretary of the Greater Syracuse Property Development Corporation (the "GSPDC"), 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 July 21, 2015 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 18th day of August, 2015.



Dwight L. Hicks, Secretary