

## **R E S O L U T I O N N O. 8 O F 2 0 1 2**

The Greater Syracuse Property Development Corporation met in Regular Session in at 333 West Washington Street, Syracuse, New York, on July 10, 2012, at 12:00 P.M.

The meeting was called to order. Upon the roll being duly called, the following members were:

PRESENT: Mary Beth Primo, Daniel Barnaba, Vito Sciscioli, Dwight L. Hicks,  
and James Corbett

ABSENT:

The following Resolution was offered and duly seconded, to wit:

### **RESOLUTION TO ESTABLISH A GOVERNANCE COMMITTEE AND TO SELECT THE MEMBERS THEREOF**

**WHEREAS**, the New York Public Authorities Law § 2824(7) requires the Board of the Greater Syracuse Property Development Corporation (hereinafter referred to as “the Board”) to establish a Governance Committee comprised of not less than three independent members who shall constitute a majority of the committee; and

**WHEREAS**, the Bylaws of the Greater Syracuse Property Development Corporation require the Board to elect members to a Governance Committee which shall be comprised of all independent members; and,

**WHEREAS**, pursuant to the Bylaws of the Corporation and Public Authorities Law § 2824(7) the Members of the Governance Committee shall have the responsibility to keep the board informed of current best governance practices; to review corporate governance trends; to recommend updates to the Corporation’s corporate governance principals; to advise appointing authorities on the skills and experiences required of potential board members; to examine ethical and conflict of interest issues; to perform board self-evaluations; and to recommend by-laws which include rules and procedures for conduct of board business.

**NOW, THEREFORE, BE IT RESOLVED** by the Corporation that:

1. The Governance Committee of the Board of the Corporation is hereby established; and
2. That the initial Members of the Governance Committee shall be Mary Beth Primo, Vito Sciscioli, and James Corbett; and

3. That unless vacated earlier, the Members of the Governance Committee shall continue to serve until the election of their successors at the 2013 annual meeting of the Board.

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

Yes: Mary Beth Primo, Daniel Barnaba, Vito Sciscioli, Dwight L. Hicks,  
and James Corbett

No:

The foregoing Resolution was thereupon duly adopted.

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

I, the undersigned, Dwight L. Hicks Secretary of the Greater Syracuse Property Development Corporation, DO HEREBY CERTIFY:

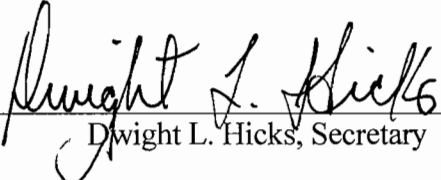
That I have compared the foregoing extract of the minutes of the meeting of the Greater Syracuse Property Development Corporation including the resolution contained therein, held on the 10th day of July 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Greater Syracuse Property Development Corporation and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Greater Syracuse Property Development Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Greater Syracuse property Development Corporation present throughout 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Greater Syracuse Property Development Corporation this 31<sup>st</sup> day of August, 2012.

  
\_\_\_\_\_  
Dwight L. Hicks, Secretary