A meeting of the Board of Directors of the Greater Syracuse Property Development Corporation (“GSPDC”) was convened via video conference on January 19, 2021 at 6:00 p.m.

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

PRESENT:
Patrick Hogan, Chair  
Michael LaFlair, Treasurer  
Nancy Quigg  
Jonathan Link Logan, Secretary

EXCUSED:
El Java Abdul Qadir, Vice Chair

FOLLOWING PERSONS WERE ALSO PRESENT:
Katelyn E. Wright  Executive Director  
John Sidd  General Counsel

The following resolution was offered by Nancy Quigg, seconded by Michael LaFlair, to wit:

Resolution No.:  2 of 2021

RESOLUTION ADOPTING CERTAIN GSPDC POLICIES, STATEMENTS AND PROCEDURES

WHEREAS, the GSPDC is a not-for-profit corporation duly organized and validly existing under the laws of the State of New York; and

WHEREAS, the GSPDC desires to adopt certain policies, statements and procedures to assist it in the implementation of its stated purposes and in compliance with the New York Not-For-Profit Corporation Law, the New York Public Authorities Accountability Act of 2005 and the New York Public Authorities Reform Act of 2009, as amended.

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

The GSPDC hereby adopts the following policies and guidelines in the form presented at this meeting:

1. Code of Ethics
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:

Patrick Hogan  VOTING  Yes
Michael LaFlair  VOTING  Yes
El Java Abdul Qadir  VOTING  Absent
Jonathan Link Logan  VOTING  Yes
Nancy Quigg  VOTING  Yes

The foregoing Resolution was thereupon declared and duly adopted.
STATE OF NEW YORK   
COUNTY OF ONONDAGA    

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 January 19, 2021 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 the 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 16th day of February, 2021.

[Signature]
Jonathan Link Logan, Secretary