

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 August 13, 2013 at 12:30 p.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.: 33 of 2013

**RESOLUTION AUTHORIZING THE GSPDC TO ENTER  
INTO REAL ESTATE BROKERAGE AGREEMENTS**

WHEREAS, New York Not-For-Profit Corporation Law §1609 grants the GSPDC the power to sell any and all interests in, upon, or to real property of the GSPDC;

WHEREAS, New York Not-For-Profit Corporation Law §1607(12) grants the GSPDC the power to enter into contracts for the sale of real property of the GSPDC;

WHEREAS, New York Not-For-Profit Corporation Law §1607(9) grants the GSPDC the power to make and execute contracts and other instruments necessary to the exercise of the GSDPC's powers; and

WHEREAS, in order to exercise the GSPDC's powers, the Board of Directors deems it a necessity for the GSPDC to enter into agreements for real estate brokerage 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 real estate brokerage agreements on behalf of the GSPDC in form and content agreeable to the Executive Director and counsel and in accordance with the Procurement Policy of the GSPDC.

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.

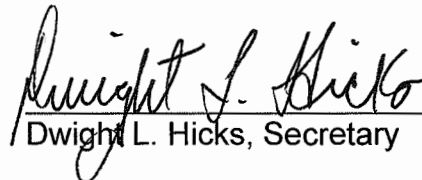
STATE OF NEW YORK            )  
COUNTY OF ONONADAGA    ) ss.:

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 August 13, 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 17<sup>th</sup> day of September, 2013.

  
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Dwight L. Hicks, Secretary