

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 November 12, 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 Mary Beth Primo, seconded by Jim Corbett, to wit:

Resolution No.: 43 of 2013

**RESOLUTION WAIVING A CONFLICT OF INTEREST AND CONSENTING TO THE REPRESENTATION OF THE GSPDC BY MENTER, RUDIN & TRIVELPIECE, P.C. IN RELATION TO MATTERS BETWEEN OR AMONG THE GSPDC AND HOME HEADQUARTERS, INC., CNY AFFORDABLE PROPERTIES, INC., CNY AFFORDABLE REALTY, INC. AND OPPORTUNITY HEADQUARTERS, INC. (collectively the "HHQ Entities").**

**WHEREAS**, Menter, Rudin & Trivelpiece, P.C. ("MRT") is general counsel to the GSPDC and has represented and continues to represent the GSPDC with respect to various matters which are unrelated to the representation of the HHQ Entities; and

**WHEREAS**, MRT has represented and continues to represent the HHQ Entities with respect to various matters which are unrelated to the representation of the GSPDC; and

**WHEREAS**, the GSPDC and the HHQ Entities intend to engage in various business transactions with one another from time to time in furtherance of their respective corporate purposes which may require legal representation (the "Transactions"); and

**WHEREAS**, the GSPDC desires to retain MRT to represent it in relation to the Transactions and MRT shall not represent HHQ in relation to the Transactions; and

**WHEREAS**, such representation creates actual and potential conflicts of interest.

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

Section 1. The GSPDC has been duly informed of the actual and potential conflicts of interest in relation to the Transactions and concludes it is in the best interest of the GSPDC to retain MRT to represent it in relation to the Transactions upon the condition that MRT not represent the HHQ Entities in relation to the Transactions.

Section 2. Despite any potential or actual conflict of interest which may exist now or in the future, the GSPDC hereby consents to MRT's representation of it with respect to the Transactions and hereby authorizes the Executive Director to execute the conflict waiver letter on behalf of the GSPDC in the form attached hereto as Schedule A.

Section 3. The other officers, employees and agents of GSPDC are hereby authorized and directed for and in the name and on behalf of GSPDC to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing 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>  Abstain  </u>
Mary Beth Primo	VOTING	<u>  Yes  </u>
Daniel Barnaba	VOTING	<u>  Yes  </u>
Dwight L. Hicks	VOTING	<u>  Abstain  </u>
James Corbett	VOTING	<u>  Yes  </u>

The foregoing Resolution was thereupon declared and duly adopted.

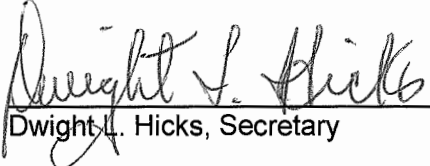
STATE OF NEW YORK            )  
COUNTY OF ONONADAGA    ) ss.:

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 10<sup>th</sup> day of December, 2013.

  
Dwight L. Hicks, Secretary



November 4, 2013

A. Solomon Menter  
1910-1978

Antonio E. Caruso

Jeffrey A. Dove

F. Paul Vellano, Jr.

Mitchell J. Katz

Kevin M. Newman

Addison F. Vars III

Thomas J. Fucillo

Joseph W. Russell

Julian B. Modesti

Josephine Yang-Patyi

John P. Sidd

Teresa M. Bennett

Michael J. Balestra

Adam F. Kinney

Anthony A. Marrone II

Anna J. Wilson

Of Counsel:

Peter L. Hubbard

James H. McGowan

Vic J. Kopnitsky, Jr.

Richard C. Cummings

Mr. Kerry Quaglia  
Home Headquarters, Inc.  
CNY Affordable Properties, Inc.  
CNY Affordable Realty, Inc.  
Opportunity Headquarters, Inc.  
990 James Street, Suite 100  
Syracuse, New York 13203

Ms. Katelyn Wright  
Greater Syracuse Property  
Development Corporation  
333 West Washington Street  
Suite 130  
Syracuse, New York 13202

**Re: Waiver of Conflict of Interest**

Dear Mr. Quaglia and Ms. Wright:

Menter, Rudin & Trivelpiece, P.C., has represented and continues to represent Home Headquarters, Inc., CNY Affordable Properties, Inc., CNY Affordable Realty, Inc. and Opportunity Headquarters, Inc. (collectively, the "HHQ Entities") with respect to various matters which are unrelated to the representation of Greater Syracuse Property Development Corporation (the "GSPDC"). We also have represented and continue to represent the GSPDC with respect to various matters which are unrelated to the representation of the HHQ Entities.

We have been asked by the GSPDC to represent it with respect to various business transactions between the GSPDC and the HHQ Entities (the "Transactions"). The purpose of this letter is to discuss with each of you the actual and potential consequences of such an arrangement, and to explain the circumstances under which we would be willing to represent the GSPDC if, after full consideration of the consequences, you both consent.

In any transaction, there is always the potential that one party will have interests adverse to another. In the situation where both parties to a transaction are clients of the same firm, but only one party is represented by that firm, the transaction may invoke a number

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Mr. Kerry Quaglia  
Home Headquarters, Inc.  
CNY Affordable Properties, Inc.  
CNY Affordable Realty, Inc.  
Opportunity Headquarters, Inc.  
Ms. Katelyn Wright  
Greater Syracuse Property  
Development Corporation  
November 4, 2013  
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of departures from professional norms and should not be undertaken by either party without careful consideration. In particular, we want you to be aware of the following:

1. Under applicable rules of New York Lawyers' Rules of Professional Conduct, a law firm owes each of its clients a duty of loyalty, which would normally preclude any attorney within this firm from undertaking a representation adverse to any other client of the firm without the affected client's informed consent. Other rules generally prohibit a firm from undertaking any representation involving an actual or potential conflict of interest among clients without the informed consent of all affected clients. Where two or more parties to a transaction are clients of the same firm, but only one party is represented by that firm, such a situation may exist.
2. The potential for a conflict of interest and the need for informed consent exist, no matter how cordial the business relationship between the two parties currently is, or is anticipated to be, and no matter how non-controversial the Transactions are anticipated to be.
3. The duty of this firm, both to the client and to the legal system, is to assert the client's position under the rules of the adversary system, maintain the client's confidential information except in limited circumstances, and to act with loyalty during the period of the representation. The fact that this firm owes a duty of loyalty to both of you may affect our ability to represent the interests of the GSPDC in these Transactions.
4. Therefore, if a dispute should arise between the two of you during the course of any of these Transactions, we believe we would have to withdraw from representing the GSPDC with respect to that specific Transaction as we would be effectively disqualified.



Mr. Kerry Quaglia  
Home Headquarters, Inc.  
CNY Affordable Properties, Inc.  
CNY Affordable Realty, Inc.  
Opportunity Headquarters, Inc.  
Ms. Katelyn Wright  
Greater Syracuse Property  
Development Corporation  
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5. We are seeking consent only as to the representation of the GSPDC in the the Transactions. Our representation of the GSPDC with respect to these Transactions shall not, however, lead to the disclosure of any confidential information we may have received from either of you in the past. Nor shall information related to the HHQ Entities be used to the disadvantage of the HHQ Entities during our representation of the GSPDC, unless the HHQ Entities consent to our use of the information.

6. We recommend that you seek the advice of other counsel with regard to this consent and waiver.

As always, we will be pleased to answer any questions you may have concerning this representation or this requested consent. If you wish to consent after considering the information provided in this letter and during our conversations, please sign the enclosed extra copy of this letter and return it to us in the enclosed envelope.

Very truly yours,  
**Menter, Rudin & Trivelpiece, P.C.**

John P. Sidd  
[jsidd@menterlaw.com](mailto:jsidd@menterlaw.com)

JPS/vgc

Mr. Kerry Quaglia  
Home Headquarters, Inc.  
CNY Affordable Properties, Inc.  
CNY Affordable Realty, Inc.  
Opportunity Headquarters, Inc.  
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**ACKNOWLEDGEMENT AND CONSENT**

Despite any potential or actual conflict of interest which may exist now or in the future, we hereby consent to the firm's representation of the GSPDC with respect to the transactions as described above. We further agree that Menter, Rudin & Trivelpiece, P.C. may withdraw from its representation of the GSPDC at any time should it determine that continued representation might violate applicable rules of New York Lawyers' Rules of Professional Conduct or other related rules of professional practice.

**Greater Syracuse Property  
Development Corporation**

**Home Headquarters, Inc.**

By: \_\_\_\_\_  
Katelyn Wright, Executive Director

By: \_\_\_\_\_  
Kerry Quaglia,

**CNY Affordable Realty, Inc.**

**CNY Affordable Properties, Inc.**

By: \_\_\_\_\_  
Kerry Quaglia,

By: \_\_\_\_\_  
Kerry Quaglia,

**Opportunity Headquarters, Inc.**

By: \_\_\_\_\_  
Kerry Quaglia,