

A meeting of the Board of Directors of the Greater Syracuse Property Development Corporation (“GSPDC”) was convened at 431 E. Fayette Street; Syracuse, NY 13202 on June 20, 2023 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:

Patrick Hogan, Chair
Nancy Quigg, Vice-Chair
Jonathan Link Logan, Secretary
Michael LaFlair, Treasurer
Oceanna Fair, Director

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

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

The following resolution was offered by Jonathan Link Logan, seconded by Nancy Quigg to wit:

Resolution No.: 21 of 2023

RESOLUTION AUTHORIZING GSPDC TO ENTER INTO A CERTAIN FUNDING AGREEMENT WITH THE CITY OF SYRACUSE

WHEREAS, New York Not-For-Profit Corporation Law §1610(a) authorizes GSPDC to receive funding through grants and loans from certain sources including other municipalities;

WHEREAS, the Bylaws of GSPDC permit the Board to authorize any officer or agent to enter into any contract or execute and deliver any document in the name of and on behalf of GSPDC;

WHEREAS, the City of Syracuse (the “City”) and GSPDC desire to enter into a certain Funding Agreement, in substantially the form attached hereto as Schedule A, and as otherwise in form and content agreeable to their respective counsel, (the “Agreement”); and

WHEREAS, under the material terms of the Agreement, the City will provide up to Seven-hundred and fifty thousand dollars (\$750,000.00) to GSPDC during the fiscal year 2023-2024.

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 Executive Director is hereby authorized, on behalf of GSPDC, to execute and deliver the Agreement, in form and content agreeable to counsel and the Executive Director, with such changes, variations, omissions and insertions thereto as the Executive Director shall approve, the execution thereof by the Executive Director to constitute conclusive evidence of such approval.

Section 3. The Executive Director of GSPDC is hereby authorized and directed to execute all documents on behalf of 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. 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 acts and things required or provided for by the provisions of the Agreement and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and 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 and to cause compliance by GSPDC with all of the terms, covenants and provisions of the Agreement binding upon GSPDC.

Section 5. 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:

Jonathan Link Logan	VOTING	<u>Yes</u>
Michael LaFlair	VOTING	<u>Yes</u>
Oceanna Fair	VOTING	<u>Yes</u>
Patrick Hogan	VOTING	<u>Yes</u>
Nancy Quigg	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 June 20, 2023 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 July, 2023.



Jonathan Link Logan, Secretary