

ANTONINO HOLDINGS, LLC

MORTGAGE RESOLUTION

At a regular meeting of the Onondaga County Industrial Development Agency convened in public session on April 11, 2017 at 8:00 a.m. at 333 West Washington Street, Syracuse, New York, the following members were:

PRESENT

Patrick Hogan
Janice Herzog
Steve Morgan
Susan Stanczyk
Kevin Ryan

ABSENT

Victor Ianno
Fanny Villarreal

ALSO PRESENT

Julie Cerio, Executive Director
Anthony P. Rivizzigno, Esq., Agency Counsel

Upon motion duly made and seconded, the following resolution was duly adopted by the Agency with its members voting as follows:

Aye

Nay

Patrick Hogan
Janice Herzog
Steve Morgan
Susan Stanczyk
Kevin Ryan

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN
MORTGAGE TRANSACTION DOCUMENTS WITH RESPECT TO THE ANTONINO
HOLDINGS, LLC PROJECT**

WHEREAS, the Onondaga County Industrial Development Agency (the “Agency”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”), Chapter 435 of the 1970 Laws of New York, and Chapter 676 of the 1975 Laws of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities, among others, for the purpose of promoting, attracting, encouraging and developing recreation, and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, improve, maintain, equip or furnish one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed, improved, maintained, equipped or furnished, and to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and

WHEREAS, on or about July 20, 2016, the Agency undertook a project (the “Project”) consisting of the following: acquisition of 400 Old Liverpool Road, complete renovation to the existing 10,2000 square foot facility including roof, HVAC, plumbing, electrical, interior buildout (including offices, conference and showrooms, reception area, file room, kitchen, fitness area for staff, utility room), landscaping, trim work, conversion of existing parking spaces to green space law and rest area for staff and visitors, warehouse and storage area cleanup and replacement of doors and windows on a 1 acre lot located in the Town of Salina, County of Onondaga; and

WHEREAS, in order to consummate the Project, the Agency agreed to lease the Project Facility to the Company pursuant to a lease and leaseback agreement dated as of July 20, 2016 by and between the Company and the Agency (the “Lease Agreement”); and

WHEREAS, the Company is obtaining financing with respect to the Project Facility and the Company has requested that in connection with said financing the Agency enter into a mortgage (the “Mortgage”) and assignment of leases and rents (the “Assignment of Leases and Rents”) with respect to the Project Facility from the Agency and the Company to Chase Bank (the “Lender”), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company in an amount not to exceed \$680,000 (the “Loan”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency is hereby authorized to grant to the Lender the Mortgage and the Assignment of Rents to secure one or more loans to the Company's Affiliates and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to the Loan are hereby ratified, confirmed and approved.

Section 2. (A) The Chairman or Vice Chairman of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver any and all agreements, documents, certificates and instruments in connection with the Loan, including, without limitation, the Mortgage and the Assignment of Rents (the "Financing Documents"), all in such form as the Chairman or Vice Chairman shall approve, the execution thereof by the Chairman or Vice Chairman shall constitute conclusive evidence of such approval.

(B) The Chairman or Vice Chairman of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement and Installment Sale Agreement).

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by any of the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents and to do all further acts and things as may be necessary, or in the opinion of the officer, employee, or agent, acting, desirable or proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the Financing Documents binding upon the Agency.

Section 4. This resolution shall take effect immediately.

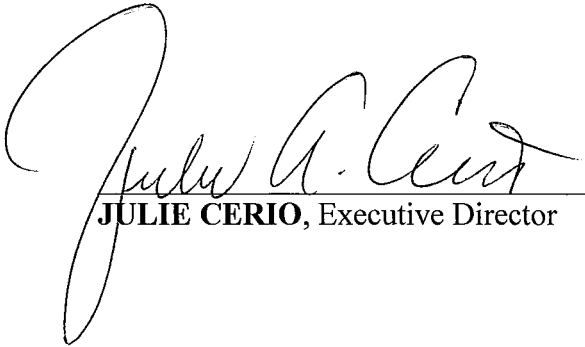
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned, Executive Director of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meetings of the members of the Agency, including the Resolution contained therein, held on April 11, 2017 with the original thereof on filed in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such Resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notes of the meeting; (B) the meeting with in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), such meeting with opened to the general public, and due public notice of the time and place of such meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of April, 2017.



JULIE CERIO, Executive Director