

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency was convened in public session on September 14, 2023, at 8:30 a.m., local time, at 335 Montgomery Street, 2nd Floor, Syracuse, New York.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT: Patrick Hogan
Janice Herzog
Fanny Villarreal
Cydney Johnson
Elizabeth Dreyfuss

ABSENT: Susan Stanczyk
Kevin Ryan

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Janice Herzog, seconded by Fanny Villarreal, to wit:

**RESOLUTION ACKNOWLEDGING AN
APPROPRIATION OF PROPERTY IN CONNECTION
WITH A PROJECT FOR DESTINY USA REAL
ESTATE, LLC AND AUTHORIZING EXECUTION
AND DELIVERY OF A RELEASE IN CONNECTION
THEREWITH.**

WHEREAS, Onondaga County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting 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”) and Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975, 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 manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing 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 (the “State”), to improve their 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 and install “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on April 12, 2016, the Agency undertook a project (the “Project”) on behalf of Destiny USA Real Estate, LLC (the “Company”) consisting of the following: (A) the acquisition of a leasehold interest in a parcel of land located at 311-371 Hiawatha Boulevard, Syracuse, New York 13204 (the “Land”) and the construction and equipping of an approximately 183,000 square foot hotel to be located thereon, together with the acquisition and installation of furniture, fixtures and equipment to provide a full range of services to the business and leisure traveler visiting the City of Syracuse, County of Onondaga (collectively, the “Facility”, and together with the Land, the “Project Facility”); and (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, real estate transfer taxes, mortgage recording taxes and real estate taxes (collectively, the “Financial Assistance”); (C) the leaseback or sale of the Facility to the Company; and (D) assisting the Company in the financing of the Facility; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency entered into various documents, including, but not limited to, the Lease and Leaseback Agreement, dated as of June 1, 2016 (the “Lease”) a memorandum of which was recorded in the Onondaga County Clerk’s Office on June 15, 2016 in book 5376 at page 774 as instrument number 19255; and

WHEREAS, pursuant to correspondence from the State Department of Transportation the Company received July 17, 2023, the Commissioner of transportation informed the Company it was necessary to take a permanent easement in a portion of the Project known as parcel No. 81-3117A-PE as designated in Exhibit A (the “Appropriation”) for the purposes of constructing, reconstructing and maintaining a State Highway, together with such bridges and other facilities in connection therewith; and

WHEREAS, the Company has requested the Agency (1) acknowledge the Appropriation, and (2) execute and deliver to the State Department of Transportation an assignment of claim and release (the “Release”) which Release, among other matters, relinquishes to the Company compensation payable by reason of any estate or interest in adjacent or abutting property; and

WHEREAS, the Agency has determined to acknowledge the Appropriation and execute and deliver the Release.

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

Section 1. The Agency hereby acknowledges the Appropriation.

Section 2. The form and substance of the Release (in substantially the form presented to this meeting and which, prior to the execution and delivery thereof, may be redated) is hereby approved.

Section 3. The Executive Director of the Agency is hereby authorized, on behalf of the Agency and upon the advice of the Agency's counsel, to execute and deliver the Release in substantially the forms thereof presented to this meeting with such changes, variation, omissions and insertions as the Executive Director, upon the advice of Agency counsel, may approve the execution thereof to constitute conclusive evidence of such approval.

Section 4. This Resolution shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Janice Herzog	X		
Cydney Johnson	X		
Elizabeth Dreyfuss	X		
Susan Stanczyk			X
Kevin Ryan			X
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held September 14, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects 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 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 14 day of September, 2023.

(SEAL)

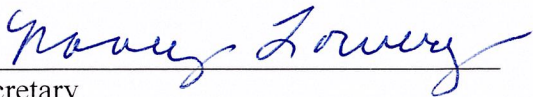

Secretary

Exhibit A

New York State Department of Transportation Acquisition Map