

**BOND RESOLUTION**  
*(Dig Safely New York, Inc. Project)*

A regular meeting of the Onondaga Civic Development Corporation was convened on March 8, 2018, at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE ONONDAGA CIVIC DEVELOPMENT CORPORATION'S REVENUE BONDS, SERIES 2018 (DIG SAFELY NEW YORK, INC. PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$6,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its certificate of incorporation filed on August 10, 2009 and the Certificate of Amendment of the Certificate of Incorporation of the Onondaga Civic Development Corporation filed on October 5, 2009 (collectively, the "Certificate"), the **ONONDAGA CIVIC DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **DIG SAFELY NEW YORK, INC.** (the "Company"), a New York not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), previously submitted an application to the Issuer, copies of which were presented at this meeting and a copy of which is on file at the office of the Issuer, requesting the Issuer issue its revenue bonds in one or more series in the aggregate principal amount not to exceed \$6,000,000 (the "Bonds") for the purpose of financing a certain project (the "Project") to be undertaken at 6706 Collamer Road, East Syracuse, Onondaga County, New York (the "Land"), such Project consisting of: (A) the construction and equipping of approximately 21,500 square-feet of space to accommodate a one-story state-of-the-art training and education center of approximately 8,500 square-feet and a one-story call center of approximately 13,000 square-feet containing a call center, administrative, marketing and public relations space (collectively, the "Improvements"), (B) the acquisition and installation in and around the Improvements of certain items of furniture, furnishings, equipment, machinery and other tangible personal property (collectively, the "Equipment"; and, together with the Land and the Improvements, the "Project Facility"), and (C) funding a debt service reserve fund, if any,

and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, the Issuer is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$6,000,000 and (ii) an exemption from all mortgage recording taxes with respect to any qualifying mortgage on Facility to secure the Bonds; and

WHEREAS, in accordance with Section 147(f) the Code, the Issuer conducted a public hearing with respect to the issuance of the Bonds on February 13, 2018, at 10:00 a.m. at the Town Hall of DeWitt, 5400 Butternut Drive, East Syracuse, New York 13057, following the publication on January 28, 2018 in *The Post-Standard* of a notice of said public hearing; and

WHEREAS, the Bonds are being issued pursuant to a Bond Purchase Agreement or other similar document (the "Bond Purchase Agreement"), to be dated as of April 1, 2018 (or other such appropriate date as agreed to by the Chair, President/CEO and or Treasurer/CFO of the Issuer, each an "Authorized Officer"), by and among the Issuer, the Company and a bond purchaser to be identified by the Company (the "Bondholder"); and

WHEREAS, the Issuer will loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to a certain Loan Agreement or other similar document, to be dated as of April 1, 2018 (or other such appropriate date as agreed to by the Authorized Officer), by and between the Issuer and the Company (the "Loan Agreement"), with the payments made by the Company thereunder being sufficient to pay the principal of premium, if any, purchase price and interest on the Bonds; and

WHEREAS, the Company, to secure the Company's obligations under the Loan Agreement, will (i) grant the Issuer a first mortgage lien on and security interest in the Facility pursuant to one or more mortgages, or other similar document, to be dated as of April 1, 2018 (or other such appropriate date as agreed to by the Authorized Officer), from the Company to the Issuer (collectively, the "Mortgage") and (ii) execute one or more assignment of leases and rents, or other similar document, to be dated as of April 1, 2018 (or such appropriate date as agreed to by the Authorized Officer) in favor of the Issuer (collectively, the "Assignment of Leases and Rents"); and

WHEREAS, the Issuer will assign to the Bondholder its rights (other than the Unassigned Rights (as defined in the Bond Purchase Agreement) (i) under the Mortgage, pursuant to the Assignment of Mortgage, or other similar document, be dated as of April 1, 2018 (or other such appropriate date as agreed to by the Authorized Officer), from the Issuer to the Bondholder (the "Assignment of Mortgage"), (ii) under the Assignment of Leases and Rents, pursuant to the Assignment of Assignment of Leases and Rents, or other similar document, to be dated as of April 1, 2018 (or other such appropriate date as agreed to by the Authorized Officer), from the Issuer to the Bondholder (the "Assignment of Assignment of Leases and Rents"), and (iii) under

- (d) accept the Mortgage and the Assignment of Leases and Rents from the Company; and
- (e) assign certain of its rights (excluding Unassigned Rights) under the Mortgage pursuant to the Assignment of Mortgage; and
- (f) assign certain of its rights (excluding Unassigned Rights) under the Assignment of Leases and Rents pursuant to the Assignment of Assignment of Leases and Rents; and
- (g) assign certain of its rights (excluding Unassigned Rights) under the Loan Agreement pursuant to the Assignment; and
- (h) use the proceeds of the Bonds to finance a portion of the Project, including payment of a portion of the costs of the acquisition, construction and equipping of the Facility and to pay necessary incidental expenses in accordance with the Bond Purchase Agreement and the Loan Agreement; and
- (i) execute a Tax Compliance Agreement, to be dated the date of the issuance of the Bonds (or other such appropriate date as agreed to by the Authorized Officer), between the Company and the Issuer and a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Bonds (the "Information Return") and file the Information Return with the Internal Revenue Service in connection with the issuance of the Bonds; and
- (j) execute and deliver all other certificates and documents required in connection with issuance and sale of the Bonds including the documents identified on the draft Closing Memorandum and any other documents as may be required by the Bondholder or otherwise required to accomplish the Project, qualify the interest on the Bonds for tax-exempt status under Section 103 of the Code (collectively, the "Financing Documents").

Section 5. The Issuer is hereby authorized to undertake the Project, to finance the costs of acquisition, construction and equipping of the Facility, the funding of a debt service reserve fund and capitalized interest, and costs of issuance, by the issuance of the Bonds and to grant the other Financial Assistance and all acts previously taken by the Issuer with respect to the acquisition, construction and equipping of the Facility, the undertaking of the Project, the grant of Financial Assistance with respect to the Project and the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 6. Subject to receipt of the approval of the County Executive of Onondaga County (the "County Executive") of the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147 of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver the Bonds to the Bondholder in accordance with the provisions of the Bond Purchase Agreement and the terms authorized in this Resolution. Each of the Authorized Officers of the Issuer is hereby authorized, on behalf of the Issuer, to execute (by manual or facsimile signature)

and deliver the Financing Documents, on such terms and conditions as shall be consistent with this Resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 7. Subject to receipt of the approval of the County Executive of the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147 of the Code and other the limitations contained herein, the Issuer, through an Authorized Officer, is hereby authorized to issue, execute, sell and deliver to the Bondholder the Bonds in the aggregate principal amount of up to \$6,000,000 in the form heretofore approved in Section 4 of this Resolution, pursuant to the Act and in accordance with the Bond Purchase Agreement; provided that:

- (a) the Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 7 (i) shall be issued, executed and delivered at such time as an Authorized Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$6,000,000) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rates as are set forth in the Bonds and the Bond Purchase Agreement or as are hereinafter approved by an Authorized Officer, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the Bonds and the Bond Purchase Agreement, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this Resolution; and
- (b) the Bonds shall be issued solely for the purpose of providing funds to assist the Company to finance the Project Costs, the administrative, legal, financial, and other expenses of the Issuer in connection with such assistance and incidental to the issuance of the Bonds, as such costs are more specifically set forth in the Financing Documents; and
- (c) the Bonds and the interest thereon are not and shall never be a debt of the State of New York or Onondaga County, New York, and neither the State of New York nor Onondaga County, New York, shall be liable thereon; and
- (d) the Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Loan Agreement or from the enforcement of the security provided by the Financing Documents.

Section 8. Notwithstanding any other provision of this Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the Bonds, would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 9. Each of the Authorized Officers of the Issuer is hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents and the

Information Return, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Issuer, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer.

Section 10. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 11. Due to the complex nature of this transaction, the Issuer hereby authorizes its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Issuer.

Section 12. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Resolution.

	Yea	Nay	Abstain	Absent
Allison Miller	X			
Matthew Marko	X			
Dennis DuVal	X			
Mike LaFlair	X			
Ravi Raman				X
Benjamin Dublin	X			

The Resolutions were thereupon duly adopted.

CERTIFICATION

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

I, Julie A. Cerio, the undersigned President/CEO of the Onondaga Civic Development Corporation DO HEREBY CERTIFY:

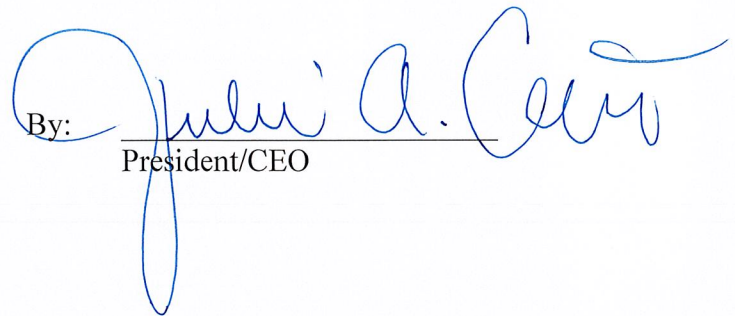
That I have compared the annexed extract of minutes of the meeting of the Onondaga Civic Development Corporation (the "Issuer"), including the resolution contained therein, held on March 8, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer 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 all members of the board of directors of said Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the directors of the Issuer 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Issuer this 12 day of March, 2018.

By:  \_\_\_\_\_  
President/CEO