

**HINSDALE ROAD GROUP, LLC**

**AUTHORIZATION RESOLUTION**

At a special meeting of the Onondaga County Industrial Development Agency convened in public session on October 2, 2017 at 8:00.a.m. at 333 West Washington Street, Syracuse, New York, the following members were:

**PRESENT:**

Janice Herzog  
Victor Ianno  
Steven Morgan  
Susan Stanczyk  
Fanny Villarreal  
Kevin Ryan

**ABSENT:**

Patrick Hogan

**ALSO PRESENT:**

Julie Cerio, Executive Director (via conference call)  
Anthony P. Rivizzigno, Esq., Agency Counsel

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

Aye

Nay

Janice Herzog  
Victor Ianno  
Steven Morgan  
Susan Stanczyk  
Fanny Villarreal  
Kevin Ryan

**RESOLUTION CONSENTING TO THE BIFURCATION OF THE LEASE AND PILOT  
AGREEMENTS FOR THE HINSDALE ROAD GROUP, LLC (the “Company”)  
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”) and Chapter 435 of the 1970 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); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said project; and to issue bonds and provide for the rights of the holders thereof; and

**WHEREAS** on April 19, 2013 the members of the Agency adopted a resolution (the “Inducement Resolution” Co.) whereby the Agency agreed to undertake a project (the “Project Facility”) consisting of numerous actions including the acquisition and construction of the Project Facility commonly referred to as the Township 5 project on lands owned by Hinsdale Road Group, LLC in the town of Camillus, New York (the “Property”); and

**WHEREAS** the concept plans for the Project Facility included the construction of a hotel on the Property which hotel is now proposed to be constructed on Lot 1C (the “Hotel Parcel”) as shown on the Amended Final Subdivision of the Lands of Hinsdale Road Group, LLC and

**WHEREAS** the terms of the financing commitment for the construction of the Hotel essentially require the transfer of the fee title to the Hotel Parcel from Hinsdale Road Group LLC to Hotel@T5, LLC; and

**WHEREAS**, the member of the Agency by resolution dated even date herewith have consented to the transfer of the feet title to the Hotel Parcel to Hotel @T5, LLC; and

**WHEREAS**, the Company has requested the bifurcation of the Lease and Leaseback Agreement dated January 29, 2014 and the Payment in Lieu of Tax Agreement dated January 29, 2014 permitting and causing Hotel @T5, LLC to execute and deliver such instruments

contemporaneous with the transfer of the fee title to the Hotel Parcel from Hinsdale Road Group, LLC to Hotel at T5, LLC; and

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

Section 1. The agency approves the bifurcation of the Lease and Leaseback Agreement and PILOT agreements and the execution of such instruments by Hotel@T5, LLC contemporaneous with the transfer of the Hotel Parcel.

Section 2. The Chairman, Vice Chairman, Executive Director or Assistant Secretary of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things and perform such further acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

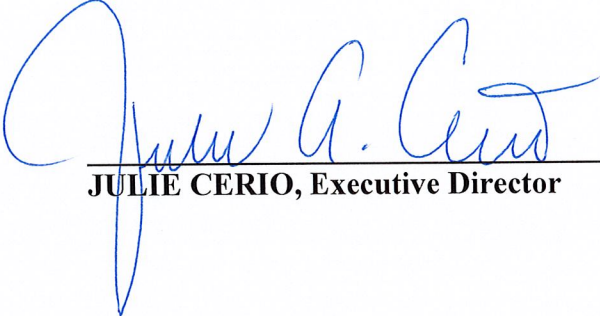
STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF ONONDAGA )

I, the undersigned, Executive Director of the Onondaga County Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the forgoing extract of the minutes of the meeting of the members of the Agency, including the Amended Resolution contained therein, held on October 2, 2017 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such Amended Resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

**I FURTHER CERTIFY** that (A) all members of the Agency had due notice of the meeting; (B) the meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), such 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 Amended 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 2<sup>nd</sup> day of October, 2017.



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**JULIE CERIO, Executive Director**