

BOND RESOLUTION
(Upstate Properties Development, Inc. Project)

A regular meeting of the Onondaga Civic Development Corporation was convened on Wednesday, March 18, 2020.

The following resolution was duly offered by Michael LaFlair and seconded by Gerald Albrigo, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE ONONDAGA CIVIC DEVELOPMENT CORPORATION TAXABLE REVENUE REFUNDING BONDS, SERIES 2020 (UPSTATE PROPERTIES DEVELOPMENT, INC. PROJECT), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED UP TO \$32,500,000 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, **UPSTATE PROPERTIES DEVELOPMENT, 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"), has submitted an application to the Issuer requesting that the Issuer issue its taxable Revenue Refunding Bonds, Series 2020 (Upstate Properties Development, Inc. Project) (the "Bonds") in the aggregate principal amount of up to \$31,500,000 for the purpose of financing all or a portion of the cost of a certain project (the "Project"), consisting of:

- (1) the refinancing of the outstanding portion of the Issuer's \$32,000,000 original principal amount Revenue Bonds (Upstate Properties Development, Inc.), Series 2011 (the "Series 2011 Bonds"), the proceeds of which were used to provide funds to the Company to undertake a certain project (the "Project"), consisting of the financing the acquisition, construction, renovation and equipping of a project to be undertaken on certain parcels of land containing in the aggregate approximately four acres and

situated at 507-23 Adams Street East and Townsend Street, Syracuse, New York, (Tax Map No. 095.-05-02.0, the "Land") consisting of (A) the renovation and reconstruction of an existing twenty-one (21) story, 137,200 square foot building on the Land by the Company to be used as a student housing complex consisting of approximately two-hundred seventy-six (276) beds, student lounges, fitness facilities, laundry facilities, an ADA-compliant elevator, the retrofitting of two (2) existing elevators and asbestos abatement, together with related infrastructure improvements, including, without limitation, roadway, parking for approximately 100 vehicles, sewer, water and related improvements (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 (the "Equipment"; and, together with the Land and the Improvements, the "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 2011 Bonds; and

(2) the financing of certain capital improvements; and

(3) the 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 (clauses (1) – (3) hereinabove being collectively referred to herein 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 (as such term is defined in the hereinafter defined Indenture) or up to \$32,500,000 and (ii) an exemption from all mortgage recording taxes with respect to any qualifying mortgage on the Land and the Improvements to secure the Bonds; and

WHEREAS, the Bonds are being issued pursuant to a certain Indenture of Trust, dated as of April 1, 2020, or such other date as agreed to by the President/CEO of the Issuer (the "Indenture"), by and between the Issuer and Manufacturers and Traders Trust Company, as Trustee, or some other banking institution acceptable to the President/CEO of the Issuer (the "Trustee"); and

WHEREAS, the Bonds are being issued pursuant to an Indenture of Trust, to be dated as of April 1, 2020, or such other date as agreed to by the President/CEO of the Issuer (the "Indenture"), by and among the Issuer, the Company and the Underwriter; 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, to be dated as of April 1, 2020, or such other date as agreed to by the President/CEO of the Issuer (the "Loan Agreement"), by and between the Issuer and the Company, 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 Issuer will assign to the Trustee its rights (other than the Unassigned

Rights (as defined in the Indenture)) under the Loan Agreement pursuant to the Pledge and Assignment, to be dated as of April 1, 2020, or such other date as agreed to by the President/CEO of the Issuer (the "Assignment"), with an Acknowledgment thereof by the Company; and

WHEREAS, Stifel, Nicolaus & Company, Incorporated (the "Underwriter") will utilize a preliminary official statement (the "Preliminary Official Statement") and an official statement (the "Official Statement") in connection with the offering of the Bonds; and

WHEREAS, the Issuer has reviewed the Environmental Assessment Form submitted by the Company and hereby declares the Project as a Type II Action under SEQRA; and

NOW, THEREFORE, BE IT RESOLVED by the Onondaga Civic Development Corporation as follows:

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the Issuer to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively, develop, encourage and attract economically sound commerce and industry and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government.

Section 3. Based upon representations made by the Company to the Issuer, the Issuer makes the following findings and determinations:

- (a) the Project is in furtherance of the purposes of the Issuer; and
- (b) the issuance of the Bonds and the loan of the proceeds thereof to the Company will be an inducement to the Company to acquire, construct and operate the Facility in Onondaga County; and
- (c) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the costs of the Project, together with certain related costs and amounts, in an aggregate amount not to exceed up to \$32,500,000; and
- (d) the Company is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer; and
- (e) The Project involves a Type II Action under SEQRA as that term is defined by 6 NYCRR §617.5(8), and no further action need be undertaken by the Issuer with respect to SEQRA.

Section 4. In consequence of the foregoing, the Issuer hereby determines to:

- (a) execute the Indenture in substantially the form thereof approved by the Issuer for prior financings, with such amendments or modifications as the President/CEO of the Issuer or other officer designated by the Chairperson (each, an "Authorized Officer"), provided no such amendment or modification materially alters the risk to the Issuer; and
- (b) assign to the Trustee for the benefit of the holders of the Bonds certain of the Issuer's rights and remedies under the Loan Agreement and certain monies due and to become due under the Loan Agreement, all pursuant to the Indenture and the Assignment, in substantially the form thereof approved by the Issuer for prior financings, with such amendments or modifications as the Authorized Officer of the Issuer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer; and
- (c) execute the Loan Agreement in substantially the form thereof approved by the Issuer for prior financings, with such amendments or modifications as the Authorized Officer of the Issuer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer, and loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to the terms thereto; and
- (d) execute the Bond Purchase Agreement dated a date acceptable to the Authorized Officer of the Issuer, among the Underwriter, the Company and the Issuer in substantially the form thereof approved by the Issuer for prior financings, with such amendments or modifications as the Authorized Officer of the Issuer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer; and
- (e) issue, sell and deliver the Bonds to or upon the order of the Underwriter, subject however to the approval of the final terms of the Bonds and the terms and conditions of the Bond Purchase Agreement consistent with this Resolution by the Company and the Authorized Officer of the Issuer; and
- (f) 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 Trustee or the Underwriter or otherwise required to accomplish the Project, (collectively, with the Indenture, the Bond Purchase Agreement, the Loan Agreement, the Mortgage, the Assignment of Mortgage and the Assignment, the "Financing Documents").

Section 5. The Issuer is hereby authorized to undertake the Project, to finance the costs of the renovation 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. The Issuer is hereby authorized to issue, execute, sell and deliver the Bonds to the Trustee in accordance with the provisions of the Indenture 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 in such form as is approved by Bond Counsel, 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. The Issuer, through an Authorized Officer, is hereby authorized to issue, execute, sell and deliver to the Trustee the Bonds in the aggregate principal amount of up to up to \$32,500,000 in the form heretofore approved in Section 4 of this Resolution, pursuant to the Act and in accordance with the Indenture; 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 up to \$32,500,000) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rates as are set forth in the Bonds and the Indenture 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 Indenture, 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 any of the other Financing Documents.

Section 8. The Issuer hereby authorizes (a) the distribution of a Preliminary Official Statement and an Official Statement by the Underwriter, (b) the execution and delivery by the Authorized Officer of the Issuer of the Official Statement, and (c) the use thereof by the Underwriter in the offering of the Bonds.

Section 9. The Authorized Officers of the Issuer are 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 Harris Beach PLLC, as 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 15. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Resolution.

	Yea	Nay	Abstain	Absent
Matthew Marko	[X]	[]	[]	[]
Alison Miller	[X]	[]	[]	[]
Michael LaFlair	[X]	[]	[]	[]
James Jordan	[]	[]	[]	[X]
Gerald Albrigo	[X]	[]	[]	[]
Kimberly Townsend	[]	[]	[]	[X]
Mitch Latimer	[X]	[]	[]	[]

The resolution was thereupon duly adopted

STATE OF NEW YORK)
 ss:
COUNTY OF ONONDAGA)

I, Robert M. Petrovich, 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 18, 2020, 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 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 this 25th day of August, 2020.

By: 
Name: Carolyn Evans-Dean
Title: Secretary