

THAT WAS RANDOM, INC. DBA UPSTATE COIN & GOLD

LOCAL ACCESS POLICY WAIVER RESOLUTION

(3101-18-04A)

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on September 11, 2018, at 8:00 a.m. at 333 W. Washington Street, Syracuse, New York, the following members were:

PRESENT:

Patrick Hogan
Janice Herzog
Victor Ianno
Susan Stanczyk
Kevin Ryan
Steve Morgan
Fanny Villarreal

ABSENT: NONE.

ALSO PRESENT:

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

The following resolution was offered by Janice Herzog, seconded by Kevin Ryan, to wit:

**RESOLUTION WAIVING THE LOCAL ACCESS POLICY
IN CONNECTION WITH A LEASE/LEASEBACK
TRANSACTION FOR A PROJECT FOR THAT WAS
RANDOM, INC. DBA UPSTATE COIN & GOLD (THE
"COMPANY").**

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 564 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 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, 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 one or more “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 dated August 14, 2018, the Agency agreed to undertake a project (the “Project”) for the benefit of the Company consisting of the following: (A) (1) the acquisition of an interest in an approximately 1.5 acre parcel of land located at 5761 and 5774 Celi Drive (tax map nos. 053-06-03 and 053-02-18.0) in the Town of Dewitt, Onondaga County, New York (the “Land”) and the existing buildings located thereon (the “Existing Buildings”), (2) the renovation of the Existing Buildings, consisting of infrastructure and site improvements and relevant customizations necessary for the wholesale of precious metals (collectively, the “Facility”), and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment”) (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (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 and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company has submitted documentation to the Agency evidencing its diligent efforts to secure a local vendor, as defined in the Agency’s Local Access Policy (the “Policy”), to build and install specialized operational equipment for the Project and has determined such labor is not available in the 10 county area defined in the Policy.

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

Section 1. The Agency waives the Policy in connection with matters regarding the building and installation of specialized operational equipment in connection with the Project.

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

Section 3. This Resolution shall take effect immediately.

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

AYE

NAY

Patrick Hogan
Janice Herzog
Victor Ianno
Susan Stanczyk
Kevin Ryan
Steve Morgan
Fanny Villarreal

The Resolution was thereupon declared duly adopted.

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

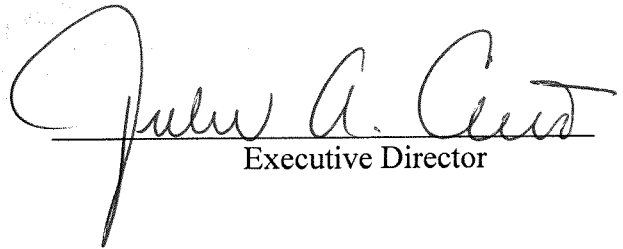
I, the undersigned Executive Director of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 11, 2018, with the original 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 11th day of September, 2018.

(SEAL)


Executive Director