

THAT WAS RANDOM, INC. DBA UPSTATE COIN & GOLD

**PRELIMINARY INDUCEMENT RESOLUTION
(3101-18-02A)**

At a regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on July 17, 2018, at 8:10 a.m. at 333 W. Washington Street, Syracuse, New York, the following members were:

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
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan

ABSENT:

Janice Herzog
Fanny Villarreal

ALSO PRESENT:

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

The following resolution was offered by Victor Ianno, seconded by Steve Morgan, to wit:

Resolution No. _____

RESOLUTION OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, RECONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY FOR THAT WAS RANDOM, INC. DBA UPSTATE COIN & GOLD AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

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, That Was Random, Inc. DBA Upstate Coin & Gold, a New York corporation (the “Company”), has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) for the benefit of the Company or entities formed on behalf of the Company, said Project 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 (4) 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 Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Onondaga County, New York by undertaking the Project in Onondaga County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "SEQRA"), by resolution adopted by the members of the Agency on July 17, 2018, the Agency determined (A) to conduct an uncoordinated review of the Project, (B) that the Project is an "Unlisted action" which will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project, and (C) as a consequence of the foregoing, to prepare a negative declaration with respect to the Project;

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

Section 1. The Agency has reviewed the Application and the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of the Company or of any proposed occupant of the Project located in the State of New York; and

(C) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Onondaga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Onondaga County, New York and the State of New York and improve their standard of living.

Section 2. If, following full compliance with the requirements of the Act, including the requirements set forth in Section 859-a of the Act, (i) the Agency confirms the findings contained in Section 1 of this Resolution, (ii) the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto, and (iii) the Company complies with all conditions set forth in the Future Resolution, then the Agency will (A) acquire an interest in the Land and the Facility from the Company pursuant to one or more deeds, lease agreements, licenses or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) appoint the Company to act as agent for the Agency, reconstruct the Facility and acquire and install the Equipment in the Facility; (C) lease (with the obligation to purchase) or sell the Project Facility to the Company pursuant to one or more lease agreements or installment sale agreements (the "Lease Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other

governmental charges, and all reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Project Facility; (D) acquire an interest in the Equipment pursuant to one or more bills of sale; (E) appoint the Company to act as agent for the Agency and install the Equipment in the Facility; and (F) provide the Financial Assistance with respect to the Project, including (1) exemption from sales tax relating to the rehabilitation and installation of the Project Facility, (2) exemption from mortgage recording taxes with respect to any documents recorded by the Agency with respect to the Project in the office of the County Clerk of Onondaga County, New York, (3) exemption from deed transfer taxes on real estate transfers to and from the Agency with respect to the Project and (4) exemption from real property taxes subject to execution of a payment in lieu of tax agreement satisfactory to the Agency, all as contemplated by the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the granting of the Financial Assistance with respect to the Project by the Agency, as contemplated by Section 2 of this Resolution shall be subject to: (A) execution and delivery by the Company of a Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (B) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Facility and the Equipment to the Agency; (C) agreement between the Company and the Agency as to payment by the Company of the administrative fee of the Agency and the fees of counsel to the Agency with respect to the Project; (D) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (E) if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, a determination by the members of the Agency that the procedures for deviation from such policy set forth in Section 874(b) of the Act have been complied with; and (F) the following additional condition(s): None.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the Chairman (or Vice Chairman) or Executive Director of the Agency are hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its final determination whether to approve the Project. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution shall not be deemed to constitute a commitment by the Agency to grant the Financial Assistance with respect to the Project, except upon satisfaction of the requirements set forth in Section 3 hereof and in the Preliminary Agreement.

Section 7. Barclay Damon LLP, counsel to the Agency, is hereby authorized, at the expense of the Company, to work with the Company, Counsel to Company, and others to prepare, for submission to the Agency, all documents necessary to effect the authorization, of the transactions contemplated by this Resolution.

Section 8. The Agency hereby authorizes the Executive Director, prior to the granting of any Financial Assistance with respect to the Project, after consultation with counsel to the Agency, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice and publication to comply with the requirements of Section 859-a of the Act; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at a public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 9. The Preliminary Agreement shall be deemed the obligations of the Agency, and not of any member, officer, agent or employee of the Agency in his/her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Preliminary Agreement shall not constitute or give rise to an obligation 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 further, such agreement shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

Section 10. 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 11. 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
Victor Ianno
Steve Morgan
Susan Stanczyk
Kevin Ryan

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 on July 17, 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 __ day of July, 2018.

(SEAL)


Executive Director