

AUTHORIZING RESOLUTION
(555 Storage Group, LLC)

A regular meeting of the City of Yonkers Industrial Development Agency was convened on Monday, September 25, 2017 at 9:00 a.m. at Yonkers City Hall.

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

Resolution No. 09/2017 - 39

RESOLUTION AUTHORIZING THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY TO (i) EXECUTE AND DELIVER A MORTGAGE OR MORTGAGES SECURING AN AGGREGATE PRINCIPAL AMOUNT OF UP TO \$22,000,000 TO REFINACE EXISTING INDEBTEDNESS WITH RESPECT TO THE 555 STORAGE GROUP, LLC FACILITY LOCATED AT 555 TUCKAHOE ROAD, CITY OF YONKERS, NEW YORK, YONKERS, NEW YORK, AND (ii) EXECUTE AND DELIVER RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 83 of the Laws of 1982 of the State of New York, as amended (hereinafter collectively called the "Act"), the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, by resolutions previously adopted by the Agency, the Agency appointed **555 STORAGE GROUP, LLC** (the "Company") as its agent to undertake a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain vacant land located at 555 Tuckahoe Road, Condominium Unit #2, City of Yonkers, New York (the "Land"); (ii) the construction on the Land of an approximately five-story 150-room nationally-branded hotel containing in the aggregate approximately 88,229 square feet of space and approximately 172 related parking spaces (collectively, the "Improvements"); and (iii) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, the Agency held a public hearing on June 16, 2014, and approved certain financial assistance to the Company pursuant to resolutions adopted by the Agency on September 24, 2014 (the "Authorizing Resolution"); and

WHEREAS, to assist the Company with the undertaking of the Project, the Agency and the Company entered into a certain lease agreement, leaseback agreement, tax agreement and tax

agreement mortgage, each dated as of October 1, 2014 (collectively, the "Agency Documents"); and a certain \$13,015,000 principal amount Construction Loan Mortgage, by and from the Agency and the Company to the Israel Discount Bank of New York (the "2015 Lender"), dated February 4, 2015, and a certain \$1,985,000 principal amount Project Loan Mortgage by and from the Agency and the Company to the 2015 Lender, dated February 4, 2015 (together, the "Prior Mortgages"); and

WHEREAS, the Company's attorneys have advised the Agency and Agency's counsel (the "Correspondence") of the Company's plans to borrow additional money from the 2015 Lender (or other lender identified by the Company) (hereinafter the "Lender") to finance or re-finance the costs of Project, and has requested that the Agency provide a mortgage recording tax exemption (*excluding the additional mortgage recording tax imposed on real property located within a transportation district pursuant to Section 253(2)(a) of the New York Tax Law*), on approximately \$5,000,000 of inter-company money, as additional mortgage amounts resulting in a mortgage recording tax savings of up to \$90,000 (the "Refinancing"); and

WHEREAS, pursuant to this resolution, the Agency desires to authorize financial assistance for the benefit of the Company in the form of a mortgage recording tax exemption (*excluding the additional mortgage recording tax imposed on real property located within a transportation district pursuant to Section 253(2)(a) of the New York Tax Law*), upon recording of the Refinancing, being approximately up to \$90,000 (the "Financial Assistance"); and

WHEREAS, the Company has advised that the additional Project Costs were incurred increasing the sales tax exemption benefits by an additional \$129,847; and

WHEREAS, the Agency desires to adopt a resolution authorizing the Financial Assistance, the Refinancing, and the execution and delivery of documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF YONKERS DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency finds that the proposed actions of the Agency constitute a "Type II action" pursuant to 6 N.Y.C.R.R. § 617.5 and therefore is exempt from review under SEQRA.

Section 2. The Agency hereby accepts the Correspondence and authorizes the Agency to provide the Company with the Financial Assistance, and hereby amends and restates Section 4 of the Authorizing Resolution in its entirety as follows:

"Section 4. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$9,263,070.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$783,097.00**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services."

Section 3. The Chairman, Vice Chairman, President, Secretary, Executive Director and/or the CFO of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by the Lender up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Agent Agreement, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, President, Executive Director and/or the CFO of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, President, Executive Director and/or the CFO of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions 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:

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Mike Spano	[✓]	[]	[]	[]
Susan Gerry	[✓]	[]	[]	[]
Wilson Kimball	[✓]	[]	[]	[]
Melissa Nacerino	[✓]	[]	[]	[]
Cecile D. Singer	[✓]	[]	[]	[]
Peter Kischak	[✓]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(555 Storage Group, LLC)

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

I, Susan Gerry, the undersigned Secretary of the CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Yonkers Industrial Development Agency (the "Agency"), including the resolution contained therein, held on September 25, 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 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 said Agency 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 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 29 day of Sept, 2017.


Susan Gerry, Secretary