

A regular meeting of the Broome County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Broome County Industrial Development Agency located at FIVE South College Drive, Town of Dickinson, Broome County, New York on Wednesday, August 15, 2018, at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

|          |                   |               |
|----------|-------------------|---------------|
| PRESENT: | Terrence M. Kane  | Chairman      |
|          | Wayne L. Howard   | Vice Chairman |
|          | John M. Bernardo  | Secretary     |
|          | John J. Stevens   | Treasurer     |
|          | Diane M. Marusich | Member        |
|          | Lamont T. Pinker  | Member        |
|          | Richard Bucci     | Member        |
| ABSENT:  | Stephen P. Feehan | Member        |
|          | Daniel E. Crocker | Member        |

THE FOLLOWING PERSONS WERE ALSO PRESENT:

|                         |                    |
|-------------------------|--------------------|
| Kevin McLaughlin        | Executive Director |
| Joseph B. Meagher, Esq. | Agency Counsel     |

The following resolution was offered by Mr. Howard, seconded by Mr. Bucci, to wit:

RESOLUTION ACCEPTING AN APPLICATION FROM ONE NORTH DEPOT LLC FOR A SALE/LEASEBACK OR A LEASE/LEASEBACK TRANSACTION TO FACILITATE THE FINANCING OF THE ACQUISITION, RENOVATION AND EQUIPPING OF 1 NORTH DEPOT STREET, CITY OF BINGHAMTON, BROOME COUNTY, NEW YORK AND AUTHORIZING THE AGENCY TO SET AND CONDUCT A PUBLIC HEARING WITH RESPECT THERETO.

This Resolution shall take effect immediately.

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

|                   |        |        |
|-------------------|--------|--------|
| Terrence M. Kane  | voting | Yes    |
| Wayne L. Howard   | voting | Yes    |
| John M. Bernardo  | voting | Yes    |
| John J. Stevens   | voting | Yes    |
| Stephen P. Feehan | voting | Absent |
| Diane M. Marusich | voting | Yes    |
| Lamont T. Pinker  | voting | Yes    |
| Richard A. Bucci  | voting | Yes    |
| Daniel E. Crocker | voting | Absent |

The foregoing Resolution was thereon declared duly adopted.

STATE OF NEW YORK:

: ss.:

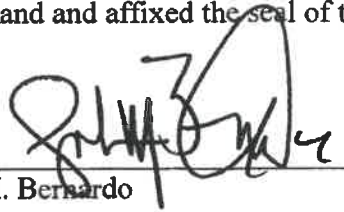
COUNTY OF BROOME:

I, the undersigned Secretary of the Broome County Industrial Development Agency (the "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 August 15, 2018 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far 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 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 and affixed the seal of the Agency this 19<sup>th</sup> day of September, 2018.

  
\_\_\_\_\_  
John M. Bernardo  
Secretary

(SEAL)