

**AUTHORIZING RESOLUTION**  
*(ShreeBalajee Corp. Project)*

A regular meeting of the City of Yonkers Industrial Development Agency was convened on Tuesday, February 24, 2015.

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

Resolution No. **02/2015 – 06**

RESOLUTION AUTHORIZING THE CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO (i) EXTEND THE AGENT STATUS OF SHREEBALAJEE CORP. (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW), (ii) AUTHORIZE ADDITIONAL SALES AND USE TAX EXEMPTION BENEFITS FOR THE COMPANY IN AN AMOUNT OF UP TO \$8,375; (iii) EXECUTE AND DELIVER AN EXTENDED SALES TAX EXEMPTION PACKAGE AND EXTENDED NYS FORM ST-60, EACH EXPIRING DECEMBER 31, 2015, AND RELATED DOCUMENTS, (iv) EXECUTE A SUBORDINATION AGREEMENT IN FAVOR OF KEYBANK NATIONAL ASSOCIATION WITH RESPECT TO THE TAX AGREEMENT MORTGAGE (AS DEFINED BELOW), (v) AMEND PROVISIONS OF THE PROJECT DOCUMENTS (AS DEFINED BELOW) TO INCLUDE NOTICE TO KEYBANK NATIONAL ASSOCIATION AND ITS COUNSEL PURSUANT TO THE TERMS OF AN OMNIBUS AGREEMENT BY AND BETWEEN THE AGENCY AND THE COMPANY, AND (vi) EXECUTE 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 "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency, by resolution adopted on March 28, 2014 (the "Agent Resolution") appointed **SHREEBALAJEE CORP.** (the "Company") the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain property located at 92 Waverly Street, City of Yonkers, New York (the "Land") and the existing improvements located thereon (the "Existing Improvements"); (ii) the reconstruction, renovation, rehabilitation of the Existing Improvements, including but not limited to the removal and/or replacement of wallpaper, tiling, carpeting, painting, electrical, plumbing work and kitchen appliances, all for use as a catering hall and restaurant (the "Improvements"); and (iii) the acquisition and installation in and around the Existing Improvements and Improvements of certain items of equipment and other tangible

personal property (the "Equipment", and collectively with the Land, the Existing Improvements, and the Improvements, the "Facility"); and

WHEREAS, pursuant to the terms of the Agent Resolution, the Agency authorized and approved the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to \$580,000, which result in New York State and local sales and use tax exemption benefits not to exceed \$48,575; and

WHEREAS, in connection with the Project and to effectuate the agent status of the Company, the Agency executed, among other things, a certain sales tax exemption package (the "Sales Tax Exemption Package") and an NYS Form ST-60, "IDA Appointment of Project Operator or Agent"; and

WHEREAS, the Company has requested that the Agency (i) extend the term of the Sales Tax Exemption Package and NYS Form ST-60 to December 31, 2015, to provide additional time for the Company to complete the Project, and (ii) authorize additional purchases (the "Additional Purchases") of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in an amount up to \$100,000, which Additional Purchases would result in additional New York State and local sales and use tax exemption benefits in an amount not to exceed \$8,375 (the "Additional Savings"); and

WHEREAS, the Agency desires to adopt a resolution extending the agent status of the Company to December 31, 2015, and authorizing (i) the execution and delivery of a Sales Tax Exemption Package and NYS Form ST-60 expiring December 31, 2015, and (ii) the Additional Purchases resulting in Additional Savings of up to \$8,375; and

WHEREAS, in connection with the Project, the Agency and the Company have executed (i) a certain agent agreement, dated as of October 10, 2014 (the "Agent Agreement"), (ii) a certain lease agreement, dated as of October 1, 2014 (the "Lease Agreement"), (iii) a certain leaseback agreement, dated as of October 1, 2014 (the "Leaseback Agreement"), (iv) a certain tax agreement, dated as of October 1, 2014 (the "Tax Agreement"), and (v) a certain tax agreement mortgage, dated as of October 1, 2014 (the "Tax Agreement Mortgage", and together with the Tax Agreement, the Lease Agreement, the Leaseback Agreement and the Agent Agreement, the "Project Documents"); and

WHEREAS, the Company has entered into a certain Mortgage Consolidation and Extension Agreement, Security Agreement and Assignment of Leases and Rents, dated February 6, 2015, in the amount of \$1,800,000 (the "Commercial Mortgage") in favor of Keybank National Association (the "Lender") for the purpose of providing financing for the Project; and

WHEREAS, the Lender and its counsel have requested that the Company and the Agency subordinate the lien of the Tax Agreement Mortgage to the lien of the Commercial Mortgage pursuant to a subordination agreement (the "Subordination Agreement") to be dated as of

February 1, 2015 (or other such appropriate date); provided the Agency's right to receive payments under the Tax Agreement Mortgage shall be superior to the right of the Lender to receive payments under the Tax Agreement; and

WHEREAS, in connection with the execution and delivery of the Subordination Agreement, the Lender and its counsel have requested that the Agency and the Company execute and deliver a certain omnibus amendment (the "Omnibus Amendment") to be dated as of February 1, 2015 (or other such appropriate date), pursuant to which the terms of the Project Documents shall be amended to give notice to the Lender and its counsel; and

WHEREAS, the Agency desires to adopt a resolution authorizing the execution and delivery of the Subordination Agreement and Omnibus Amendment; and

WHEREAS, the Subordination Agreement and Omnibus Amendment and related documents are being negotiated and will be presented to the President, Chairman and/or Vice Chairman of the Agency for execution upon approval of this resolution.

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

Section 1. Based upon representations and warranties made by the Company, the Agency hereby authorizes and approves the Company, as its agent, to make Additional Purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$100,000**, which result in Additional Savings not to exceed **\$8,375**. The Agency agrees to consider any requests by the Company for increase to the amount of Additional Savings authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make the Additional Purchases for the benefit of the Project, any Additional Savings taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make Additional Purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make Additional Purchases for the benefit of the Project, is not entitled to the Additional Savings; (ii) the Additional Savings are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make Additional Purchases for the benefit of the Project; (iii) the Additional Savings are for property or services not authorized by the Agency as part of the Project; or (iv) the Additional Savings are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make Additional Purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by

the Agency in connection with the Project. As a condition precedent of receiving Additional Savings, the Company, its agents, consultants, subcontractors, or any other party authorized to make Additional Purchases for the benefit of the Project, shall (i) cooperate with the Agency in

its efforts to recover or recapture any Additional Savings, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 2. The President, Chairman and/or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to extend the agent status of the Company to September 1, 2015, and execute and deliver a Sales Tax Exemption Package and NYS Form ST-60 expiring December 31, 2015. The Agency is further authorized to file the NYS Form ST-60 expiring December 31, 2015, with New York State Tax Department's IDA Unit, and execute any and all documents required for the purposes of providing the Company with Additional Savings of up to \$8,375 on Additional Purchases of up to \$100,000.

Section 3. The President, Chairman and/or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Subordination Agreement and Omnibus Amendment and all documents reasonably contemplated by these resolutions or required by the Lender necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs; and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Subordination Agreement and/or Omnibus Amendment and to attest the same, all with such changes, variations, omissions and insertions as President, Chairman and/or Vice Chairman of the Agency shall approve, the execution thereof by the President, Chairman and/or Vice Chairman 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>
Mayor Mike Spano	[ ✓ ]	[ ]	[ ]	[ ]
Deputy Mayor Susan Gerry	[ ✓ ]	[ ]	[ ]	[ ]
Martin Ball, Sr.	[ ]	[ ]	[ ]	[ x ]
Joy Carden	[ ✓ ]	[ ]	[ ]	[ ]
Hon. Cecile D. Singer	[ ]	[ ]	[ ]	[ x ]
Peter Kischak	[ ✓ ]	[ ]	[ ]	[ ]
Robert Maccariello	[ ✓ ]	[ ]	[ ]	[ ]

Resolution No. 2/2015 – 06  
Authorizing Resolution – Shreebalajee Corp.  
February 24, 2015

The Resolutions were thereupon duly adopted.

**SECRETARY'S CERTIFICATION**  
*(ShreeBalajee Corp. Project)*

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

I, the undersigned, Secretary of the City of Yonkers Industrial Development Agency DO  
HEREBY CERTIFY:

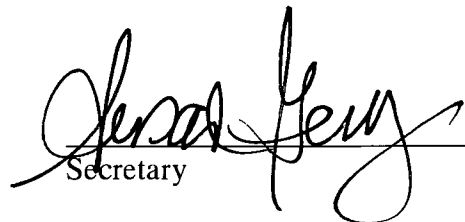
That I have compared the annexed extract of minutes of the meeting of the City of  
Yonkers Industrial Development Agency (the "Agency"), including the resolution contained  
therein, held on February 24, 2015, with the original thereof on file in my office, and that the  
same is a true and correct 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 24 day of February 2015.

  
Secretary

[SEAL]