



BOARD OF DIRECTORS MEETING

June 1, 2018

3:45 PM

NFE 2107

AGENDA

1. Call to order
2. Approval of Minutes of May 14, 2018 Meeting
3. Audit Committee Report
 - Resolution 176 - Appointment of President and Fixing of Salary
4. Finance Committee Report
 - Resolution 177 - Process for Disposition of Equipment Assets and Materials
 - Resolution 178 - Film Hub Transaction
5. New Business
6. Public Comment
7. Next Board of Directors meeting: TBD
8. Adjournment



MINUTES

Fort Schuyler Management Corporation Meeting of the Board of Directors May 14, 2018 – CNSE Nano Fab East Conference Room 2107

Directors present: Robert Samson– Chair, Kristin Proud, Franklin Hecht, Ken Tompkins, and Robert Geer

Staff: Robert Megna – President, Scott Bateman – Treasurer, Cheryl Casey-Rose – Board Secretary, Pat Bucklin

Guests: Kevin Younis - ESD, Emily Kunchala – RF SUNY, Michael Frame – SUNY Poly Foundation and Doug Grose

1. Call to Order

- Chair Robert Samson called the meeting of the Board of Directors of Fort Schuyler Management Corporation (FSMC) to order at 3:44 PM.
- Chair Samson welcomed Kevin Younis of ESD, Emily Kunchala of The Research Foundation, and Michael Frame as a representative of the SUNY Poly Foundation. He also welcomed Doug Grose, who was introduced at the Fuller Road Board Meeting.
- Chair Samson asked if any directors had a conflict of interest with respect to the items on today's agenda, and if so, that the conflict be disclosed. There were none.

2. Review/approval of April 25, 2018 meeting minutes

- The Board reviewed the meeting minutes of the April 25, 2018 meeting. A motion was made to approve the minutes by Robert Geer and seconded by Franklin Hecht. Chair Samson asked for a vote: Ayes: 5, Nays: 0, Abstentions: 0. The minutes were approved as presented.

3. Audit Committee Report – Robert Samson

- Approval of Annual Tax Filings

Chair Samson asked for a motion to consider approval of annual tax filings.

- FSMC engaged KPMG to review its annual tax filings for the 2016 year, pursuant to authorization by the Board at its April 25, 2018 meeting. The filings include: IRS Form 990, IRS Form 990T, NY CHAR 500, and NY CT-13.
- KPMG has now completed its review of the tax filings.
- The FSMC Audit Committee approved a resolution approving the tax filings, authorizing the President and/or Treasurer to sign and file the tax filings and recommending that the Board approve the same actions.
- Requested Action:
Approve a resolution (1) approving the tax filings and (2) authorizing the President and/or Treasurer to sign and file the tax filings and to take any and all actions necessary and appropriate to effectuate the foregoing actions.

Chair Samson asked for a motion to consider approval of annual tax filings.

Motion: Robert Geer

Second: Franklin Hecht

Vote: Ayes: 5, Nays: 0, Abstentions: 0.

Chair Samson asked for a motion to approve the annual tax filings by authorizing the President and/or Treasurer to sign and file the tax filings and to take any and all actions necessary and appropriate to effectuate the foregoing actions.

Motion: Kristin Proud

Second: Robert Geer

Vote: Ayes: 5, Nays: 0, Abstentions: 0.

The motion to approve the tax filings and to authorize the President and/or Treasurer to sign and file the tax filings and to take any and all actions necessary and appropriate to effectuate the foregoing actions was approved unanimously.

4. Finance Committee –Kristin Proud

- FSMC purchased a MOCVD reactor tool and a controller (supporting equipment for the tool) intended for use in the facility in Dewitt, Onondaga County. Thereafter, due to changed circumstances at the project, there was no need for the tool and controller.
- Raxium, Inc., which is a Delaware corporation with an office in California, expressed interest in purchasing the tool. Recognizing that there were limited re-sale opportunities for this tool because of its specific application, FSMC began discussions with Raxium.
- Following negotiations, Raxium offered \$2,378,739, which is 95% of the purchase price of \$2,502,725 for the tool and controller (exclusive of shipping and testing). Raxium's offer was contingent on completion of the sale by April 12, 2018 so that the tool could be shipped immediately to California for its use.

- Due to the time constraints, the favorable offer, and the limited market for the tool, FSMC sought to enter into a purchase agreement with Raxium so that the transaction could be completed by April 12, 2018. On April 10, 2018, the Finance Committee discussed and approved a resolution approving the sale of the tool and controller to Raxium and recommending that the full Fort Schuyler Board ratify the agreement for the sale of these items to Raxium.

Requested Action:

Approve a resolution ratifying the agreement for the sale of the tool and controller to Raxium, Inc.

Chair Samson asked for a motion to approve and ratify the sale to Raxium.

Motion: Robert Geer

Second: Franklin Hecht

Discussion: Robert Geer asked, since the deadline was April 12th, was the transaction completed and shipped. Robert Megna responded that the transaction was completed but couldn't speak to whether it had been shipped. He added that this was very specialized equipment and that we were able to get .95 cents on the dollar for this equipment was amazing and the potential other uses were very limited and that money is being kept to use on the new project and no money is being made on the deal. Robert Geer responded that based on his experience, you have a better chance of being struck by lightning than finding a customer interested in precisely the same tool.

Chair Samson asked if there were any other questions or comments. There were none. He asked for a vote: Ayes: 5, Nays: 0, Abstentions: 0.

The resolution to ratify the Raxium tool sale was unanimously approved.

4. New Business: There was none.

5. Public Comment: There was none.

6. Next Board of Directors meeting: TBD

7. Adjournment:

- There being no further business to come before the Board, Chair Samson asked for a motion to adjourn.
Motion: Kristin Proud
Second: Robert Geer
The meeting was adjourned at 3:53 PM.

Respectfully Submitted,

Cheryl Casey-Rose
Secretary of the Board

To: Fort Schuyler Management Corporation Board of Directors
Re: Appointment of President and Fixing of Salary

Background

The Board of Directors desires to appoint Douglas A. Grose as President of the Fort Schuyler Management Corporation (FSMC). As an industry veteran and former Chief Executive Officer of Global Foundries, Mr. Grose brings tremendous expertise to the position.

Mr. Grose also will serve as President of Fuller Road Management Corporation (FRMC) and will devote 50% of his time equally between the Corporation and FRMC, and the remaining 50% of his time will be devoted to the Research Foundation for the State University of New York, all of which will be in furtherance of the mission of SUNY and SUNY Polytechnic Institute.

Article VI, Sections 1 and 9 of the Bylaws of Fort Schuyler Management Corporation (“the Corporation”) authorize the Board of Directors to appoint a President of the Corporation and fix a salary for the President based on the recommendation of the Audit Committee.

The Audit Committee approved a resolution appointing Douglas A. Grose as President of the Corporation, effective immediately, on the terms stated in the resolution, at a salary of \$70,000 and recommending that the Board approve the same actions.

Requested Action

Approve Resolution No. 176 appointing Douglas A. Grose as President of the Corporation, effective immediately, on the terms stated in the resolution, at a salary of \$70,000.

RESOLUTION OF THE BOARD OF DIRECTORS OF
FORT SCHUYLER MANAGEMENT CORPORATION

June 1, 2018

RESOLUTION NO: 176

APPOINTMENT OF PRESIDENT OF THE CORPORATION

WHEREAS, the Fort Schuyler Management Corporation (the “Corporation”) was formed for the purpose of helping to facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) and SUNY Polytechnic Institute (“SUNY Poly”) by purchasing, constructing, developing, and managing facilities; and

WHEREAS, under Article VI, Section 1 of the Bylaws of the Corporation, the Board of Directors is authorized to appoint a President; and

WHEREAS, the Board of Directors desires to appoint a President for the Corporation and fix a salary for the President based on the recommendation of the Audit Committee as required by Article VI, Section 9 of the Bylaws; and

WHEREAS, the Board of Directors desires to appoint Douglas A. Grose as President of the Corporation and recognizes that he also will be serving as President of Fuller Road Management Corporation (FSMC) and that he will devote 50% of his time equally between the Corporation and FRMC, and the remaining 50% of his time will be devoted to the Research Foundation for the State University of New York, all of which will be in furtherance of the mission of SUNY and SUNY Poly; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: Douglas A. Grose is hereby appointed by the Board of Directors to the office of President of the Corporation, effective immediately, to serve at the pleasure of the Board of Directors until such time as the Board of Directors directs otherwise. The President shall have the duties that are assigned, and the powers that are granted, under the Bylaws of the Corporation specifically to the office of the President and generally to an officer of the Corporation, in addition to such other duties and powers as may be assigned or granted to the President from time to time by the Board of Directors. The President is hereby appointed as a signatory for transactions drawn against the account or accounts of the Corporation.

SECTION 2: The Board of Directors recognizes that Mr. Grose will serve as President of the Corporation and President of FRMC and, after a joint meeting of the Audit Committees of the Corporation and FRMC, each Audit Committee recommended the combined salary at 50% time for President of the Corporation and FRMC of \$140,000, with each Corporation paying a

salary of \$70,000. Based on the foregoing, the Board of Directors fixes Mr. Grose's salary as President of the Corporation at \$70,000.

SECTION 3: EFFECTIVE DATE. This Resolution takes effect immediately.

To: Fort Schuyler Management Corporation Board of Directors

Re: Disposition of Equipment Assets and Materials

Background

FSMC often purchases various pieces of equipment and other construction-related materials (“Equipment Assets and Materials”) for use in facilities being constructed or renovated. From time to time, some Equipment Assets and Materials are no longer needed due to various changed circumstances with the projects, such as a company’s need for new or different technology or product specifications. FSMC would like to sell such Equipment Assets and Materials that are no longer needed and seeks to establish a process for such sales.

Process for Disposition of Equipment Assets and Materials

The following process shall apply for disposition of Equipment Assets and Materials owned by FSMC with an estimated sale value of \$5,000 or more:

Methods of Disposition

(1) **Competitive bid process** – Except in cases involving a single source process or in circumstances described in section (4), FSMC will solicit bids for Equipment Assets and Materials, which may include advertisement in the New York State Contract Reporter; notification to third parties known to have interest in the particular Equipment Assets and Materials, third parties with interest in resold equipment and materials and/or the original equipment manufacturer or seller of materials. Such method of solicitation shall be determined by the Project Manager based upon the circumstances. The competitive bid process will allow interested persons to view the Equipment Assets and Materials and submit written questions. The Equipment Assets and Materials will be sold to the highest bidder after review and approval by the President or his or her designee.

(2) **Use of remarketing firm** – In some circumstances, it may be necessary to engage the services of a remarketing firm to assist with the solicitation of bids. The determination of whether and when to use a remarketing firm in the competitive bid process shall be made by the Director of Procurement, upon recommendation of the Project Manager and subject to approval by the Board of Directors if required by the FSMC Procurement Guidelines.

(3) **Single source process** – There are circumstances whereby a competitive bid process is not practicable including: the Equipment Assets and Materials are specialized or unique; there are limited opportunities for resale; or proper functioning of FSMC facilities, construction, or projects requires adherence to a schedule that does not permit time for a competitive bid process.

Whenever the Project Manager determines that a single source process should be utilized, the Project Manager shall provide a written statement setting forth material and substantial reasons for a single source award. Such statement shall be approved by the President or his or her designee.

(4) **Other methods** – Based on circumstances as determined by the Director of Procurement, FSMC may advertise and/or use an electronic marketplace in connection with a sale, cancel certain sales, refuse bids, set target pricing, solicit best and final offers, split lots and/or dispose of Equipment Assets and Materials without sale (e.g., scrap, donation).

Other Provisions

(1) **Proceeds** –

(A) When the original sponsored project that funded the Equipment Assets and/or Materials is ongoing, proceeds from the sale of such assets will be deposited back into the project.

(B) When the original sponsored project that funded the Equipment Assets and/or Materials is closed but a project(s) with the same program and sponsor who originally funded the purchase of such assets is ongoing, proceeds from the sale of such assets shall be deposited according to the instructions of such original sponsor.

(C) When the original sponsored project that funded the Equipment Assets and/or Materials is closed and there are no projects with the same program and sponsor ongoing, proceeds from the sale of such assets will be credited to the account designated by the CFO as approved by the President.

(2) **Consummation of Sales of Equipment Assets and Materials** – All sales of Equipment Assets and Materials shall be evidenced by a written agreement and executed by the President and/or Treasurer of FSMC.

(3) **Updates of completed sales** – Management will provide periodic updates to the Finance Committee of the Board of Directors of FSMC of completed sales of Equipment Assets and Materials either at regularly scheduled meetings or via electronic mail.

The FSMC Finance Committee approved a resolution approving the process for the disposition of Equipment Assets and Materials as described above and recommending that the Board approve the same.

Recommendation

Approve Resolution No. 177 approving the process for the disposition of Equipment Assets and Materials as described above.

RESOLUTION OF THE BOARD OF DIRECTORS
OF FORT SCHUYLER MANAGEMENT CORPORATION

June 1, 2018

RESOLUTION NO: 177

AUTHORIZATION FOR PROCESS FOR DISPOSITION OF EQUIPMENT ASSETS AND
MATERIALS

WHEREAS, the Fort Schuyler Management Corporation (the “Corporation”) was formed for the purpose of helping to facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) and SUNY Polytechnic Institute (“SUNY Poly”) by purchasing, constructing, developing, and managing facilities; and

WHEREAS, the Corporation often purchases various pieces of equipment for use in facilities being constructed or renovated and, from time to time, some of this equipment and other construction-related materials (“Equipment Assets and Materials”) are no longer needed due to various changed circumstances with the projects, such as a company’s need for new or different technology or product specifications; and

WHEREAS, the Corporation would like to sell Equipment Assets and Materials that are no longer needed and seeks to establish a process for disposition of such Equipment Assets and Materials with a value of \$5,000 or more; and

WHEREAS, the Corporation seeks approval of the process set forth in Exhibit A for disposition of Equipment Assets and Materials; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: AUTHORIZATION FOR DISPOSITION PROCESS. The Board of Directors of the Corporation hereby approves the process for disposition of Equipment Assets and Materials set forth in Exhibit A and authorizes the Corporation to dispose of Equipment Assets and Materials that are no longer needed pursuant to such process.

SECTION 2: DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and directs the President and Treasurer, each of them without the other, to negotiate, approve, sign, acknowledge and deliver all documents and contracts in such form, substance and content and upon such terms as may be necessary or appropriate to implement and carry out the purposes and intents of this Resolution.

SECTION 3: EFFECTIVE DATE: This Resolution shall take effect immediately.

EXHIBIT A

Process for Disposition of Equipment Assets and Materials

The following process shall apply for Disposition of Equipment Assets and Materials owned by FSMC with an estimated sale value of \$5,000 or more:

Methods of Disposition

(1) Competitive bid process – Except in cases involving a single source process or in circumstances described in section (4), FSMC will solicit bids for Equipment Assets and Materials, which may include advertisement in the New York State Contract Reporter; notification to third parties known to have interest in the particular Equipment Assets and Materials, third parties with interest in resold equipment and materials and/or the original equipment manufacturer or seller of materials. Such method of solicitation shall be determined by the Project Manager based upon the circumstances. The competitive bid process will allow interested persons to view the Equipment Assets and Materials and submit written questions. The Equipment Assets and Materials will be sold to the highest bidder after review and approval by the President or his or her designee.

(2) Use of remarketing firm – In some circumstances, it may be necessary to engage the services of a remarketing firm to assist with the solicitation of bids. The determination of whether and when to use a remarketing firm in the competitive bid process shall be made by the Director of Procurement, upon recommendation of the Project Manager and subject to approval by the Board of Directors if required by the FSMC Procurement Guidelines.

(3) Single source process – There are circumstances whereby a competitive bid process is not practicable including: the Equipment Assets and Materials are specialized or unique; there are limited opportunities for resale; or proper functioning of FSMC facilities, construction, or projects requires adherence to a schedule that does not permit time for a competitive bid process. Whenever the Project Manager determines that a single source process should be utilized, the Project Manager shall provide a written statement setting forth material and substantial reasons for a single source award. Such statement shall be approved by the President or his or her designee.

(4) Other methods – Based on circumstances as determined by the Director of Procurement, FSMC may advertise and/or use an electronic marketplace in connection with a sale, cancel certain sales, refuse bids, set target pricing, solicit best and final offers, split lots and/or dispose of Equipment Assets and Materials without sale (e.g., scrap, donation).

Other Provisions

(1) Proceeds –

(A) When the original sponsored project that funded the Equipment Assets and/or Materials is ongoing, proceeds from the sale of such assets will be deposited back into the project.

(B) When the original sponsored project that funded the Equipment Assets and/or Materials is closed but a project(s) with the same program and sponsor who originally funded the purchase of such assets is ongoing, proceeds from the sale of such assets shall be deposited according to the instructions of such original sponsor.

(C) When the original sponsored project that funded the Equipment Assets and/or Materials is closed and there are no projects with the same program and sponsor ongoing, proceeds from the sale of such assets will be credited to the account designated by the CFO as approved by the President.

(2) Consummation of Sales of Equipment Assets and Materials – All sales of Equipment Assets and Materials shall be evidenced by a written agreement and executed by the President and/or Treasurer of FSMC.

(3) Updates of completed sales – Management will provide periodic updates to the Finance Committee of the Board of Directors of FSMC of completed sales of Equipment Assets and Materials either at regularly scheduled meetings or via electronic mail.

To: Fort Schuyler Management Corporation Board of Directors

Re: Sale of Central New York Film Hub

Background:

Fort Schuyler Management Corporation (“FSMC”) is the owner of a 7.654 acre parcel of land and 52,000-square foot building located at 24 Aspen Park Boulevard, Dewitt, NY 13057 known as the Central New York Film Hub (“Film Hub”). FSMC acquired the land and undertook a project to build the Film Hub facility in collaboration with the Onondaga County Office of Economic Development, in an effort to promote economic development in Central New York through the use and development of new technology and innovation in film and television production projects. As part of this initiative, the Onondaga County Office of Economic Development currently leases space in the Film Hub for use by the Onondaga County Film Commissioner, an employee of the Onondaga County Office of Economic Development. Also as part of this initiative, Onondaga County awarded a \$210,000 grant to FSMC as consideration for providing services to the County to support film production to promote Onondaga County and Central New York as a location for film and television production.

FSMC and Onondaga County have reached an understanding pursuant to which FSMC shall transfer the Film Hub to a local development corporation established by Onondaga County, known as the Greater Syracuse Soundstage Development Corporation. It is proposed that FSMC and the Greater Syracuse Soundstage Development Corporation will enter into a Real Property Purchase Agreement (the “RPA”) pursuant to which FSMC shall transfer the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00.

Compliance with Acquisition and Disposition of Real Property Policy:

The Acquisition and Disposition of Real Property Policy adopted by the FRMC Board in Resolution No. 145 on February 22, 2017 permits a disposition of real property through negotiation and certain sales of property for less than fair market value under certain circumstances provided that certain information is provided. That information is set forth below.

(1) Full Description of the Asset – The Film Hub is a 52,000 square foot building located on 7.64 acres of land in the Town of Dewitt that was constructed to accommodate film and television production and related activities.

(2) Appraisal of the Fair Market Value of the Asset – Another appraisal of the Film Hub is not practical or useful for this proposed disposition of real property due to the fact that the land was recently purchased on December 26, 2017 at a price of \$1,184,000 that was supported by two independent appraisals. In addition, the costs associated with the recent construction of the Film Hub building are readily available in the financial records of FSMC. In light of the foregoing, the fair market value of the Film Hub can be determined without the need for an additional appraisal. An additional appraisal of the Film Hub would also not be practical or useful in this situation where the proposed purchase price for the real property is \$1.00 and the purpose of the proposed transfer is to promote an economic development objective and not to achieve the highest

purchase price. Based upon the foregoing, the Interim Contracting Officer has determined the fair market value of the Film Hub to be at least \$14.4 million.

(3) Description of the Transfer and a Reasonable Statement of the Kind and Amount of Benefit to the Public Resulting from the Transfer – The transfer will allow the Greater Syracuse Soundstage Development Corporation to promote economic development of the film industry in Onondaga County and Central New York by providing a facility specifically constructed for use in the development of film and television productions. Onondaga County anticipates that significant new jobs will be created at the Film Hub.

(4) Statement of the Value to be Received Compared to the Fair Market Value – FSMC will receive \$1.00 in exchange for the Film Hub. To ensure that the property is used for the contemplated purpose of promoting the film industry in Central New York, the Greater Syracuse Soundstage Development Corporation will pay to FSMC fair market value if it transfers the Film Hub to a party unrelated to Onondaga County within 5 years without FSMC approval.

(5) Names of Private Parties Participating in the Transfer – None.

(6) Names of Private Parties who have made an Offer for such Asset – No other offer has been received.

(7) Statement of Disposal by Negotiation – FSMC determined that the property could be disposed of by negotiation at less than fair market value due to the economic development benefit to be derived from the transfer.

(8) Approvals – FSMC President Robert Megna and Interim Contracting Officer Scott Bateman approve this proposed transfer. The FSMC Finance Committee also recommends approval of the proposed transfer. In addition, Howard Zemsky, President and Chief Executive Officer of Empire State Development consents to the transfer, finding that the purpose of the transfer is within the purpose or mission of FSMC and that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of the transfer.

The FSMC Finance Committee approved a resolution authorizing the President and/or the Treasurer to transfer the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00 and to take any and all related actions to implement the resolution, and recommending that the Board of Directors approve the same actions.

Requested Action:

The Board is requested to approve a resolution authorizing the President and/or the Treasurer to transfer the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00 and to take any and all related actions to implement the resolution.

**RESOLUTION OF THE BOARD OF DIRECTORS
OF FORT SCHUYLER MANAGEMENT CORPORATION**

June 1, 2018

RESOLUTION NO: 178

**APPROVAL OF CORPORATION TRANSFERRING OWNERSHIP OF THE
CENTRAL NEW YORK FILM HUB**

WHEREAS, Fort Schuyler Management Corporation (“Corporation”) is a 501(c)(3) corporation formed to help facilitate research and economic development activities related to the research and educational mission of the State University of New York (“SUNY”) by purchasing, constructing, developing, and managing facilities and promoting research therein which support the mission of SUNY and the SUNY Polytechnic Institute; and

WHEREAS, pursuant to Resolution No.121, the Corporation acquired approximately 7.6 acres at 24 Aspen Park Boulevard in Dewitt, New York and undertook a project to develop and construct facilities consisting of a 52,000-square foot building on such property for advanced visual production, research and education facility (“Film Hub”) in collaboration with the Onondaga County Office of Economic Development; and

WHEREAS, as part of this initiative, the Onondaga County Office of Economic Development currently leases space in the Film Hub for use by the Onondaga County Film Commissioner, an employee of the Onondaga County Office of Economic Development, and the Commissioner is assisting with management of the Film Hub and doing extensive outreach to other film professionals and working to promote film-related initiatives in the Central New York region; and

WHEREAS, in furtherance of this initiative, Onondaga County awarded a \$210,000 grant to the Corporation as consideration for providing services to the County to support film production to promote Onondaga County and Central New York as a location for film and television production; and

WHEREAS, the Corporation and Onondaga County have reached an understanding pursuant to which the Corporation shall transfer the Film Hub to a local development corporation established by Onondaga County, known as the Greater Syracuse Soundstage Development Corporation, to promote the growth of the film industry in Central New York, and to enable it to maximize its efforts to expand film industry initiatives in Central New York; and

WHEREAS, the Corporation believes that the economic development potential of the Film Hub can best be met by transferring the facility to the Greater Syracuse Soundstage Development Corporation to enable the County to build on its current efforts to expand the film industry in Central New York, attract new jobs and foster educational opportunities related to film production; and

WHEREAS, the Corporation desires to transfer ownership of the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00, a price that is below the fair market value of the property, which is at least \$14.4 million as determined by the Corporation on the recommendation of the Interim Contracting Officer; and

WHEREAS, the Corporation desires to make this transfer after consideration of the appraisals and fair market value of the property, and the significant factors justifying a transfer below fair market value, including the continued use of the facility as a film production facility and the potential for the local development corporation to expand the film industry, increase jobs and promote economic development in Central New York; and

WHEREAS, the President and Chief Executive Officer of Empire State Development consents to the transfer of the property to the Greater Syracuse Soundstage Development Corporation to operate and develop the Film Hub on the terms and conditions set forth in the materials presented to the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS AS FOLLOWS:

SECTION 1: The Board of Directors hereby determines that, based on the significant potential for the Greater Syracuse Soundstage Development Corporation to expand the film industry, increase jobs, promote economic development in Central New York, and the other factors enumerated above, there is no reasonable alternative to the proposed transfer of the property for below fair market value that would achieve the same purpose of such transfer.

SECTION 2: APPROVAL FOR CORPORATION TO TRANSFER OWNERSHIP OF FILM HUB. The Board hereby authorizes and approves the Corporation entering into a contract for \$1.00 to transfer ownership of the Film Hub to the Greater Syracuse Soundstage Development Corporation to operate and develop the Film Hub and promote economic development in Central New York.

SECTION 3: DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and directs the President and the Treasurer of the Corporation, each of them without the other, to negotiate, approve, sign, acknowledge and deliver any and all documents and contracts in such form, substance and content and upon such terms as may be necessary or appropriate to implement the foregoing actions and to take any and all other actions deemed by either of them to be necessary to carry out the purposes and intents of this Resolution.

SECTION 4: RATIFICATION. The Board hereby approves, confirms and ratifies all acts and transactions of any officers, employees or agents of the Corporation that were taken or made with respect to purposes and intents of this Resolution.

SECTION 5: EFFECTIVE DATE: This Resolution shall take effect immediately.