

AUTHORIZING RESOLUTION
(555 Storage Group, LLC)

A regular meeting of the Yonkers Economic Development Corporation was convened on Monday, September 25, 2017.

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

Resolution No. 09/2017-05

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION APPROVING THE PROVISION OF FINANCIAL ASSISTANCE TO 555 STORAGE GROUP, LLC AND THE EXECUTION AND DELIVERY OF ALL DOCUMENTS, CERTIFICATES AND AGREEMENTS IN CONNECTION WITH SAME

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the "Corporation") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **555 STORAGE GROUP, LLC** (the "Company") previously submitted an application to the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") requesting the Agency's assistance with a certain project (the "Project") for the benefit of the Company 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, pursuant to a resolutions adopted by the Agency on May 20, 2014 and September 24, 2014 (collectively, the "Agency Authorizing Resolution") the Agency approved the undertaking of the Project and the provision of the Financial Assistance (as defined in the Agency 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 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 on approximately \$5,000,000 of inter-company money, as additional mortgage amounts resulting in a mortgage recording tax savings (at a rate of up to 1.8%) of \$90,000 (the "2017 Financial Assistance"); and

WHEREAS, a component of the 2017 Financial Assistance included an exemption from any recording taxes due on any mortgage executed in connection with the Project; and

WHEREAS, Chapter 394 of the Laws of the State of New York of 2016 amended the State General Municipal Law to prohibit Industrial Development Agencies in the State, including, without limitation, the Agency, from exempting the additional mortgage recording tax imposed on properties located within transportation districts across the State, including, without limitation, the Metropolitan Commuter Transportation District (the "Legislation"); and

WHEREAS, in the Governor's approval message, it was stated that the Legislation's immediate effective date may interfere with the completion of several pending projects and necessitate changes to contractual arrangements and that to address this concern, there was an agreement with the New York State Legislature (the "Legislature") which was addressed by a Chapter 3 of 2017 changing the effective date of the legislation to July 1, 2017 (the "Chapter Amendment") which Chapter Amendment was approved; and

WHEREAS, since the Legislation does not apply to the Corporation, the Corporation has the ability to grant a full exemption from the mortgage recording tax to the Company, and in order to fulfill the intent of the Governor and the Legislature to defer the effective date of the Legislation, the Corporation intends to grant to the Company an exemption from the mortgage recording tax so the Company can obtain the full amount of Financial Assistance contemplated by the Agency; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Corporation must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Pursuant to the Agency Authorizing Resolutions, the Agency determined that the Project constitutes a Type II Action for the purposes of SEQRA pursuant to 6 NYCRR 617.(c)(1) and (2) as it involves the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site, including the upgrading buildings to meet building or fire codes, whereby such actions do not exceed any of the thresholds in Section 6 NYCRR 617.4, and is, therefore, not subject to review pursuant to SEQRA. The Corporation hereby confirms the findings made by the Agency in the Authorizing Resolutions.

Section 2. The Corporation agrees to accept a leasehold interest in the Facility on the same terms and conditions as those accepted by the Agency, except that the term of its leasehold interest shall expire no later than December 31, 2017 (or such other date acceptable to the Executive Director, President, Chair or Secretary of the Corporation (each an "Authorized Officer")), and to execute and deliver all documents, certificates and agreements necessary to establish such interest of the Corporation (the "Corporation Documents").

Section 3. Each Authorized Officer is hereby further authorized, on behalf of the Corporation, 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 any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project and/or finance or re-finance acquisition and Project costs, equipment and other personal property and related transactional costs (the "Lender Documents"; and, together with the Corporation Documents, the "Project Documents") and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to the Project Documents and to attest the same, all with such changes, variations, omissions and insertions as the Authorized Officer shall approve.

Section 4. (a) Each Authorized Officer is hereby authorized, on behalf of the Corporation, to execute and deliver the Project Documents to which it is a party in the forms acceptable to such Authorized Officer. The execution of the Corporation Documents by such Authorized Officer shall constitute conclusive evidence of such approval; provided, in all events, recourse against the Corporation is limited to the Corporation's interest in the Project.

(b) Each Authorized Officer is further hereby authorized, on behalf of the Corporation, to designate any additional authorized representatives of the Corporation.

Section 5. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 6. The Corporation is hereby authorized to provide the Company with the 2017 Financial Assistance in the form of a mortgage recording tax exemption as permitted by New York State law.

Section 7. Due to the complex nature of this transaction, the Corporation hereby authorizes each Authorized Officer to approve, execute and deliver such further agreements, documents and certificates as the Corporation may be advised by counsel to the Corporation or Transaction Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by such Authorized Officer.

Section 8. 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)
) *ss:*
COUNTY OF WESTCHESTER)

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Yonkers Economic Development Corporation (the "Corporation"), including the resolutions 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 Corporation and of such resolutions 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 directors of said Corporation 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 directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

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


Susan Gerry, Secretary

AUTHORIZING RESOLUTION
(L&A RE Acquisitions LLC Project)

A regular meeting of the Yonkers Economic Development Corporation was convened on Monday, September 25, 2017.

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

Resolution No. 09/2017- 06

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION (i) APPROVING THE PROVISION OF FINANCIAL ASSISTANCE TO L&A RE ACQUISITIONS LLC IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION, AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF A CERTAIN AMENDED AND RESTATED LEASE AGREEMENT, MEMORANDUM OF AMENDED AND RESTATED LEASE AGREEMENT, AMENDED AND RESTATED TAX AGREEMENT MORTGAGE, MORTGAGE, SUBORDINATION OF TAX AGREEMENT MORTGAGE, SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT, AND ANY AND ALL DOCUMENTS, CERTIFICATES AND AGREEMENTS IN CONNECTION WITH SAME

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVLEOPMENT CORPORATION** (the "Corporation") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") previously provided certain financial assistance to **L&A RE ACQUISITIONS LLC** (the "Company") in the form of (i) a sales and use tax exemption and (ii) a partial real property tax abatement structured under a tax agreement in connection with a certain project (the "Project") undertaken by the Agency for the benefit of the Company, consisting of (i) acquisition by the Company of the 120-bed skilled nursing home facility commonly known as the "Michael Malotz Skilled Nursing Pavilion" (the "Existing Improvements") located at 120 Odell Avenue, in the City of Yonkers, New York (the "Land"), and (ii) the acquisition in and around the Existing Improvements of machinery, equipment and other items of tangible personal property (the "Equipment" and together with the Existing Improvements, the "Facility"); and

WHEREAS, the Company has obtained a long-term mortgage loan from the Mortgagee that will be insured by the U.S. Department of Housing and Urban Development (the "2017 Mortgage"), which 2017 Mortgage will secure an aggregate principal amount of approximately \$24,984,200; and

WHEREAS, the Company 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*), upon the recording of the 2017 Mortgage in the approximate amount of up to \$65,775.60 on the "new" principal amount of the 2017 Mortgage, being approximately \$3,654,200; and

WHEREAS, pursuant to resolutions adopted by the Agency on September 25, 2017 (the "Agency Authorizing Resolution"), the Agency authorized 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 the recording of the 2017 Mortgage (the "2017 Financial Assistance"); and

WHEREAS, Chapter 394 of the Laws of the State of New York of 2016 amended the State General Municipal Law to prohibit industrial development agencies in the State, including, without limitation, the Agency, from exempting the additional mortgage recording tax imposed on properties located within transportation districts across the State, including, without limitation, the Metropolitan Commuter Transportation District (the "Legislation"); and

WHEREAS, since the Legislation does not apply to the Corporation, the Corporation has the ability to grant a full exemption from the mortgage recording tax to the Company, and the Corporation intends to grant to the Company an exemption from the mortgage recording tax so the Company can obtain the full amount of the 2017 Financial Assistance contemplated by the Agency; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Corporation must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Pursuant to the Agency Authorizing Resolution, the Agency determined that the Project constitutes a Type II Action for the purposes of SEQRA, and is, therefore, not subject to review pursuant to SEQRA. The Corporation hereby confirms the findings made by the Agency in the Agency Authorizing Resolution.

Section 2. The Corporation agrees to accept a leasehold interest in the Facility on the same terms and conditions as those accepted by the Agency, pursuant to the terms a certain

Amended and Restated Lease Agreement by and among the Agency, the Corporation and the Company (or similar document), except that the term of the Corporation's leasehold interest shall expire no later than December 31, 2017 (or such other date acceptable to the Executive Director, President, Chair or Secretary of the Corporation (each an "Authorized Officer")), and to execute and deliver all documents, certificates and agreements necessary to establish such interest of the Corporation, including but not limited to an Amended and Restated Tax Agreement Mortgage by and from the Agency, the Corporation and the Company in favor of the Agency, on behalf of the Affected Taxing Jurisdictions (collectively, the "Corporation Documents").

Section 3. Each Authorized Officer is hereby further authorized, on behalf of the Corporation, to execute and deliver the 2017 Mortgage and any assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company, including but not limited to a Subordination, Non-Disturbance and Attornment Agreement (the "Lender") up to a maximum principal amount necessary to undertake the Project and/or finance or re-finance acquisition and Project costs, equipment and other personal property and related transactional costs (the "Lender Documents"; and, together with the Corporation Documents, the "Project Documents") and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to the Project Documents and to attest the same, all with such changes, variations, omissions and insertions as the Authorized Officer shall approve.

Section 4. (a) Each Authorized Officer is hereby authorized, on behalf of the Corporation, to execute and deliver the Project Documents to which it is a party in the forms acceptable to such Authorized Officer. The execution of the Corporation Documents by such Authorized Officer shall constitute conclusive evidence of such approval; provided, in all events, recourse against the Corporation is limited to the Corporation's interest in the Project.

(b) Each Authorized Officer is further hereby authorized, on behalf of the Corporation, to designate any additional authorized representatives of the Corporation.

Section 5. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 6. The Corporation is hereby authorized to provide the Company with the 2017 Financial Assistance in the form of a mortgage recording tax exemption as permitted by New York State law.

Section 7. Due to the complex nature of this transaction, the Corporation hereby authorizes each Authorized Officer to approve, execute and deliver such further agreements,

documents and certificates as the Corporation may be advised by counsel to the Corporation or Transaction Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by such Authorized Officer.

Section 8. 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	[]	[]	[x]	[]
Peter Kischak	[✓]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(L&A RE Acquisitions LLC Project)

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

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO HEREBY CERTIFY:

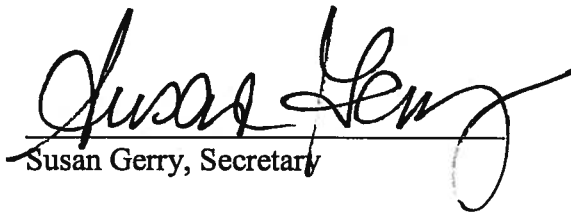
That I have compared the annexed extract of minutes of the meeting of the Yonkers Economic Development Corporation (the "Corporation"), including the resolutions contained therein, held on September 25, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions 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 directors of said Corporation 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 directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 27 day of Sept., 2017.



Susan Gerry, Secretary

AUTHORIZING RESOLUTION
(Tacos El Poblano Mexicano No. 2, Inc. Project)

A regular meeting of the Yonkers Economic Development Corporation 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- 07

RESOLUTION OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION (i) APPROVING THE PROVISION OF FINANCIAL ASSISTANCE TO TACOS EL POBLANO MEXICANO NO. 2, INC. IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION, AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF AN CERTAIN LEASE AGREEMENT, MEMORANDUM OF LEASE AGREEMENT, TAX AGREEMENT MORTGAGE, MORTGAGE AND ALL DOCUMENTS, CERTIFICATES AND AGREEMENTS IN CONNECTION WITH SAME

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVLEOPMENT CORPORATION** (the "Corporation") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **TACOS EL POBLANO MEXICANO NO. 2, INC.** has submitted an application (the "Application") to the **CITY OF YONKERS INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") requesting that the Agency provide the Company with certain financial assistance in the form of (i) a sales and use tax exemption, (ii) a partial real property tax abatement structured under a tax agreement, and (iii) 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), all in connection with a certain project (the "Project") to be undertaken by the Agency for the benefit of the Company, consisting of: (i) the acquisition of a leasehold or other interest in certain land located at 200 New Main Street and 122 Nepperhan Avenue, City of Yonkers, New York (the "Land"), (ii) the renovation and expansion on the Land of a two-story restaurant (the "Improvements"), and (iii) the acquisition and installation in and around the Improvements of certain items of equipment and other tangible personal property (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, the Company has or will obtain a mortgage loan (the "Mortgage") to finance all or a portion of the financing or re-financing of the costs of the Project from a lender to be identified by the Company, which Mortgage will secure an aggregate principal amount of approximately \$200,000.00; and

WHEREAS, the Company 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*), upon the recording of the Mortgage in the approximate amount of up to \$3,600.00; and

WHEREAS, pursuant to resolutions adopted by the Agency on September 25, 2017 (the "Agency Authorizing Resolution"), the Agency authorized 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 the recording of the Mortgage (the "Financial Assistance"); and

WHEREAS, Chapter 394 of the Laws of the State of New York of 2016 amended the State General Municipal Law to prohibit industrial development agencies in the State, including, without limitation, the Agency, from exempting the additional mortgage recording tax imposed on properties located within transportation districts across the State, including, without limitation, the Metropolitan Commuter Transportation District (the "Legislation"); and

WHEREAS, since the Legislation does not apply to the Corporation, the Corporation has the ability to grant a full exemption from the mortgage recording tax to the Company, and the Corporation intends to grant to the Company an exemption from the mortgage recording tax so the Company can obtain the full amount of the Financial Assistance contemplated by the Agency; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Corporation must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Pursuant to the Agency Authorizing Resolution, the Agency determined that the Project constitutes a Type II Action for the purposes of SEQRA, and is, therefore, not subject to review pursuant to SEQRA. The Corporation hereby confirms the findings made by the Agency in the Agency Authorizing Resolution.

Section 2. The Corporation agrees to accept a leasehold interest in the Facility on the same terms and conditions as those accepted by the Agency, pursuant to the terms a certain

Lease Agreement by and among the Agency, the Corporation and the Company (or similar document), except that the term of the Corporation's leasehold interest shall expire no later than December 31, 2017 (or such other date acceptable to the Executive Director, President, Chair or Secretary of the Corporation (each an "Authorized Officer")), and to execute and deliver all documents, certificates and agreements necessary to establish such interest of the Corporation, (collectively, the "Corporation Documents").

Section 3. Each Authorized Officer is hereby further authorized, on behalf of the Corporation, to execute and deliver the Mortgage and any assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project and/or finance or re-finance acquisition and Project costs, equipment and other personal property and related transactional costs (the "Lender Documents"; and, together with the Corporation Documents, the "Project Documents") and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to the Project Documents and to attest the same, all with such changes, variations, omissions and insertions as the Authorized Officer shall approve.

Section 4. (a) Each Authorized Officer is hereby authorized, on behalf of the Corporation, to execute and deliver the Project Documents to which it is a party in the forms acceptable to such Authorized Officer. The execution of the Corporation Documents by such Authorized Officer shall constitute conclusive evidence of such approval; provided, in all events, recourse against the Corporation is limited to the Corporation's interest in the Project.

(b) Each Authorized Officer is further hereby authorized, on behalf of the Corporation, to designate any additional authorized representatives of the Corporation.

Section 5. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 6. The Corporation is hereby authorized to provide the Company with the Financial Assistance in the form of a mortgage recording tax exemption as permitted by New York State law.

Section 7. Due to the complex nature of this transaction, the Corporation hereby authorizes each Authorized Officer to approve, execute and deliver such further agreements, documents and certificates as the Corporation may be advised by counsel to the Corporation or Transaction Counsel to be necessary or desirable to effectuate the foregoing, such approval to be

conclusively evidenced by the execution of any such agreements, documents or certificates by such Authorized Officer.

Section 8. 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
(Tacos El Poblano Mexicano No. 2, Inc. Project)

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

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Yonkers Economic Development Corporation (the "Corporation"), including the resolutions 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 Corporation and of such resolutions 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 directors of said Corporation 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 directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

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


Susan Gerry, Secretary

AUTHORIZING RESOLUTION

(Transfer of Funds from Yonkers Riverfest Account – 2017 Yonkers Riverfest and Yonkers 2017 Business Outreach Events)

A regular meeting of the Yonkers Economic Development Corporation 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 - 08

RESOLUTION AUTHORIZING THE YONKERS ECONOMIC DEVELOPMENT CORPORATION TO (i) APPROVE THE DISTRIBUTION OF FUNDS FOR 2017 BUSINESS OUTREACH EVENTS, AND (ii) EXECUTE AND DELIVER ANY RELATED DOCUMENTS

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended, and pursuant to its certificate of incorporation filed on May 31, 2007, the **YONKERS ECONOMIC DEVELOPMENT CORPORATION** (the "Corporation") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the Corporation desires to fund efforts for staff and Corporation representatives to attend events to connect with Yonkers businesses and make available \$30,025 for various Yonkers 2017 business outreach events, including the execution of agreements with the vendors, licensees and third party providers (the "Business Outreach Events").

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE YONKERS ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Chairman, Secretary, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Corporation are hereby authorized, on behalf of the Corporation, to transfer \$30,025 for various Yonkers 2017 business outreach events, for event related expenses and execute and deliver any and all documents reasonably contemplated by these resolutions to accomplish the Business Outreach Events and, where appropriate, the Secretary or Assistant Secretary of the Corporation is hereby authorized to affix the seal of the Corporation to any Transfer documents and to attest the same, all with such changes, variations,

omissions and insertions as the Chairman, Secretary, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Corporation shall approve, the execution thereof by the Chairman, Vice Chairman, President, Executive Director and/or the Chief Fiscal Officer of the Corporation to constitute conclusive evidence of such approval; provided in all events recourse against the Corporation is limited to the Corporation’s interest in the Project.

Section 2. The directors, officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 3. 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.

Authorizing Resolution: Transfer of Funds from Yonkers Riverfest Account – 2017 Yonkers Riverfest and Yonkers 2017 Business Outreach Events
September 25, 2017 – Harris Beach PLLC

SECRETARY'S CERTIFICATION

(Transfer of Funds from Yonkers Riverfest Account – 2017 Yonkers Riverfest and Yonkers 2017 Business Outreach Events)

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

I, the undersigned, Secretary of the Yonkers Economic Development Corporation, DO HEREBY CERTIFY:

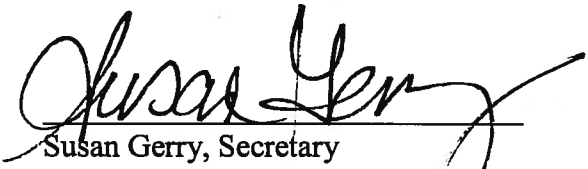
That I have compared the annexed extract of minutes of the meeting of the Yonkers Economic Development Corporation (the "Corporation"), including the resolutions contained therein, held on September 25, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions 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 directors of said Corporation 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 directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 24 day of Sept, 2017.



Susan Gerry, Secretary