

**Chair
Wallace Altes**

**Vice-Chair
Steve Bouchey**

Board Members

Hon. Dean Bodnar

Mr. Paul Carroll

Hon. Robert Doherty

Louis Anthony

Mary O'Neill

Lisa Kyer

Tina Urzan

**Troy
Industrial Development
Authority**

And

Capital Resource Corporation

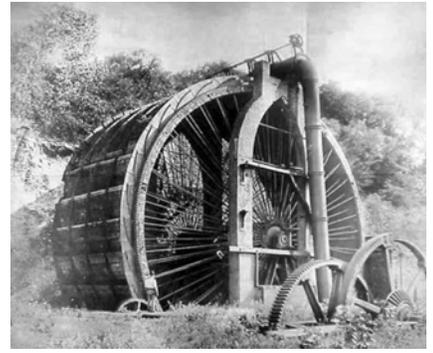
BOARD OF DIRECTORS MEETING

December 9, 2013

10:00 a.m.

**Planning Department Conference
Room**

City Hall



A G E N D A

- I. Approval of Minutes from November 18, 2013 board meeting.
- II. Application review for Columbia Proctors Realty LLC (Bill)
- III. Initial Project Resolution for Columbia Proctors Realty LLC
- IV. Review bids received for 273 River Street Park Access (Bill)
- V. Status Report of IDA loans
- VI. Financials (Selena/Joe)
- VII. Meeting schedule for 2014
- VIII. Adjournment

City of Troy Industrial Development Authority And Capital Resource Corporation

November 18, 2013
10:00 AM
Meeting Minutes

Present: Wallace Altes, Hon. Robert Doherty, Hon. Dean Bodnar, Paul Carroll, Steve Bouchey, Lou Anthony, Bill Dunne, Tina Urzan

Absent: Mary O'Neill, and Lisa Kyer

Also in attendance: Justin Miller, Esq., Sharon Martin, Selena Skiba, Andy Piotrowski, Ken Crowe, Monica Kurzejeski, Andrew Kreshik, Jeff Buell and Denee Zeigler

The meeting was called to order at 10:00 a.m. by Wallace Altes, Chairman.

I. Public hearing for 16 First Street LLC (see public hearing agenda attached)

Justin Miller read the public hearing into the minutes. Jeff Buell spoke about the project, noting that the number of apartments would be 13 instead of 15 as originally intended. He noted they are ahead of schedule with the project and would like to have it completed by the summer of 2014. The closing will be in the next two weeks. Hon. Dean Bodnar questioned where they stand with the Planning Commission and Zoning Board. Mr. Buell advised that it is considered an allowed use, no need for zoning. He has all approvals needed through the Planning Commission.

Mr. Bodnar asked about the condition of the buildings at this point. Mr. Buell advised that he has done some stabilization work at 9 First Street and 16 First Street has some minor issues but is not in bad shape. He noted that it has not been sitting vacant as long as 9 First Street. Hon. Bob Doherty questioned the size of the apartments. Mr. Buell explained it would be a range of unit sizes between 1100 sf to 1300 sf. There will be ten residential units and three retail spaces in 16 First Street with three residential units and a restaurant in 9 First Street. Mr. Doherty asked if they would be targeted to families. Mr. Buell stated that they would be marketed to professional couples and individuals. Hon. Dean Bodnar questioned how long they have owned the building. Mr. Buell explained that they don't own either of the buildings yet, both are under contract and will be ready to close in the next two weeks. Mr. Doherty asked if he was the co-owner of 207 Broadway. Mr. Buell explained that he was just helping Vic and has no stake in that project. Steve Bouchey asked about the vision of the project. Mr. Buell spoke about his two partners in the

project and his long term commitment to the city. Mr. Bouchey asked if everything is up to code with the building. Mr. Buell answered yes, there are several requirements all include bringing it up to code. The Chairman asked if there were any other questions from the board. With no questions, the public hearing portion of the meeting was closed.

II. Minutes from the October 21, 2013 Meeting

The board reviewed the minutes prior to the meeting and had no changes.

**Tina Urzan made a motion to approve the minutes from the October 21, 2013 meeting.
Hon. Dean Bodnar seconded the motion, motion carried.**

III. Project Authorizing Resolution for 16 First Street LLC (Resolution 13-09 #1)

The Chairman explained this resolution is for the project discussed with Jeff Buell during the public hearing. There were no questions from the board members.

**Tina Urzan made the motion to approve the resolution for 16 First Street.
Paul Carroll seconded the motion, motion carried.**

IV. Certificate of Congratulations for Tina Urzan

The Chairman presented a certificate of recognition on behalf of the Mayor to board member Tina Urzan for receiving an award from the Community Loan Fund for small businesses. Tina Urzan spoke to the board about her business over the years and gave some background on the Community Loan Fund.

V. Staffing Agreement

Bill Dunne spoke to the board member about setting up a formalized agreement to reimburse the City \$80,000 each year for services. The board members all agreed that this has been long overdue and is necessary to have a formal agreement in place.

**Hon. Bob Doherty made a motion to accept the agreement to reimburse the City \$80,000 each year for service.
Hon. Dean Bodnar seconded the motion, motion carried.**

VI. Financials

Andrew Piotrowski gave a presentation to the board members about the current financials of the board. He noted that there have not been many changes since last months report. The Chairman suggested entering into executive session to discuss financial matters regarding two loan recipients.

Steve Bouchey made a motion to enter into executive session to discuss financial matters of loan recipients. Hon. Dean Bodnar seconded the motion, motion carried.

The board returned from executive session with no action taken.

VII. Adjournment

The meeting was adjourned at 11:15 a.m.

Steve Bouchey made the motion to adjourn the meeting. Lou Anthony seconded the motion, motion carried.

DRAFT

PUBLIC HEARING AGENDA
TROY INDUSTRIAL DEVELOPMENT AUTHORITY
16 FIRST STREET PROPERTIES LLC PROJECT

November 18, 2013, AT 10:00 A.M.
CITY HALL, 433 RIVER STREET, 5TH FLOOR, TROY, NEW YORK 12180

Report of the public hearing of the Troy Industrial Development Authority (the “Authority”) regarding the 16 First Street Properties LLC Project held on Monday November 18, 2013 at 10:00 a.m., at the Troy City Hall, located at 433 River Street, 5th Floor, Troy, New York 12180.

I. ATTENDANCE

William Dunne, Authority CEO
Wallace Altes, Chairman
Steve Bouchey, Vice Chairman
Hon. Dean Bodnar, Board Member
Lou Anthony, Board Member
Tina Urzan, Board Member
Hon. Bob Doherty, Board Member
Paul Carroll, Board Member
Justin S. Miller, Esq., Authority Transaction Counsel
Jeff Buell, Company Representative
Ken Crowe, General Public
Monica Kurzejeski, Economic Development Coordinator
Sharon Martin, City of Troy Assessor
Selena Skiba, City of Troy Comptroller’s Office
Andy Piotrowski, City of Troy Comptroller’s Office
Denee Zeigler, Secretary

II. CALL TO ORDER: (Time: 10:00 a.m.). Wallace Altes opened the hearing and Justin Miller read the following into the hearing record:

This public hearing is being conducted pursuant to Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (collectively, the “Act”). A Notice of Public Hearing describing the Project was published in *Troy Record* on November 8, 2013, a copy of which is attached hereto and is an official part of this transcript. A copy of the Application submitted by 16 First Street Properties LLC to the Authority, along with a cost-benefit analysis, is available for review and inspection by the general public in attendance at this hearing.

III. PROJECT SUMMARY

16 FIRST STREET PROPERTIES LLC (the “Company”), has requested the Authority’s assistance with a certain project (the “Project”) consisting of (i) the acquisition by

the Authority of a leasehold or other interest in certain parcels of real property located at 9 First Street, 16 First Street and 1-11 State Street, Troy, New York 12180 (the “Land”, being comprised of TMID Nos. 100.60-2-2 and 101.53-7-11) and the existing improvements located thereon, including a 3 multi-story, mixed use commercial and residential buildings containing approximately 20,000 sf of rentable commercial and residential space and related improvements located thereon (the “Existing Improvements”); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for certain commercial and retail commercial space and up to 15 units of market rate residential apartments, along with renovations to building structure, common areas, heating systems, plumbing, roofs, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the “Improvements”); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the “Equipment” and, collectively with the Land, the Existing Improvements and the Improvements, the “Facility”); and (D) the lease of the Authority’s interest in the Facility back to the Company.

It is contemplated that the Authority will acquire a leasehold interest in the Facility and lease the Facility back to the Company. The Company will operate the Facility during the term of the leases. The Authority contemplates that it will provide financial assistance (the “Financial Assistance”) to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the Project; (b) mortgage recording tax exemptions(s) related to financings undertaken by the Company to construct the Facility; and (c) a partial real property tax abatement structured through a PILOT Agreement. The foregoing Financial Assistance and the Authority’s involvement in the Project are being considered to promote the economic welfare and prosperity of residents of the City of Troy, New York.

The Authority contemplates providing a PILOT Agreement with a term of Fifteen (15) years providing (i) a frozen “Base Value” requiring full taxes to be paid on the existing assessed value of the Land and Existing Improvements, and (ii) an abatement schedule applied to the “Added Value” associated with the Improvements that provides a 100% exemption from taxation for the Added Value in PILOT Years one through five, with such exemption being reduced to 75% in PILOT Years six through ten, and 50% in PILOT years eleven through fifteen.

IV. AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$2,300,000. Based upon additional information provided by the Company, the Agency estimates the following amounts of financial assistance to be provided to the Company:

Mortgage Recording Tax Exemptions (\$1,650,000 Mortgage)	=	\$20,625.00
Sales and Use Tax Exemptions (Estimated \$1,400,000 in taxable materials)	=	\$112,000.00
PILOT Savings - estimated	=	\$628,726.50

Total estimated Financial Assistance = **\$761,351.50**

IV. SEQRA:

The Authority, as lead agency pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"), contemplates identifying the Project as an Unlisted Action and anticipates adopting a Negative Declaration for the Project as part of its approval.

VI. PUBLIC COMMENTS

There was a discussion between the board members and the company representative. No public comments were made.

VII. ADJOURNMENT

With no public comments, the public hearing was closed at 10:15 a.m.

PROJECT AUTHORIZING RESOLUTION
(16 First Street Properties LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on November 18, 2013, at 10:00 a.m., local time, at 433 River Street, 5th Floor, Troy, New York 12180.

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

<u>MEMBER</u>	<u>PRESENT</u>	<u>ABSENT</u>
Wallace Altes	√	
Hon. Dean Bodnar	√	
Hon. Robert Doherty	√	
Steve Bouchey	√	
Louis Anthony	√	
Paul Carroll	√	
Mary O’Neill		√
Lisa Kyer		√
Tina Urzan	√	

The following persons were ALSO PRESENT: Justin Miller, Esq., Sharon Martin, Selena Skiba, Andy Piotrowski, Ken Crowe, Monica Kurzejeski, Andrew Kreshik, Jeff Buell and Denee Zeigler

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of 16 First Street Properties LLC.

On motion duly made by Tina Urzan and seconded by Paul Carroll, the following resolution was placed before the members of the Troy Industrial Development Authority:

Member	Aye	Nay	Abstain	Absent
Wallace Altes	√			
Hon. Dean Bodnar	√			
Hon. Robert Doherty	√			
Steve Bouchey	√			
Louis Anthony	√			
Paul Carroll	√			
Mary O’Neill				√
Lisa Kyer				√
Tina Urzan	√			

Resolution No. 13-09 #1

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) AUTHORIZING THE UNDERTAKING OF A CERTAIN PROJECT (AS FURTHER DEFINED HEREIN) FOR THE BENEFIT OF 16 FIRST STREET PROPERTIES LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT; (ii) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA") WITH RESPECT TO THE PROJECT; AND (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS AND AGREEMENTS RELATING TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") 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, **16 FIRST STREET PROPERTIES LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at 9 First Street, 16 First Street and 1-11 State Street, Troy, New York 12180 (the "Land", being comprised of TMID Nos. 100.60-2-2 and 101.53-7-11) and the existing improvements located thereon, including a 3 multi-story, mixed use commercial and residential buildings containing approximately 20,000 sf of rentable commercial and residential space and related improvements located thereon (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for certain commercial and retail commercial space and up to 15 units of market rate residential apartments, along with renovations to building structure, common areas, heating systems, plumbing, roofs, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

WHEREAS, by resolution adopted October 21, 2013 (the "Initial Project Resolution"), the Authority (i) accepted the Application submitted by the Company, (ii) authorized the scheduling, notice and conduct of a public hearing with respect to the Project (the "Public Hearing"), and (iii) described the forms of financial assistance being contemplated by the Authority with respect to the Project (the "Financial Assistance", as more fully described herein); and

WHEREAS, pursuant to the Initial Project Resolution, the Authority duly scheduled, noticed and conducted the Public Hearing at 10:00 a.m. on November 18, 2013, whereat all interested persons were afforded a reasonable opportunity to present their views, either orally or in writing, on the location and nature of the Facility and the proposed Financial Assistance to be afforded the Company in connection with the Project (a copy of the Minutes of the Public Hearing, proof of publication and delivery of Notice of Public Hearing and Contemplated Deviation being attached hereto as Exhibit A); and

WHEREAS, the Authority desires to adopt findings relating to the Project pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"); and

WHEREAS, the Authority and Company have negotiated a lease agreement (the "Lease Agreement"), related Leaseback Agreement (the "Leaseback Agreement") and related payment-in-lieu-of-tax agreement (the "PILOT Agreement"), and, subject to the conditions set forth within this resolution, it is contemplated that the Authority will (i) acquire a leasehold interest in the Land and Existing Improvements pursuant to the Lease Agreement, (ii) appoint the Company agent of the Authority to undertake the Project and lease the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company for the term of the Leaseback Agreement and PILOT Agreement, and (ii) provide certain forms of Financial Assistance to the Company, including (a) mortgage recording tax exemption(s) relating to one or more financings secured in furtherance of the Project; (b) a sales and use tax exemption for purchases and rentals related to the construction and equipping of the Project; and (c) a partial real property tax abatement structured through the PILOT Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application and in related correspondence, the Authority hereby finds and determines that:

(A) By virtue of the Act, the Authority has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Authority has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Authority will induce the Company to develop the Project, thereby increasing employment opportunities in the City of Troy, New York, and otherwise furthering the purposes of the Authority as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant

of the Project located within the State; and the Authority hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(E) The Authority has identified the Project as an "Unlisted Action" as said term is defined under SEQRA. The Authority will review the Project as lead agency on an uncoordinated basis. Based upon the review by the Authority of the Application, an Environmental Assessment Form (the "EAF") and related documents delivered by the Company to the Authority and other representations made by the Company to the Authority in connection with the Project, the Authority hereby finds that (i) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (ii) the Project will not have a "significant effect on the environment" as such quoted terms are defined in SEQRA; and (iii) no "environmental impact statement" as such quoted term is defined in SEQRA, need be prepared for this action. This determination constitutes a negative declaration in connection with the Authority's sponsorship and involvement with the Project for purposes of SEQRA.

Section 2. The Authority hereby accepts the Minutes of the Public Hearing and approves the provision of the proposed Financial Assistance to the Company, including (i) a sales and use tax exemption for materials, supplies and rentals acquired or procured in furtherance of the Project by the Company as agent of the Authority; (ii) mortgage recording tax exemption(s) in connection with secured financings undertaken by the Company in furtherance of the Project; and (iii) an abatement or exemption from real property taxes levied against the Land and Facility pursuant to a PILOT Agreement.

Section 3. Subject to the Company executing the Leaseback Agreement and/or a related Agent Agreement, along with the delivery to the Authority of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Authority, the Authority hereby authorizes the undertaking of the Project, including the acquisition of a leasehold interest in the Land and Existing Improvements pursuant to the Lease Agreement and related recording documents, the form and substance of which shall be approved as to form and content by counsel to the Authority. Subject to the within conditions, the Authority further authorizes the execution and delivery of the Leaseback Agreement, wherein the Company is authorized to undertake the construction and equipping of the Improvements and hereby appoints the Company as the true and lawful agent of the Authority: (i) to acquire, construct and equip the Improvements and acquire and install the Equipment; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Authority with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Authority could do if acting in its own behalf.

Based upon the representation and warranties made by the Company the Application, the Authority 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 \$1,400,000.00, which result in New York State and

local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed **\$112,000.00**. The Authority agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Authority upon being provided with appropriate documentation detailing the additional purchases of property or services, and, to the extent required, the Authority authorizes and conducts any supplemental public hearing(s).

Pursuant to Section 1963-b of the Act, the Authority may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make 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 purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Authority as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make 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 Authority in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project (collectively, items (i) through (vi) hereby defined as a “Recapture Event”).

As a condition precedent of receiving sales and use tax exemption benefits, mortgage recording tax exemption benefits, and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Authority, cooperate with the Authority in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Authority that the Authority demands, if and as so required to be paid over as determined by the Authority.

Section 4. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to execute, deliver (A) the Lease Agreement, pursuant to which the Company will lease its interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Authority, (B) the Leaseback Agreement, pursuant to which the Authority will lease its interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility back to the Company, (C) the PILOT Agreement pursuant to which the Company shall be required to make certain PILOT Payments to the Authority for the benefit of the Affected Taxing Jurisdictions (along with a related PILOT Mortgage Agreement), and (C) related documents, including, but not limited to, Sales Tax Exemption Letter(s), Bills(s) of Sale and related instruments; provided the rental payments under the Leaseback Agreement include payments of all costs incurred by

the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 5. The Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority are hereby further authorized, on behalf of the Authority, and to the extent necessary, 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/refinance acquisition and Project costs, equipment and other personal property and related transactional costs, and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority shall approve, the execution thereof by the Chairman, Vice Chairman or the Executive Director/Chief Executive Officer of the Authority to constitute conclusive evidence of such approval; provided, in all events, recourse against the Authority is limited to the Authority’s interest in the Project.

Section 6. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority 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 Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 7. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

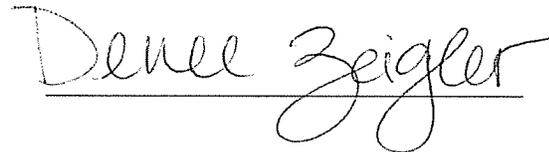
STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on November 18, 2013, 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 Authority 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 Authority 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 Authority this 18th day of November, 2013.



Denee Zeigler

(SEAL)

EXHIBIT A
PUBLIC HEARING MATERIALS

EXHIBIT B
SEQRA MATERIALS

Project Description and Employment Summary Sheet

Company Name: Columbia Proctors Realty LLC
 Address: 302 Washington Ave Ext Albany, NY
 Phone Number: 518-862-9133
 Email Address: _____
 Type of Business: LLC
 Project Address: 82-90 4th Street

Project use and size (as appropriate)			
Use of space	Acquisition of 82-90 4 th Street; renovation and construction of +/- 22,000 sq.ft. facility (plus basement) and renovations to Proctor's theatre; and acquisition of various personal property, furniture, fixtures and equipment. The applicant is submitting one application for the office facility and the theatre but in the event its lender requires separate financing, the applicant requires the ability to split this straight lease transaction into separate projects: the office project and the theatre project		
Property owned or leased	owned		
	+/- 22,000 sf office facility (plus basement)		
Square footage	60,000 sf theater		
Project Costs			
Land	\$332,500		
Buildings	\$6,424,000		
Machinery and equipment cost	\$100,000		
Utilities, roads and appurtenant costs			
Architects and engineering fees	\$133,500		
Costs of bonds issue (legal, financial and printing)	\$110,000		
Construction loan fees and interest (if applicable)	\$100,000		
Other (please specify)			
TOTAL PROJECT COSTS	\$7,200,000		
Employment			
Existing job strength	Professional:	0	
	Technicians:	0	
	Administrative/Support:	0	
	Entry Level:	0	
Aniticipated workforce levels		Full Time	Part Time
(1-2 years)	Professional or Managerial:	5	0
	Unskilled or Skilled:	20	10
	Semi-Skilled:	10	0
	TOTALS	35	10

Type of Assistance Expected from the Authority

Financing

Is the applicant requesting that the Authority issue bonds to assist in financing the Project? _____ Yes X No If yes, indicate:

- a. Amount of loan requested: \$ _____; and
- b. Maturity requested: _____ years.

Tax Benefits

Is the applicant requesting any real property tax exemption X Yes _____ No

Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? _____ Yes _____ No

Total Amount of financing to be secured by mortgages \$ 4,000,000

Agent of Authority? X Yes _____ No

Approximate amount of purchases that applicant expects to be exempt:
\$ 3,212,000

Estimated value of each type of tax exemption:

- | | |
|---|------------------------|
| a. NYS Sales and Compensating Use Taxes | \$ <u> 256,960.00 </u> |
| b. Mortgage Recording Taxes | \$ <u> 50,000.00 </u> |
| c. Real Property Tax Exemptions: | \$ _____ |
| d. Other (please specify) | \$ _____ |

PILOT

X Yes _____ No
(To be determined)

INITIAL PROJECT RESOLUTION
(Columbia Proctors Realty LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on December 9, 2013, at 10:00 a.m., local time, at 433 River Street, Troy, New York 12180.

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

<u>MEMBER</u>	<u>PRESENT</u>	<u>ABSENT</u>
Wallace Altes		
Hon. Dean Bodnar		
Hon. Robert Doherty		
Steve Bouchey		
Louis Anthony		
Paul Carroll		
Mary O’Neill		
Lisa Kyer		
Tina Urzan		

The following persons were ALSO PRESENT:

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of Columbia Proctors Realty LLC.

On motion duly made by _____ and seconded by _____, the following resolution was placed before the members of the Troy Industrial Development Authority:

Member	Aye	Nay	Abstain	Absent
Wallace Altes				
Hon. Dean Bodnar				
Hon. Robert Doherty				
Steve Bouchey				
Louis Anthony				
Paul Carroll				
Mary O’Neill				
Lisa Kyer				
Tina Urzan				

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF COLUMBIA PROCTORS REALTY LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) AUTHORIZING THE SCHEDULING, NOTICE AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AUTHORITY WITH RESPECT TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") 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, **COLUMBIA PROCTORS REALTY LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at 82-90 Fourth Street, Troy, New York 12180 (the "Land", being comprised of TMID No. 101.53-10-10) and the existing improvements located thereon, including a multi-story commercial facility containing approximately 22,000 sf of commercial space (plus basement) and 60,000 sf of theater space, along with related improvements located thereon (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for upgraded commercial space stabilization of theater space, along with renovations to building structure, common areas, heating systems, plumbing, roofs, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

WHEREAS, pursuant to the Act, the Authority desires to adopt a resolution describing the Project and the Financial Assistance (as hereinafter defined) that the Authority is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Authority will (i) accept the Application submitted by the Company; (ii) approve the scheduling, notice and conduct of a Public Hearing with respect to the Project; and (iii) approve the negotiation, but not the execution or delivery, of certain documents in furtherance of the Project, as more fully described below.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application and in related correspondence, the Authority hereby finds and determines that:

(A) By virtue of the Act, the Authority has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Authority has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Authority will induce the Company to develop the Project, and otherwise furthering the purposes of the Authority as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Authority hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

Section 2. The proposed Financial Assistance being contemplated by the Authority includes (i) a sales and use tax exemption for materials, supplies and rentals acquired or procured in furtherance of the Project by the Company as agent of the Authority; (ii) mortgage recording tax exemption(s) in connection with secured financings undertaken by the Company in furtherance of the Project; and (iii) an abatement or exemption from real property taxes levied against the Land and Facility pursuant to a PILOT Agreement to be negotiated.

Section 3. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to schedule, notice and conduct a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (B) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (C) a PILOT Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (D) related documents thereto; *provided* (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by

the Company and/or claims arising out of or related to the Project and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority 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 Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, _____, the undersigned, _____ of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on December 9, 2013, 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 Authority 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 Authority 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 Authority this ____ day of _____, 2013.

(SEAL)