

City of Troy

Industrial Development Authority

July 10, 2015
10:00 AM
Meeting Minutes

Present: Kevin O'Bryan, Bill Dunne, Kathy Ceitek, Hon. Robert Doherty, Paul Carroll, Hon. Dean Bodnar, Tina Urzan and Lou Anthony

Absent: Steve Bouchey and Lisa Kyer

Also in attendance: Justin Miller, Joe Mazzariello, Mollie Eadie, Ken Crowe, Sharon Martin, Jeff Gordon, David Gordon, Chris Boyea, and Denee Zeigler

The Chairman called the meeting to order at 10:00 a.m.

- I. Public Hearing – 548 Campbell Avenue, Amedore-Gordon Development Group II, LLC (See attached Public Hearing Agenda)
- II. Public Hearing – 501 Broadway, Rosenblum Development Corporation

The Chairman advised that the public hearing for 501 Broadway is not going to occur. The project is one that should be familiar to the board because it has been presented to them on more than one occasion. The Chairman advised that the proposal by the developer for a 20 year PILOT with limited job creation was not a project we could agree to. Alternatives were suggested, but not accepted. We didn't feel the project would provide the return of jobs that warranted a PILOT of that length and with the assessment reductions they were looking for. The Chairman advised that the developer did not respond to their last offer, but in the meantime, they were approved by the County IDA for a much larger project. The Chairman advised that there is an article in the newspaper about the decision and project, which has gone from an \$8 Million dollar deal to a \$20 Million dollar deal. He wanted to note that the project applicant was quoted in the paper as citing administrative delays as the reason for going to the county. The Chairman wanted to assure that they were treated with the same diligence as any of our other projects. Bob Doherty asked if there are any consequences or impact on the community by them going through the County IDA as opposed to the Troy IDA. Mr. Miller advised the main difference is that the City has no say in how the PILOT is negotiated. The board noted that the taxpayers will have a greater burden at the end of the day. Also, the administrative fees are paid to the county. Mr. Doherty asked if they are still required to go through planning and zoning for approvals. Mr. Miller advised that they received approval before coming in front of the Troy IDA. Mrs. Urzan asked if there is any way to put off the planning approvals until they PILOT terms are finalized. Mr. Dunne advised that we don't review projects until they have SEQR approval through the planning department. Mr. Doherty advised that it would not hurt us if they went elsewhere for a better deal. The Chairman advised that it does not hurt us, as in the Troy IDA, but does affect the taxpayers. Mr. Dunne advised that the agreement that they wanted with us, in the first year, would have resulted

in a reduction of tax revenue to the city, county and state of over \$55,000. Over the first ten years, the PILOT would have resulted in a reduction of city, county and state of almost \$650,000. Mr. Dunne advised that was more than they were willing to do. Mr. Miller asked if the application submitted to the county was different than the one given to us. Mr. Dunne advised that they may have submitted the full project, phase I and II together, instead of just phase I. Mr. Doherty noted that in this mechanism, the county IDA is not going to supply us with the loss of tax money. The board advised no. Mr. Doherty advised that they are able to dictate a reduction in our tax base. Mr. Dunne advised that the composition of the board has representatives of the tax payers and representatives of the school district. The county IDA does not have that and allows residents from other areas to affect our taxes.

III. Minutes from the June 12, 2015 board meeting

The board reviewed the minutes from the June 12, 2015 board meeting.

Tina Urzan made a motion to approve the June 12, 2015 meeting minutes.
Hon. Dean Bodnar seconded the motion, motion carried.

IV. Authorizing Resolution – 548 Campbell Avenue, Amedore-Gordon Development Group II, LLC

The Chairman advised that this authorizing resolution is from the project we heard earlier during the public hearing. (See attached Resolution 07/15 #1)

Hon. Dean Bodnar made a motion to approve the authorizing resolution for 548 Campbell Avenue.
Lou Anthony seconded the motion, motion carried.

V. Bylaws and ABO audit

ABO- Mr. Miller spoke about the ABO audit that was conducted over the last month. He advised that there were some concerns pointed out with project data reporting and financial management issues in terms of how some of the projects are managed post-closing. The Chairman asked if the board was able to review the audit. The board advised yes. The Chairman noted that he agreed with most of the findings. Mr. Doherty advised that he has read the audit, not sure what is needed to correct the findings. The Chairman advised that he would like to discuss the details in executive session as it relates to personnel.

Hon. Dean Bodnar made a motion to enter into executive session to discuss personnel issues.
Tina Urzan seconded the motion, motion carried.

The board returned from executive session with no action taken.

By Laws - The By Law changes were given to the board members to review. The Chairman asked if there were any changes needed.

Tina Urzan made a motion to approve the By Law changes.
Hon. Dean Bodnar seconded the motion, motion carried.

VI. Financials

The Chairman advised that the financials have been given to the board members for review. Mr. Mazzariello was not present to discuss. He advised that they can review them without him. The Chairman noted, as they reviewed the balance sheet, that we have to do deals in order to continue doing business. It's not to say that we should make bad deals, but we do rely on the fees and payments.

Mr. Doherty asked if we are going to try and reduce the allowance for doubtful accounts. The Chairman advised that there is nothing listed. It looks like it has been done already.

**Paul Carroll made a motion to accept the financials.
Kathy Ceitek seconded the motion, motion carried.**

VII. Old Business

Mr. Bodnar asked about the contribution we were asked to make to a consulting firm. Mr. Dunne advised that the consulting firm hired by the Capital Region Economic Development Council was looking for contributions from IDA's in an attempt to raise the profile of the capital region in order to qualify for the Upstate Revitalization Initiative. The Chairman advised that Michael Castellan's request was for \$100,000. The board had a general discussion and advised that we were going to try and find out if other groups were contributing before moving forward. Mr. Doherty agreed that the request came in and seemed like a rush. He advised that he would like to get more current information before moving forward. Mrs. Urzan asked if there was any other information that explains how it will benefit us. The Chairman advised that the letter is from about two months ago. The board agreed to no action at this time.

VIII. Adjournment

The IDA meeting was adjourned at 11:25 a.m.

**Paul Carroll made the motion to adjourn the IDA meeting.
Hon. Dean Bodnar seconded the motion, motion carried.**

PUBLIC HEARING AGENDA
TROY INDUSTRIAL DEVELOPMENT AUTHORITY
AMEDORE-GORDON DEVELOPMENT GROUP II, LLC

JULY 10, 2015 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 Gordon-Amedore Development Group II, LLC Project held on Friday July 10, 2015 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
Justin S. Miller, Esq., Authority Transaction Counsel
Kevin O’Bryan, Chairman
Kathy Ceitek, Board Member
Hon. Robert Doherty, Board Member
Paul Carroll, Board Member
Hon. Dean Bodnar, Board Member
Tina Urzan, Board Member
Lou Anthony, Board Member
Jeff Gordon, Company Representative
David Gordon, Company Representative
Chris Boyea, Bohler Engineering
Sharon Martin, City of Troy Assessor
Mollie Eadie, Reporter
Ken Crowe, Reporter

II. CALL TO ORDER: (Time: 10:00 a.m.). Kevin O’Bryan 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*, a copy of which is attached hereto and is an official part of this transcript. A copy of the Application submitted by Gordon-Amedore Development Group II, 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

AMEDORE-GORDON DEVELOPMENT GROUP II, LLC, for itself and/or on behalf of an entity to be formed (collectively, the “Company”), has requested the Authority’s assistance with a certain project (the “Project”) consisting of (A) the acquisition by the Authority

of a leasehold interest in approximately 2.34 acres of real property located at 548 Campbell Avenue, Troy, New York 12180 (the “Land”, being more particularly identified as TMID No. 112.00-4-22) and the existing improvements located thereon being principally comprised of an approximately 2,460 sf residential structure along with other existing outbuilding(s) and site improvements (the “Existing Improvements”), (B) the renovation and reconstruction of the Existing Improvements to be utilized as residential rental apartments and/or amenities and the planning, design, engineering, construction, operation and maintenance upon the Land and around the Existing Improvements of a residential apartment building including thirty-three (33) units of rental residential housing and related common area space, along with exterior access and egress improvements, parking, curbage, site work and landscaping improvements (collectively, the “Improvements”), (C) the acquisition and installation by the Company in and around the Existing Improvements and Improvements of certain items of equipment and other tangible personal property necessary and incidental in connection with the Company’s development of the Project in and around the Land, Existing Improvements and Improvements (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 for a sliding scale of abatement on the added value associated with the project.

IV. AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$7,500,000. 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 Exemption	=	\$68,750.00
Sales and Use Tax Exemptions	=	\$300,000.00
PILOT Savings - estimated	=	\$630,169.67
Total estimated Financial Assistance	=	\$998,919.67

IV. SEQRA:

The Planning Commission of the City of Troy (the "Planning Commission"), as lead agency pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"), previously reviewed the Project and adopted a negative declaration (the "Negative Declaration") with respect to the Project.

VI. PUBLIC COMMENTS

Hon. Bob Doherty asked about the timeline of the project. David Gordon advised that they would like to start to work in the fall and have the project completed within 12-14 months.

Chris Boyea of Bohler Engineering spoke to the board about changes that have taken place in the project over the last year. The first change is that the number of units has been reduced to 33 in order to de-densify. Mr. Boyea advised that they have been working diligently with FEMA to deal with issues that have come up as a result of being located next to the Wynantskill Creek. This has added substantial cost to the project as well as some additional approvals that were needed to build next to the creek. He advised that they will add about 6 feet of fill and a build a 6 foot retaining wall along the back. Mr. Boyea advised that the improvements will help with the floodway, protection from the current site and stormwater quality. It will also create a gorgeous view out over the creek for these higher end apartments.

Mr. Bodnar asked if there was an estimate in the cost increase of the project. Mr. Boyea advised it is in excess of \$1 Million. Mr. Bodnar asked about the materials that will be used in the retaining wall. Mr. Boyea advised that cast, in place concrete that will be used and become part of the building. Mrs. Urzan asked how far up the flooding came up as the result of the last big storm. Mr. Boyea advised yes, the effects of that storm were studied extensively with our flood consultant. He provided a map to Mrs. Urzan that showed the flood lines. Mrs. Urzan stated that the flooding from that storm was the worst she has ever seen. Mr. Boyea agreed that the damage was severe. The Chairman advised that FEMA has the final say. Mr. Boyea agreed and advised that was part of the delay of the project, but they have completed that part of the process.

The Chairman asked about the farmhouse on the property. Mr. Boyea advised that they were advised to keep the building by the Planning Commission. It may end up being two residential apartments or an ancillary use; such as a community facility. Mr. Bodnar asked if there was going to be an on-site management office. Mr. Boyea advised that the entity proposing this owns and operates other apartment complexes. Due to this projects smaller size, they will not need to have an on-site manager. Mrs. Urzan asked if there were any jobs being created as a result of the project. Mr. Boyea advised that jobs will be created, but may not be located at the project site. Jeff Gordon advised that there will be a maintenance person. The Chairman asked for a number. Jeff Gordon advised two new jobs will be created. The Chairman advised the board that the terms of the PILOT were discussed in detail to make sure the developer's expectations and our mandate to create jobs were balanced. Mrs. Urzan asked if the size of the units will increase because the numbers of units have decreased. Mr. Boyea advised the units will stay the same size.

VII. ADJOURNMENT

As there were no additional comments or questions, the public hearing was closed at 10:11 a.m.

PROJECT AUTHORIZING RESOLUTION
(Amedore –Gordon Development Group II, LLC project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on July 10, 2015, at 10:30 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>
Kevin O’Bryan	X	
Hon. Dean Bodnar	X	
Hon. Robert Doherty	X	
Steve Bouchey		X
Louis Anthony	X	
Paul Carroll	X	
Kathy Cietek	X	
Lisa Kyer		X
Tina Urzan	X	

The following persons were ALSO PRESENT: Bill Dunne, Justin Miller, Joe Mazzariello, Mollie Eadie, Ken Crowe, Sharon Martin, Jeff Gordon, David Gordon, Chris Boyea, 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 Amedore –Gordon Development Group II, LLC.

On motion duly made by Hon. Dean Bodnar and seconded by Lou Anthony, the following resolution was placed before the members of the Troy Industrial Development Authority:

Member	Aye	Nay	Abstain	Absent
Kevin O’Bryan	X			
Hon. Dean Bodnar	X			
Hon. Robert Doherty	X			
Steve Bouchey				X
Louis Anthony	X			
Paul Carroll	X			
Kathy Cietek	X			
Lisa Kyer				X
Tina Urzan	X			

Resolution No. 07/15 #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 AMEDORE-GORDON DEVELOPMENT GROUP II, 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 industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **AMEDORE-GORDON DEVELOPMENT GROUP II, LLC**, for itself and/or on behalf of an entity to be formed (collectively, the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (A) the acquisition by the Authority of a leasehold interest in approximately 2.34 acres of real property located at 548 Campbell Avenue, Troy, New York 12180 (the "Land", being more particularly identified as TMID No. 112.00-4-22) and the existing improvements located thereon being principally comprised of an approximately 2,460 sf residential structure along with other existing outbuilding(s) and site improvements (the "Existing Improvements"), (B) the renovation and reconstruction of the Existing Improvements to be utilized as residential rental apartments and/or amenities and the planning, design, engineering, construction, operation and maintenance upon the Land and around the Existing Improvements of a residential apartment building including thirty-three (33) units of rental residential housing and related common area space, along with exterior access and egress improvements, parking, curbage, site work and landscaping improvements (collectively, the "Improvements"), (C) the acquisition and installation by the Company in and around the Existing Improvements and Improvements of certain items of equipment and other tangible personal property necessary and incidental in connection with the Company's development of the Project in and around the Land, Existing Improvements and Improvements (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 April 10, 2015 (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 July 10, 2015, 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, pursuant to application by the Company, the Planning Commission of the City of Troy (the "Planning Commission"), as lead agency pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"), previously reviewed the Project and adopted a negative declaration (the "Negative Declaration") with respect to the Project, a copy of which is attached hereto as **Exhibit B**; 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 reviewed the Negative Declaration adopted by the Planning Commission and determined the Project involves an “Unlisted Action” as said term is defined under SEQRA. The review is uncoordinated. Based upon the review by the Authority of the Negative Declaration, related 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 ratifies the SEQRA determination made by the Planning Commission and the Authority further 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 \$3,750,000.00, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed \$300,000.00. 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, or in the discretion of the Executive Director, a sufficient guaranty of performance under the Leaseback Agreement and PILOT 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, Acting 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 July 10, 2015, 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 10th day of July, 2015.



(SEAL)

EXHIBIT A
PUBLIC HEARING MATERIALS

EXHIBIT B
SEQRA MATERIALS