



**TROY LOCAL DEVELOPMENT CORPORATION
Board of Director
Meeting Minutes**

**June 14, 2013
8:45 a.m.**

BOARD MEMBERS PRESENT: Wallace Altes, Chair, Bill Dunne, Hon. Ken Zalewski, Andrew Ross and Dep. Mayor Pete Ryan

ABSENT:

ALSO IN ATTENDANCE: Justin Miller Esq., Jeff Buell, Liz Young, Tom Narducci, Selena Skiba, Andrew Beam, Eric Ferraro and Denee Zeigler

Minutes

The Chairman called the meeting to order at 8:45 a.m.

- I. The board reviewed the minutes from the May 31, 2013 board meeting.

**Hon. Ken Zalewski made a motion to accept the minutes.
Andy Ross seconded the motion, motion carried.**

- II. 20 King Street

Bill Dunne spoke to the board about the parcel recently purchased by the LDC located in the middle of King Street. Don Boyajian currently owns the rest of the buildings up to the corner of Federal Street. Mr. Boyajian is interested in purchasing 20 King Street along with the paper alley in back of the row of buildings and the one located on the side of buildings. Mr. Dunne explained that the parcel will be sold back to him at a reasonable price in order for the LDC to get their investment back. The chairman asked the board if there were ready to make a motion for the sale of 20 King Street to Mr. Boyajian.

**Andy Ross made a motion to approve the sale of 20 King Street.
Hon. Ken Zalewski seconded the motion, motion carried.**

(See attached Resolution)

III. Clark House, LLC

Jeff Buell spoke about the project at 207 Broadway. The loan terms will be 1-2 years. He advised the board that \$150,000 has already been put into the project of their own money. The loan funds will be use for windows and stabilization. The plans for the grocery store are moving forward and intend on opening in the near future. The Chairman asked the board members if they had questions or comments. Andy Ross asked if the loan will be tied to bricks and mortar or equipment. Justin Miller advised it is a pure mortgage loan.

Hon. Ken Zalewski made a motion to enter into a loan agreement.

Andy Ross seconded the motion, motion carried.

(See attached Resolution 06/13 - #1)

IV. Marina

The Chairman disclosed to the board that the he has had a consulting relationship in the past with the company Tom Narducci's company. He asked Andy Ross, vice chairman, to chair this portion of the meeting.

Deputy Pete Ryan gave some background about the resignation of the previous dock master and their need to find a replacement. He advised that the City is not equipped to run the marina. They wanted someone in that position that has experience as a dock master and be able to provide a level of customer service.

Tom Narducci spoke to the board about how the partnership between Jeff Buell and himself formed. He feels that they can do an excellent job and have already found people that want to work with them. They are committed to providing great customer service. Mr. Narducci explained that they see this as a great marketing opportunity to link it to downtown Troy. The Troy City Council approved a one year lease that will carry them to the end of this season. He advised that if they do make a profit, it will be divided between their LLC, the City and the Troy BID. Mr. Narducci noted that they will keep records on all aspects of running the marina which will help the City when it sends out an RFP. Deputy Mayor Pete Ryan pointed out that it passed 8-0 after a lengthy discussion at the City Council Meeting. A portion of a past CFA grant will be used as a match towards the dock improvements. Jeff Buell stated he was not sure if they would make a profit this year, but they really wanted to create a presence there. Hon. Ken Zalewski noted that the LDC is not the City. Justin Miller discussed different options for the LDC in setting up the funds. After a general discussion it was decided that the funds could be set up for them to draw down from as needed. Jeff Buell wanted the board to know that anything purchased will go right to the City.

Andy Ross asked if they were looking for an agreement today. Jeff Buell advised yes, due to the fact that the boating season has already started and starting in July could be a problem. Justin Miller asked if they had any revenue expectations or insurance in place. Jeff Buell advised that they have nothing at this point, but the funds will be used to help them get the dock up and running. Hon. Ken Zalewski asked if we would have to disperse the full amount. Eric Ferraro stated that there is good traffic coming through and

they are the last stop for fuel before the canals. Bill Dunne wanted to note that there has been a slow decline in the docks and marina. It used to be a nice spot to stop and dock, it's reasonable that we participate. Andy Ross asked about competition in the area. Tom Narducci explained that there are stops in Albany, Coxsackie and Waterford. Hon. Ken Zalewski asked about operating hours. Liz Young stated that the hours for now will be seven days a week from 8-8. However, they may have to make adjustments due to people that may want to dock and stay for dinner. Currently there is about 250 ft. of dock. The number of boats we can accommodate is less than what it could be. Hon. Ken Zalewski asked if there would be at least one or two people there at all times. Justin Miller asked if the funds would cover for all workmans' comp./insurance/payroll. Jeff Buell advised yes for both questions. The board discussed an amount suitable for the first disbursement. It was decided that \$25,000 would be an amount that will cover what is needed and some extra for leeway. Andy Ross asked the board if they had any other questions or comments.

Hon. Ken Zalewski made a motion to authorize a grant in the amount of \$65,700 with the first disbursement being \$25,000. Deputy Mayor Pete Ryan seconded the motion. Wallace Altes abstained, motion carried.

The Chairman made a motion to move to executive session to discuss financial matters and the proposed acquisition, sale or lease of real property.

Bill Dunne made a motion to move to executive session. Hon. Ken Zalewski seconded the motion, motion carried.

The board returned from executive with no action taken.

Bill Dunne made a motion to move from executive session. Dep. Mayor Pete Ryan seconded the motion, motion carried.

V. Financial Report

Selena Skiba went over the balance sheet with the board members, noting the repayment of the first Bomber's Bridge Loan of \$200,000 and the second Bridge Loan given to them for \$50,000. Selena also spoke about the tenants at the Neitzel Building and asked how we are handling the back rent that is owed by three of the tenants. Bill Dunne asked counsel if they can take them to court. The Chairman stated it would be best to get them out of the building first and questioned if they still had belongings there. Justin Miller advised that they have been notified to vacate the building by May 31st and some by June 15th. After that point we are able to put locks on the door. Deputy Mayor Pete Ryan stated that it would be better to have some people allowed in the building rather than have it sit vacant. Bill Dunne advised the board he will speak with Monica about it. Andy Ross suggested that the three tenants left in the building that are paying their rent could possibly keep an eye on things. The Chairman gave permission to lock up the building as needed.

Selena Skiba also noted that the net income for the board is -\$44,000. The Chairman spoke to the board about creating some income.

The Chairman thanked everyone for attending. The next meeting is scheduled for July 12, 2013 at 8:30 a.m.

Hon. Ken Zalewski made a motion to adjourn.
Andy Ross seconded the motion, motion carried.

The meeting was adjourned at 9:50 a.m.

TROY LOCAL DEVELOPMENT CORPORATION

At a meeting of the Directors of the Troy Local Development Corporation (the "Corporation") that was convened on Friday June 14, 2013, at 8:30 a.m.

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION (i) ACCEPTING TITLE TO 20 KING STREET IN THE CITY OF TROY NEW YORK, (ii) AUTHORIZING THE SALE OF REAL PROPERTY AND IMPROVEMENTS LOCATED AT 20 KING STREET TO KING STREET TROY PROPERTIES, LLC ALONG WITH THE EXECUTION AND DELIVERY OF ALL RELATED DOCUMENTS, AND (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA")

WHEREAS, pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law ("N-PCL" or the "LDC Act") of the State of New York, the Corporation was established as a domestic, not-for-profit corporation on November 29, 1988, and thereafter reincorporated as a domestic, not-for-profit local development corporation pursuant to N-PCL Section 1411(h) pursuant to a certain Certificate of Reincorporation filed on April 5, 2010 (the "Certificate"), all for certain charitable and public purposes, among other things, including 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, carrying on scientific research for the purpose of aiding the City of Troy, New York (the "City") by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and lessening the burdens of government and acting in the public interest; and

WHEREAS, in furtherance of the purposes and powers vested in the Corporation under the LDC Act and Certificate, the Corporation previously accepted a deed from the City of Troy for a certain property located at 20 King Street in the City consisting of approximately .03 acres of land (the "Land", as further defined herein) upon which is situated a vacant asphalt parking-lot (the "Improvements", and collectively with the Land, the "Property"); and

WHEREAS, the Corporation desires to undertake the disposition of the Property (the "Disposition") to King Street Troy Properties, LLC (the "Company") to be incorporated in future redevelopment projects in the King Street area; and

WHEREAS, the Disposition is exempt from publicly advertising for bids pursuant to PAL Section 2897(6)(c)(ii) as the fair market value is below does not exceed \$15,000. In addition, the Disposition is exempt from publicly advertising for bids and obtaining fair market value pursuant to PAL Section 2897(7)(ii) as it is within the purposes of the Corporation to (i) acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, (ii) to sell, lease, mortgage or otherwise dispose of or encumber any of its real or personal property or any interest therein upon such terms as it may determine to be suitable, and (iii) to undertake certain projects and initiatives for the benefit of and to lessen the burdens of the City; and

WHEREAS, pursuant to PAL Section 2897(6)(d)(i)(B), an explanatory statement of the circumstances of the Disposition is not required to be prepared by the Corporation as the fair market value of the Property is not in excess of one hundred thousand dollars; and

WHEREAS, PAL Section 2897(7)(c), prior to the Corporation transferring the Property for less than fair market value, it must consider certain information as set forth in PAL Section 2897(7)(b) and make a determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer; and

WHEREAS, the Corporation has taken into consideration the Disposition, the description of the Property to be transferred, the kind and amount of benefit to the public, the value received compared to the fair market value and its powers and purposes under Section 1411 of the N-PCL; 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 NYCRR Part 617, as amended (collectively referred to as "SEQRA"), the Corporation has identified the Disposition as an Unlisted Action pursuant to SEQRA for which the Corporation will conduct an uncoordinated review; and

WHEREAS, in furtherance of the Project, the Corporation desires to (i) accept and ratify the receipt of title to the Property from the City of Troy, (ii) authorize the Disposition to the Company, including the execution and delivery of all related documents, (iii) declare that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer, and (iv) adopt a Negative Declaration for SEQRA purposes.

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

Section 1. In furtherance of the purposes and powers vested in the Corporation under the LDC Act and Certificate, the Corporation hereby ratifies and accepts title to the Property from the City of Troy by deed dated April 12, 2013.

Section 2. In furtherance of the Disposition, the Corporation has taken into consideration the provisions of PAL Sections 2897(7)(b) and (c), including (i) a description of the Land and Property, (ii) an appraisal of the Land and Property, (iii) background on the purpose of the disposition and transfer of the Land and Property to the Company in furtherance of future redevelopment projects, including the job creation and other community benefits associated with same, (iv) the value to be received from the Company in connection with the Disposition, (v) the identity of the Company as a private party participating in the Disposition, and (vi) alternate offers associated with the Property, if any. Having taken the foregoing into consideration, the Corporation hereby determines that there is no reasonable alternative to accomplishing the transfer of the Property to the Company that would achieve the purposes of facilitating the Project.

Section 3. The Corporation hereby authorizes the Disposition to the Company pursuant a Bargain and Sale Deed (the “Deed”) containing such terms and conditions as the Chairman (or Vice Chairman) and/or Executive Director and transaction counsel to the Corporation approve as to form, and the Chairman (or Vice Chairman) and/or Executive Director of the Corporation are hereby authorized, on behalf of the Corporation, to execute and deliver the Deed along with any and all documents necessary and required to deliver title to the Property to the Company, including instruments and recording forms in furtherance of same, in such form as authorized by the Chairman, Vice Chairman and/or Executive Director of the Corporation, the execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Corporation to constitute conclusive evidence of such approval.

Section 4. The Corporation has determined that the Disposition will not have an adverse impact on the environment in accordance with SEQRA and hereby issues a negative declaration for purposes of SEQRA.

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. The foregoing authorizations shall include, but not be limited to execution and delivery by the Chairman, Vice Chairman, Executive Director, Secretary and Acting Secretary of the Corporation of banking signature cards and other instruments necessary to evidence the foregoing

Section 6. This resolution 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:

	Yea	Nay	Absent	Abstain
Wallace Altes	[X]	[]	[]	[]
William Dunne	[X]	[]	[]	[]
Andy Ross	[X]	[]	[]	[]
Peter Ryan	[X]	[]	[]	[]
Hon. Kenneth Zalewski	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER) SS:

I, Denee Zeigler, the undersigned Acting Secretary of the Troy Local Development Corporation, DO HEREBY CERTIFY:

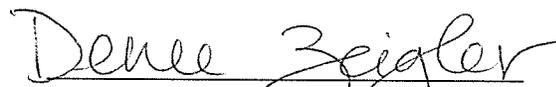
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the "Corporation"), including the resolution contained therein, held on June 14, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said 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 members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14th day of June, 2013.


DeNee Zeigler, Acting Secretary

[SEAL]

AUTHORIZING RESOLUTION
(Clark House, LLC – Loan Agreement)

A regular meeting of the Troy Local Development Corporation was convened on June 14, 2013, at 8:30 a.m.

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

Resolution No. 06/13 - #1

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING (i) THE ISSUANCE OF A \$100,000 WORKING CAPITAL
LOAN TO THE CLARK HOUSE, LLC WITH RESPECT TO A CERTAIN
PROJECT (AS DEFINED HEREIN) AND (ii) THE EXECUTION AND
DELIVERY OF A LOAN AGREEMENT AND RELATED DOCUMENTS.

WHEREAS, the Troy Local Development Corporation (the “Corporation”) is a duly-established, not-for-profit local development corporation of the State pursuant to Section 1411(h) of the Not-for-Profit Corporation Law (“N-PCL”) and a Certificate of Reincorporation filed on April 5, 2010 (the “Certificate”) established for the charitable and 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, **CLARK HOUSE, LLC** (the “Company”), has requested assistance from the Corporation with a certain project (the “Project”) consisting of the stabilization of a story brick building located at 207 Broadway, Troy, New York (the “Existing Improvements”) and the redevelopment of the first floor commercial space to include a proposed grocery and whiskey bar (the “Redevelopment”, and collectively with the Existing Improvements, the “Facility”); and

WHEREAS, in furtherance of the Project, the Company has requested financing from the Corporation in the form of a \$100,000.00 Working Capital Loan (the “Loan”) to assist the Company with the Project; and

WHEREAS, the Corporation desires to authorize the issuance of the Loan, the terms of which have been presented at this meeting, and approve the execution and delivery of a Loan Agreement (“Agreement”), along with related documents, to memorialize the terms and conditions by which the Loan shall be extended by the Corporation, including the repayment thereof and security therefore.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE TROY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby authorizes the provision of the Loan to the Company in furtherance of the Project. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Corporation are hereby authorized, on behalf of the Corporation, to execute and deliver a Loan Agreement, along with related documents (collectively, the “Loan Documents”), in such form as prepared and approved by counsel to the Corporation and as approved by the Chairman, Vice Chairman and/or the Chief Executive Officer.

Section 2. The Secretary or Assistant Secretary of the Corporation are hereby authorized, where appropriate, to affix the seal of the Corporation to the Loan Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation shall approve, and the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation to constitute conclusive evidence of such approval.

Section 3. 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 checks, 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 4. 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>Nea</i>	<i>Absent</i>	<i>Abstain</i>
Wallace Altes	[X]	[]	[]	[]
William Dunne	[X]	[]	[]	[]
Hon. Kenneth Zalewski	[X]	[]	[]	[]
Andrew Ross	[X]	[]	[]	[]
Peter Ryan	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

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

I, Denee Zeigler, the undersigned Secretary of the Troy Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the " Corporation "), including the resolution contained therein, held on June 14, 2013 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 resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said 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 members of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14th day of June, 2013.


Secretary

[SEAL]