

# Troy Industrial Development Authority

April 6, 2017  
10:00 AM  
Meeting Minutes

**Present:** Kevin O'Bryan, Brian Carroll, Steve Strichman, Hon. Robert Doherty, Susan Farrell, Paul Carroll, Hon. Dean Bodnar and Lou Anthony

**Absent:** Tina Urzan and Adam Hotaling

**Also in attendance:** Justin Miller, Cheryl Kennedy, Jim Lozano, Lucas Nathan, Jacob Reckess, Glenn Lunde, Tom Rossi, Alan Walther, Mary Ellen Flores, Sharon Martin and Denee Zeigler.

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

## I. Minutes

The board reviewed the minutes from the February 17, 2017 board meeting.

**Brian Carroll made a motion to approve the February 17, 2017 meeting minutes.  
Lou Anthony seconded the motion, motion carried.**

## II. Audit Presentation – The Bonadio Group

Mr. Walther of The Bonadio Group introduced himself to the board members and spoke a little about the process of the audit. He advised that there are two reports; the required communication and audited financial statements.

Mr. Walther advised that the required communications letter gives an overview of the results of the audit. He advised that the main thing to point out is that no new accounting policies have been adopted and the application of existing accounting policies has not changed in 2016. He advised that the next section would point out any significant accounting estimates if there were any. Mr. Walther advised there were no difficulties in completing the audit or disagreements with management.

Mr. Walther discussed the financial statements with the board members. He advised that of this twelve page document, the only pages that are ours are the first two and last two pages; the rest of the document belongs to this board. He advised that we assisted in the preparation of the report.

Mr. Walther noted that page 1-2 state, that in their opinion, the financial statements present fairly the financial position of the Troy IDA as of December 31, 2016. He advised that is called an unmodified opinion and it is the highest level of assurance you can receive.

Mr. Walther advised page 3, the statement of position, presents a snapshot of the financial position of the Troy IDA as of December 31, 2016. He advised the total current assets show \$875,000, of which \$872,000 is in cash. He advised that the current liabilities show a net position of \$774,000. He advised page 4 discusses the revenues and page 5 discusses the cash flow throughout the year. Mr. Walther advised pages 6-9 are where the notes regarding the financials would be. He advised that because there were no new accounting policies, there would be no new notes. They are the same as 2015. Mr. Walther advised that page 10 shows the outstanding debt with RPI for their bond. He advised that pages 11-12 discuss their review of internal controls and states that there are no instances of non-compliances.

He advised, overall, the audit review was very successful. The chairman asked for some additional explanation regarding the \$25 Million debt listed on page 10. Mr. Walther advised that the debt in question is not the IDA's debt; funds were passed through the IDA for RPI. Mr. Doherty asked about the current interest rate. Mr. Walther advised that the original amount was \$218 was the original amount and the 5.63% is on the remaining balance of \$25 Million. The chairman thanked everyone for making this a clean audit.

**Paul Carroll made a motion to approve the 2016 audited financials as presented by The Bonadio Group.  
Hon. Dean Bodnar seconded the motion, motion carried.**

### III. Annual Business and PARIS report

Mr. Strichman presented the annual report to the board members and noted that there will be changes at this time, but we will be reviewing yearly and making updates as needed. Mr. Strichman reviewed the report with the board members and advised that a lot of this information will be sent in with the PARIS report. The chairman asked about the list of projects on page 3; specifically about the income levels of the projects. Mr. Strichman advised that there is a good mix of projects listed and many are affordable housing with some student housing.

Mr. Strichman advised that the PARIS report has been distributed to the board members for review. He reviewed the information in the report and noted only one board member is in need of completing the training. Mr. Strichman advised that the project section outlines the job creation numbers and project costs. He advised that some of the job numbers were not met, but they are close to meeting. The chairman noted that jobs are only one way to measure the success of the project. Mr. Strichman advised that the report will be submitted a week late, but we were able to get reports back from all projects.

**Hon. Dean Bodnar made a motion to approve the PARIS report as presented.  
Hon. Bob Doherty seconded the motion, motion carried.**

### IV. 444 River Lofts. LLC - Project Authorizing Resolution

Mr. Strichman advised that this project has been before us several times, but is ready for the authorizing resolution. He advised that the project will be made up of 74 apartments; 9 at 64% of the AMI, 38 at 90% AMI and 27 market rate. Mr. Strichman advised that it is set up as a 30 year PILOT which will match the

historic and low income tax credits; a requirement of the funding sources. Mr. Miller advised that they will be ready to close soon. The board had a general discussion on the project. Mr. Strichman advised that Glenn Lunde is here from the Community Preservation Corp. on behalf of the principals if there are any questions. The board agreed that it will be good to see this project moving forward. Luke Nathan asked if it was still the Vecino Group doing the project. Mr. Miller advised yes. (See attached Resolution 04/17 #1)

**Paul Carroll made a motion to approve the project authorizing resolution for 444 River Lofts, LLC at 444 River Street.  
Hon. Dean Bodnar seconded the motion, motion carried.**

V. 701 River Street Associates, LLC – Initial Project Resolution

Mr. Strichman advised that 701 River Street, the former Marshall Ray building, was previously purchased by Uri Kaufmann from the city. No project ever happened and we enforced the reverter and the building was sold to Jacob Reckess. Mr. Strichman advised that he will be developing 80-84 market rate apartments as well as 8400 sq. ft. of retail. He advised the Redburn Development will be working on the project with them and it will be great to see them working on another project in that area. Mr. Strichman noted that the School One project is nearing completion and is 100% rented.

Mr. Reckess advised that he got involved over a year ago. He advised that this project is a central piece to that corridor's development. Mr. Reckess advised he has been working with the city to make something there that would fit. He was impressed with the work that Redburn Development has done with the School One apartments.

Mr. Rossi talked about the relationship with Redburn and Mr. Reckess. He noted that they shared the same values about residential development. Mr. Rossi advised that he would like to have a July 2017 closing and ribbon cutting in January 2018 and be fully rented in six months of completion. He got a good feel of what could happen in the North Central neighborhood with the School One project. Mr. Rossi advised he is not looking to fill with a lot of small apartments. They are mostly 2-3 bedroom apartments and some studios and would like to have this project fit in with the other projects happening in that area. Mr. Rossi advised that the building is already on the historic register. He is also willing to help tie the project into the boat launch. Hon. Dean Bodnar spoke about the history of the building and asked what condition the building is in now. Mr. Rossi advised that the building will require a full roof replacement. The building was sealed off at one point and it did help with slowing the amount of water that was getting into the building. Mr. Rossi advised that the construction of the building makes it structurally sound despite several issues that have happened over time. Mr. Bodnar asked about the number of units. Mr. Rossi advised there will be 80-84 units. The top three floors will be the same and the lower floors will be customized. Mr. Reckess added that when he walked the building, there were sections of the floor missing. He added that because the building is on the historic registry, they will have to bring back to its original state. Mr. Rossi advised that the outside is in great shape. (See Resolution 04/17#2)

**Hon. Dean Bodnar made a motion to approve the Initial Project Resolution for 701 River Street Associates, LLC.  
Lou Anthony seconded the motion, motion carried.**

VI. 701 River Street – Option Agreement

Mr. Strichman spoke about the option agreement in front of them regarding the Mlock parcel. Mr. Strichman advised that the initial amount agreed upon was \$500,000. He advised that number is higher than the appraisals we have received. Mr. Strichman advised that we would like to move forward with this option. He added that the benefits far outweigh the amount of investment that we will be putting in and will help to continue the activities happening in the north central neighborhood. Mr. Strichman advised that after all of the reimbursements, the total amount that will be paid out by the IDA will be about \$75,000. Mr. Bodnar asked how much we paid for the easement. Mr. Miller advised that we paid \$200,000 and carried the taxes for two years. Mr. Carroll asked who would own the property. Mr. Strichman advised that the city will own the river portion. Mr. Miller advised that the IDA will be first on the entire parcel until the clean-up and then there will be an option for 701 to purchase the upland portion of the parcel. He advised that they will pay us each year during the clean-up and we will continue to own the upland portion until they are ready. The board had a general discussion about what incentives are there for the upland portion to be purchased and discussed possible issues if the 701 River Street project does not happen. The chairman advised that there are a lot of different components to get it to be successful, but all necessary. Mr. Strichman noted that this could also help spur the continued development up Middleburgh Street. Mr. Rossi advised that our previous projects will help to re-assure the board members. He added that parking is needed for the project to move through planning and zoning; so this is the best way to do it. Mr. Rossi advised that this is a great way to do affordable housing and tie it into the boat launch and proposed bike trail. Mr. Strichman advised that if we jump back to the previous agenda item, 701 River Street, and noted that originally this was going to be an affordable housing project and is now market rate parcel. The chairman advised that the timing is right for this project now. Mr. Doherty advised that without this agreement, the development may stall and he would not like to see that happen to that neighborhood. Mr. Miller added that we would not pursue this option if the project was not at the point it is currently at. Mr. Strichman asked if there were any questions on the option. Mr. Miller advised that we are voting to approve the exercising of the option; it is contingent on several things. Mr. Bodnar asked if we will have to go back and negotiate. Mr. Miller advised no. Lou Anthony advised that the cost to the IDA will ultimately be between \$150,000 and \$200,000 with the worst case scenario being that nothing happens at the site.

**Brian Carroll made a motion to approve the exclusive option agreement between the IDA and 701 River Street Associates, LLC.  
Paul Carroll seconded the motion, motion carried.**

VII. Executive Director

Mr. Strichman advised First Columbia's project located at 515 River Street is going in front of the planning commission on April 12<sup>th</sup>. He advised there are no other updates for his report at this time.

VIII. Financials

Ms. Flores went over the balance sheet and advised that there was not much change since last month. She advised that most of the change can be seen in the receivable account because of the PILOTs we received and gave back to the city.

Ms. Flores advised we have a loss of about \$400 this month. She advised that we received annual fees and had usual expenses. Mr. Bodnar asked if we are up to date with all of the PILOT payments. Ms. Flores advised that Uncle Sam Garages, LLC is outstanding in the amount of \$85,000. She advised that Mr. Strichman has reached out to them by via email and a late notice was sent out. Mr. Miller advised that we can also send a letter if needed. The board had a general discussion on resolving this late PILOT payment.

**Brian Carroll made a motion to accept the financials as presented.**

**Lou Anthony seconded the motion, motion carried.**

IX. Adjourn the IDA portion

The chairman noted that we have a CRC agenda to discuss.

**Paul Carroll made a motion to adjourn the IDA portion of the meeting and convened the CRC.**

**Lou Anthony seconded the motion, motion carried.**

The IDA was adjourned at 11:06 a.m.

The IDA was reconvened at 11:14 a.m.

X. Executive Session

Mr. Strichman advised there is an item to discuss regarding real estate matters.

**Paul Carroll made a motion to enter into executive session in order discuss the proposed acquisition, sale or lease of real property.**

**Lou Anthony seconded the motion, motion carried.**

The board returned from executive session with no action taken.

XI. Adjournment

With no other items to discuss, the IDA portion of the meeting was adjourned at 11:24 a.m.

**Paul Carroll made a motion to adjourn the IDA meeting.  
Hon. Bob Doherty seconded the motion, motion carried.**

**PROJECT AUTHORIZING RESOLUTION**  
*(444 River Lofts, LLC – 444 River Street Redevelopment Project)*

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on April 6, 2017, 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>
Kevin O’Bryan	X	
Hon. Dean Bodnar	X	
Hon. Robert Doherty	X	
Brian Carroll	X	
Louis Anthony	X	
Paul Carroll	X	
Adam Hotaling		X
Susan Farrell		X
Tina Urzan		X

The following persons were ALSO PRESENT: Justin Miller Esq., Cheryl Kennedy, Sharon Martin, Luke Nathan, Jacob Reckess, Glenn Lunde, Tom Rossi, Alan Walther, Mary Ellen Flores 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 444 River Lofts, LLC, for itself or an entity to be formed.

On motion duly made by Paul Carroll and seconded by Hon. Dean Bodnar, 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			
Brian Carroll	X			
Louis Anthony	X			
Paul Carroll	X			
Adam Hotaling				X
Susan Farrell				X
Tina Urzan				X

Resolution No. 04/17 #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 **444 RIVER LOFTS, 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, **444 RIVER LOFTS, 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 (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at, adjacent or near 444 River Street, Troy, New York 12180 (the "Land", being primarily comprised of approximately .45 acres and identified as TMID No. 101.38-1-1, along with TMID Nos 101.38-2-20, 101.38-2-21, 101.38-1-2, 101.38-8-3, 101.38-8-1, and adjacent realty) and the existing improvements located thereon, including a 5-story commercial building containing approximately 88,000 sf of rentable commercial space and related improvements located thereon (the "Existing Improvements"); (ii) the planning, design, rehabilitation, construction, reconstruction and renovation of the Existing Improvements and upon the Land of a mixed-use commercial facility that will include (A) 74 units of residential apartments, with (a) 38 of such units to be leased to households that, in accordance with the Internal Revenue Code of 1986, as amended (the "Code") and applicable regulations promulgated by the United States Department of Housing and Urban Development ("HUD") and New York State Housing Finance Agency ("HFA") and/or Division of Housing and Community Renewal ("DHCR"), have no more than 90% of area median income ("AMI") and (b) 9 of such units to be leased to households that have no more than 60% AMI, (B) approximately 7,600 square feet of commercial and retail spaces on the first floor along with related amenities, along with renovations to the building structure, common areas, kitchen areas, laundry areas, heating systems, plumbing, roofs, elevators, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (iii) the acquisition and installation in and around the Land, Existing Improvements and Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment",

and collectively with the Land, Existing Improvements, Improvements and the Equipment, the “Facility”); and (iv) the leasing of the Facility back to the Company; and

WHEREAS, by resolution adopted October 14, 2016 (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, 2016, 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 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 the terms of an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), 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 \$7,000,000.00, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed \$560,000.00. 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 Agent Agreement, wherein the Authority will appoint the Company as agent to undertake the Project, (B) 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, (C) 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, (D) 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 (E) 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 April 6, 2017, 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 6th day of April, 2017.

Denee Zeigler



EXHIBIT A  
PUBLIC HEARING MATERIALS

EXHIBIT B  
SEQRA MATERIALS

**INITIAL PROJECT RESOLUTION**  
(701 River Street Associates, LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on April 6, 2017 at 10:00 a.m., local time, at 433 River Street, 5<sup>th</sup> Floor, Troy, New York 12180.

The meeting was called to order by the Vice 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	
Brian Carroll	X	
Louis Anthony	X	
Paul Carroll	X	
Adam Hotaling		X
Susan Farrell		X
Tina Urzan		X

The following persons were ALSO PRESENT: Justin Miller, Cheryl Kennedy, Jim Lozano, Lucas Nathan, Jacob Reckess, Glenn Lunde, Tom Rossi, Alan Walther, Mary Ellen Flores, Sharon Martin 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 701 River Street Associates, 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			
Brian Carroll	X			
Louis Anthony	X			
Paul Carroll	X			
Adam Hotaling				X
Susan Farrell				X
Tina Urzan				X

Resolution No. 04/17 #2

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF 701 RIVER STREET ASSOCIATES, 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 industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **701 RIVER STREET ASSOCIATES, 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 (i) the acquisition by the Authority of a leasehold interest in approximately .57 acre parcel of real property located at 701 River Street, Troy, New York 12180 and the retention of title to and/or a leasehold interest in an approximately 1.36 acre portion of a parcel of real property located on President Street, Troy, New York 12180 (collectively, the "Land", being more particularly identified as TMID No. 101.62-1-1 and a portion of TMID No. 90.70-1-7) and the existing 6-story building located at 701 River Street, along with related parking, site and infrastructure improvements located thereon (the "Existing Improvements"), (ii) the planning, design, engineering, construction, reconstruction, rehabilitation and improvement of the Land and Existing Improvements into a six story mixed use residential and commercial facility containing up to 84 apartment units and approximately 10,000 square feet of commercial space, all to be leased by the Company to residential and commercial tenants, including improvements and replacements of roofs, interior and exterior utilities, elevator, building systems, windows, exterior access and egress improvements, curbage, parking and related exterior improvements (collectively, the "Improvements"), (iii) the acquisition and installation by the Company in and around the Land, 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 (iv) the lease of the Facility 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 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) an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), (B) a Lease Agreement, pursuant to which the Company leases the Project to the Authority (or, a Deed of conveyance to the Authority whereby the Authority will acquire fee title to the Land and Project), (C) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (D) a PILOT Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (E) 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, 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 April 6, 2017, 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 6<sup>th</sup> day of April, 2017.



(SEAL)