

Chairman
Kevin O'Bryan

Vice-Chair
Steve Bouchey

Board Members

Hon. Dean Bodnar

Mr. Paul Carroll

Hon. Robert Doherty

Louis Anthony

Mary O'Neill

Lisa Kyer

Tina Urzan

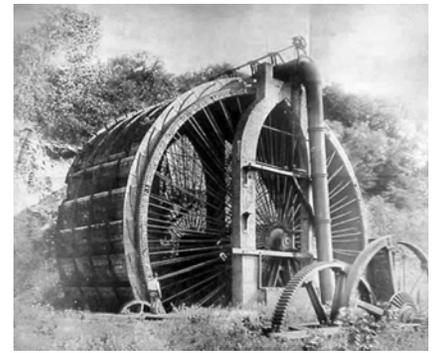
Troy
Industrial Development
Authority

BOARD OF DIRECTORS MEETING
February 13, 2015
10:30 a.m.

Planning Department Conference
Room

City Hall

A G E N D A



- I. Public Hearing - The Ironworks, HVCC student Housing (Justin)
- II. Approval of Minutes from the January 9, 2015 board meeting.
- III. The Ironworks, HVCC student housing- Authorizing Resolution (Bill)
- IV. South Lake Avenue Associates – Initial Project Resolution
- V. Board Member Evaluations and Annual Disclosure Statements
- VI. Board member vacancy (Bill)
- VII. Financials (Selena/Joe)
- VIII. Adjournment

PUBLIC HEARING AGENDA
TROY INDUSTRIAL DEVELOPMENT AUTHORITY
IRONWORKS HOUSING LLC

February 13, 2015 AT 10:30 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 Ironworks Housing LLC Project held on Friday February 13, 2015 at 10:30 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
[list other TIDA representatives in attendance]
[_____, Company Representative]
Members of the General Public

II. CALL TO ORDER: (Time: 10:30 a.m.). _____ opened the hearing and _____ 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 Ironworks Housing 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

OMNI HOUSING DEVELOPMENT LLC, for itself and/or on behalf of an entity to be formed including **IRONWORKS HOUSING LLC** (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 13 acres of real property located at 45 Vandenberg Avenue at the corner of Morrison Avenue and Vandenberg Avenue, Troy, New York 12180 (the “Land”, being more particularly identified as a portion of TMID No. 112.69-1-10) and the existing site and infrastructure improvements located thereon being comprised of five (5) buildings containing approximately 91,793 square feet of space along with existing site improvements (the “Existing Improvements”), (ii) the demolition of portions of the Existing Improvements and the planning, design, engineering, construction, operation and maintenance upon the Land and around the Existing Improvements of a four (4) story residential facility including ninety-eight (98) units of rental residential housing, approximately 8,000 square feet of common area space, along with related exterior access and egress improvements, parking, curbage, site work and landscaping improvements (collectively, the “Improvements”), such Improvements to be known as “The Ironworks”, and (iii) 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”).

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 Twenty (20) years providing for a fixed payment schedule.

IV. AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$20,779,000. 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	=	\$200,000.00
Sales and Use Tax Exemptions	=	\$800,000.00
Estimated PILOT Savings	=	\$6,276,394.50
Total estimated Financial Assistance	=	<u>\$7,276,394.50</u>
PILOT Payments		\$1,498,763.57
(All new revenue for exempt property)		

IV. SEQRA:

Hudson Valley Community College (the “HVCC”), 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

VII. ADJOURNMENT

As there were no comments, the public hearing was closed at _____ a.m.

City of Troy

Industrial Development Authority

January 9, 2015
10:30 AM
Meeting Minutes

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

Absent: Steve Bouchey

Also in attendance: Justin Miller, Monica Kurzejeski, Selena Skiba, Ken Crowe and Denee Zeigler

The Chairman called the meeting to order at 10:35 a.m.

I. Minutes from the December 12, 2014 board meeting

The board reviewed the minutes from the December 12, 2014 board meeting.

Paul Carroll made a motion to approve the minutes for December 12, 2014.

Hon. Bob Doherty seconded the motion, motion carried.

II. Annual Business

Bill Dunne advised that there are a few items that have to be discussed as part of annual business. Mr. Dunne advised that the first item is board member training. He advised that everyone here has completed the training. Mr. Doherty questioned if his training certificate was received. Mr. Dunne advised yes. The chairman advised he needs to take the training. Mr. Miller advised he has one year from his appointment date to complete.

Mr. Dunne asked that the board member evaluations be completed and returned to Denee Zeigler by March 1st. Denee Zeigler advised that they are confidential, no need to sign. Mr. Miller advised that a summary of all of the collected forms is what is sent into the ABO. Mr. Dunne advised to fill out the evaluation base on your experience and if there are issues we will review them as a board. Mr. Miller agreed and advised that if there are areas of improvement, we can work to improve them.

The third item is the Annual Disclosure Statement. Mr. Dunne asked that if the board members have already filled them out for another board/council that they are a part of, please let staff know so that we can check you off the list.

The last item due by March 31, 2015 is the PARIS report. Mr. Dunne advised the annual audit by BST will also be done in the next few months. He suggested to move the March meeting date be moved from the 12th to the 20th in order to allow additional time for the auditors. The chairman advised that he would like the board pay special attention to the details and contents of the PARIS report

and audit. Mr. Doherty advised that he will be out of town both Fridays mentioned. The chairman advised we can make arrangements to go over it with him.

Hon. Dean Bodnar made a motion to move the March meeting from the 13th to the 20th.

Lou Anthony seconded the motion, motion carried.

III. Board Member vacancy

Mr. Dunne advised that Mary O'Neil is no longer employed by the Troy School District and we will be getting a new representative in the near future. Mr. Dunne will contact the superintendent of the Troy School District to find out who the replacement will be.

IV. Financials

Selena Skiba advised that there are no year-end financials to go over at this time. Mrs. Skiba advised they are waiting to collect some outstanding bills before closing out the year. Mr. Dunne asked about the status of IBT. Mrs. Skiba advised that nothing has changed. Mr. Dunne advised that they have not paid since August. Mr. Miller advised he will review their account and see if formal action is required for February.

V. Executive Session

Mr. Dunne advised there is a pending litigation item related to the Mlock site that needs to be discussed.

Paul Carroll made a motion to move to executive session in order to discuss pending litigation.

Lou Anthony seconded the motion, motion carried.

Tina Urzan made a motion to adjourn executive session with no action taken.

Hon. Bob Doherty seconded the motion, motion carried.

VI. Mlock site – Ingalls Avenue Project

Mr. Miller read the resolution to the board and explained that the IDA has been looking to acquire the property on President Street between Ingalls Ave and Middleburgh Ave for some time. Mr. Miller advised that after negotiations with the owner, we have negotiated an easement agreement, option agreement and a settlement agreement relating to the acquisition through eminent domain proceedings.

The easement agreement will allow us to undertake activities on the 50 foot easement on the waterfront portion of the parcel with a two year option to buy the remainder of the land. (See attached Resolution 01/15 #1)

Paul Carroll made a motion to approve the resolution authorizing the settlement of acquisition terms of the Mlock property.

Tina Urzan seconded the motion, motion carried.

VII. Project Updates

Bob Doherty questioned the status of Columbia Development's project and the neighborhood properties they wanted to purchase. Mr. Miller advised that they have issued a Sales Tax Exemption letter and have purchased the properties. They have not had the closing yet, but anticipate it towards the end of February. Mr. Miller also advised that they will be having a closing Proctor's around the same time. Mr. Dunne explained they had some staff changes that could attribute to the delay.

Mr. Dunne gave a project update for 548 Campbell Ave. He advised that they are waiting to hear back from Gordon Development regarding their project. Mr. Dunne explained that they may have to come back to us with project changes due to the outcomes of FEMA and DEC. He added that they will have to go back through the planning process with suggested changes to the site plan and then present to us a new project proposal.

Mr. Dunne spoke about the HVCC student housing project, The Ironworks. They have submitted documentation for the project and we will be working with them on the PILOT. The board had a general discussion on the background of the project.

Mr. Doherty asked about the Vecino Group project because they were tabled at the last meeting. Mr. Miller advised they will be coming back to us next month with a new application. The board asked if their project is still moving forward. The chairman advised yes.

VIII. Adjournment

The IDA portion of the meeting was adjourned at 11:35 p.m.

Hon. Dean Bodnar made the motion to adjourn the IDA portion of the meeting.

Tina Urzan seconded the motion, motion carried.

RESOLUTION

(Ingalls Avenue Project – Authorizing Settlement and Acquisition of Easement and Option)

A regular meeting of the Troy Industrial Development Authority was convened in public session on January 9, 2015, at 10:30 a.m. 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 Troy Industrial Development 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	
Lisa Kyer	X	
Tina Urzan	X	

The following persons were ALSO PRESENT: Justin Miller, Monica Kurzejeski, Selena Skiba, Ken Crowe 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 located in the vicinity of Ingalls Avenue.

On motion duly made by Paul Carroll and seconded by Tina Urzan, 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			
Lisa Kyer	X			
Tina Urzan	X			

Resolution No. 01/15 #1

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY
AUTHORIZING THE SETTLEMENT OF ACQUISITION TERMS RELATING
TO CERTAIN REAL PROPERTY IN THE AREA OF PRESIDENT STREET
(BETWEEN MIDDLEBURG STREET AND INGALLS AVENUE) AND THE
ACQUISITION OF AN EASEMENT AND OPTION RELATING TO SAME

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 within the City of Troy, Rensselaer County, New York (the “City”) as authorized by the Act; and

WHEREAS, by resolution adopted August 15, 2015 (the “Resolution”), the Authority previously adopted certain Determinations and Findings (the “Findings”) pursuant to the Eminent Domain Procedures Law (“EDPL”) to acquire approximately 2.6 acres located along the Hudson River on President Street (between Middleburg Street and Ingalls Avenue) in the City and identifiable by the following section, block and lot number: 90.70-1-7 (collectively, the “Parcel”), all in connection with the undertaking by the Authority of a certain project (the “Project”, as defined within the Resolution); and

WHEREAS, in furtherance of accomplishing several of the goals of the Project, and (i) as a means of timely securing waterfront rights on the Parcel, and (ii) settlement of action commenced by the parcel owner pursuant to EDPL Section 207 (Mlock v. Troy Industrial Development Authority, A.D. 3D, Docket No. 519725, and herein, the “207 Proceeding”), the Authority and owner have proposed to resolve the matter through the execution and delivery of a certain Easement Agreement, an Option Agreement and a Settlement Agreement (the “Agreements”); and

WHEREAS, the Authority desires to authorize the execution and delivery of the Agreements, along with the acquisition of a waterfront easement over the Parcel (as delineated within the Easement Agreement) and an exclusive option to acquire the Parcel (as outlined within the Option Agreement).

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

Section 1. Subject to the Company executing the Agreements, the Authority hereby authorizes the execution and delivery of the Agreements, along with the acquisition of a waterfront easement over the Parcel (as delineated within the Easement Agreement) and an option on the Parcel (as outlined within the Option Agreement). Subject to and upon execution and delivery of the Agreements, the Authority hereby rescinds the Findings. The Authority

hereby further authorizes the expenditure of funds as set forth within the Agreements for said purposes and in furtherance of the foregoing.

Section 2. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to execute and deliver the Agreements in substantially the forms set before this meeting, with such changes and revisions as may be approved by such officers and counsel to the Authority.

Section 3. 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 4. This Resolution shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on January 9, 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, if any, of the Authority this 9th day of January, 2015.

Denee Zeigler
Denee Zeigler

(SEAL)

PROJECT AUTHORIZING RESOLUTION
(Ironworks Housing LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on February 13, 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		
Hon. Dean Bodnar		
Hon. Robert Doherty		
Steve Bouchey		
Louis Anthony		
Paul Carroll		
Mary O’Neill		
Lisa Kyer		
Tina Urzan		

The following persons were ALSO PRESENT:

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

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

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

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) AUTHORIZING THE UNDERTAKING OF A CERTAIN PROJECT (AS FURTHER DEFINED HEREIN) FOR THE BENEFIT OF OMNI HOUSING DEVELOPMENT LLC ON BEHALF OF IRONWORKS HOUSING LLC OR AN ENTITY TO BE FORMED (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, **OMNI HOUSING DEVELOPMENT LLC**, for itself and/or on behalf of an entity to be formed including **IRONWORKS HOUSING LLC** (collectively, the "Company") **IRONWORKS HOUSING LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold interest in approximately 13 acres of real property located at 45 Vandenburg Avenue at the corner of Morrison Avenue and Vandenburg Avenue, Troy, New York 12180 (the "Land", being more particularly identified as a portion of TMID No. 112.69-1-10) and the existing site and infrastructure improvements located thereon being comprised of five (5) buildings containing approximately 91,793 square feet of space along with existing site improvements (the "Existing Improvements"), (ii) the demolition of portions of the Existing Improvements and the planning, design, engineering, construction, operation and maintenance upon the Land and around the Existing Improvements of a four (4) story residential facility including ninety-eight (98) units of rental residential housing, approximately 8,000 square feet of common area space, along with related exterior access and egress improvements, parking, curbage, site work and landscaping improvements (collectively, the "Improvements"), such Improvements to be known as "The Ironworks", and (iii) 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

WHEREAS, by resolution adopted June 13, 2014 (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 10:30 a.m. on February 9, 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, Hudson Valley Community College (“HVCC”), 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 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 HVCC and determined the Project involves a Type I 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 HVCC 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 **\$10,000,000.00**, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed **\$800,000.00**. 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, _____, the undersigned, _____ of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on February 13, 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 ____ day of _____, 2015.

(SEAL)

EXHIBIT A
PUBLIC HEARING MATERIALS

EXHIBIT B
SEQRA MATERIALS

Project Description and Employment Summary Sheet

Company Name: South Lake Avenue Assoc., LLC

Address: 172 River Street, Suite D

Project Address: 46-48 South Lake Ave and 2 Prout Ave

Troy NY 12180

Project use and size (as appropriate)	
Use of space	Apartments
Property owned or leased	Owned
Square Feet	46 South Lake 6000 48 South Lake 4800 2 Prout Ave 5800
Project Costs	
Land	\$699,000 (purchase)
Buildings	\$399,680 (renovations)
Machinery and equipment cost	\$0
Utilities, roads and appurtenant costs	\$0
Architects and engineering fees	\$0
Costs of bonds issue (legal, financial and printing)	\$0
Construction loan fees and interest (if applicable)	N/A
Other (please specify)	\$15,000 (closing fee)
TOTAL PROJECT COSTS	\$1,113,680
Employment	
Existing job strength	Professional: 1 Part Time Unskilled/Skilled: 2 Full Time, 1 Part Time

INITIAL PROJECT RESOLUTION
(South Lake Avenue Assoc., LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on February 13, 2015, at 10:30 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		
Hon. Dean Bodnar		
Hon. Robert Doherty		
Steve Bouchey		
Louis Anthony		
Paul Carroll		
Mary O’Neill		
Lisa Kyer		
Tina Urzan		

The following persons were ALSO PRESENT:

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

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

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

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF SOUTH LAKE AVENUE ASSOC., 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, **SOUTH LAKE AVENUE ASSOC., LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at 46-48 South Lake Avenue and 2 Prout Street, Troy, New York 12180 (the "Land", being more particularly identified as TMID Nos. 101.43-7-6 and 101.43-4-2) and the existing improvements located thereon, including 3 building structures comprised of approximately 16,600 square feet and 20 units of commercial apartments, along with related improvements (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements, along with the installation and improvement of common areas, heating systems, plumbing, roofs, windows and other site and infrastructure improvements (collectively, the "Improvements"), all of the foregoing intended for the Company's ownership and operation of the Improvements as a commercial housing facility that will be leased by the Company to residential tenants; (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

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

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

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

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

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

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

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

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

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

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

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

Section 4. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, _____, the undersigned, _____ of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on February 13, 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 ____ day of _____, 2015.

(SEAL)