

City of Troy Industrial Development Authority

October 11, 2012
10:00AM
Meeting Minutes

Present: Wallace Altes, Dean Bodnar, Lou Anthony, Paul Carroll, Tina Urzan, Steve Bouchey and Robert Doherty

Absent: Mary O'Neill and Lisa Kyer

Also in attendance: Bill Dunne, Denee Zeigler, Justin Miller, Esq., Monica Kurzejeski, Jeff Buell, Joe Uccellini, Sharon Martin, Asher Toporovsky, Red Griffen and Ryan Silva.

Public Hearing

- I. City Station East, LLC Public Hearing

(See attached Public Hearing Agenda)

After the public hearing a general discussion by the Board took place about the project.

- II. Resolution #1: Project Authorizing Resolution for City Station East, LLC

**Steve Bouchey made the motion to approve
Hon. Dean Bodnar seconded the motion.**

7 Ayes 2 Absent 0 Nays, motion carried.

New Business

1. Resolution #2: Initial Project Resolution for Financial Assistance to O'Neill Owners, LLC

Asher Toporovsky and Red Griffen spoke about the project mentioning that there is a PILOT still in effect from 1977. O'Neill Owners, LLC wants to upgrade and renovate the building and continue its use for senior housing and retail space on the first floor. Asher gave some background on other properties they manage.

Steve Bouchey asked about the renovations that would take place.

Asher stated that the renovations will be from the top down, including management, for a total of 114 units. He has done other similar projects in New York and New Jersey.

A general discussion took place between the Board members and the presenters from O'Neill Owners LLC about improving tenant relations. Asher also added that he likes to use local contractors and green technology.

Steve Bouchey made the motion to approve the resolution.

Hon. Robert Doherty seconded the motion.

7 Ayes 2 Absent 0 Nays, motion carried.

2. The review of the Boards financial statements will be discussed at the next meeting.

III. Old Business

1. Wallace appointed board members to the committees. The Audit and Finance committee will be made up of Steve Bouchey, Mary O'Neill, Tina Urzan and Hon. Robert Doherty. The Governance committee will be made up of Wallace Altes, Lou Anthony, Lisa Kyer, Paul Carroll and Dean Bodnar.
2. Approval of the minutes from September 10, 2012 meeting.

Hon. Robert Doherty made the motion to approve the minutes.

Dean Bodnar seconded the motion.

III. Adjournment

Tina Urzan made the motion to adjourn.

Steve Bouchey seconded the motion to adjourn.

PUBLIC HEARING AGENDA
TROY INDUSTRIAL DEVELOPMENT AUTHORITY
CITYSTATION EAST, LLC PROJECT

OCTOBER 11, 2012, AT 10:00 A.M.
CITY HALL, 433 RIVER STREET, TROY, NEW YORK 12180

Report of the public hearing of the Troy Industrial Development Authority (the “Authority”) regarding the CityStation East, LLC Project held on Thursday October 11, 2012, 10:00 a.m., at the Troy City Hall, located at 433 River Street, Troy, New York 12180.

I. ATTENDANCE: Wallace Altes, Dean Bodnar, Lou Anthony, Paul Carroll, Tina Urzan, Steve Bouchey, Robert Doherty, Bill Dunne, Monica Kurzejeski, Justin Miller, Esq., Jeff Buell, Joe Uccellini, Sharon Martin, Asher Toporovsky, Red Griffen, Ryan Silva and Denee Zeigler

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

This public hearing is being conducted pursuant to Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (collectively, the “Act”). A Notice of Public Hearing describing the Project was published in *Troy Record* on September 20, 2012, a copy of which is attached hereto and is an official part of this transcript. A copy of the Application submitted by CityStation East, 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

CITYSTATION EAST, LLC (the “Company”), has requested the Authority’s assistance with a certain project (the “Project”) consisting of (i) the acquisition and retention by the Authority of fee title to certain parcels of real property located in the vicinity of 1522 Sixth Avenue, Troy, New York 12180 (the “Land”, being comprised of approximately 2.03 acres of real property and more particularly identified as TMID Nos 101.62-5-1, 101.62-5-2 and 101.61-8-3.2) and the existing site and infrastructure improvements located thereon (the “Existing Improvements”), (ii) the construction and equipping upon the Land and around the Existing Improvements of a five (5) story, mixed-use commercial and residential facility including (a) approximately 13,000 square feet of commercial and retail space, (b) forty-eight (48) units of rental residential housing, and (c) certain vehicle parking improvements and structures to accommodate approximately 250 parking spaces (collectively, the “Improvements”), such Improvements to be known as “City Station East”, 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 and Existing Improvements (the “Equipment”, and collectively with the Land, the Existing Improvements and the Improvements, the “Facility”).

It is contemplated that the Authority will acquire title to, or 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 lease. At the end of the lease term, the Company will purchase the Facility from the Authority, or if the Authority holds a leasehold interest, the leasehold interest will be terminated. The Authority contemplates that it will provide financial assistance (the “Financial Assistance”) to the Company in the form of (a) a mortgage recording tax exemption 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 Project; 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 is considering a deviation from its Uniform Tax Exemption Policy (“UTEP”) with respect to the contemplated payment-in-lieu-of-tax-agreement (the “PILOT Agreement”) to be entered into between the Authority and the Company. Specifically, the Authority is contemplating a deviation from the UTEP to provide: (i) a PILOT term of up to twenty (20) years; (ii) a fixed PILOT payment schedule requiring initial annual fixed-dollar amount payments for each of the forty-eight (48) residential units to be incorporated into the Project, with such annual payments escalating annually during the term of the PILOT Agreement; and (iii) a graduated abatement schedule relating to the Added Value attributable to the construction of the approximately 13,000 square feet of commercial space and parking garage improvements to be incorporated within the Project. The Land and Existing Improvements are currently exempt from real property and special district taxes by virtue of their ownership by the Authority (as part of CityStation West), the City and/or DOT. Upon due consideration of the Company’s application, the various positive economic and social impacts of the Project, and the Project’s general satisfaction of several considerations set forth within the UTEP, including, but not limited to (i) the impact of the proposed project on existing and proposed businesses and economic development projects in the City; (ii) the substantial capital investment associated with the Project derived from Company sources; and (iii) the extent to which the proposed project will provide additional sources of revenue for municipalities or school districts, the Authority desires to approve the proposed terms of the PILOT Agreement.

IV. AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$18,000,000.00 with the addition of 39 new full-time jobs and 27 part-time jobs within 1 year of project completion and 44 full-time jobs and 37 part-time jobs within 2 years of project completion. A significant number of construction jobs are contemplated, and the Company contemplates investing over \$12,820,000.00 in improvements to the Facility.

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 (\$12,820,000 Mortgage Loan) x 1.0%	=	\$128,200.00
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Sales and Use Tax Exemptions (Estimated \$6,000,000 in taxable materials) x 7.75%	=	\$465,000.00
PILOT Payments (estimated) \$804,745 (Housing) \$335,611 (est. Commercial at \$332k Base) \$822,528 (FMV for Added Value \$2.4M)	=	\$1,962,884.00
Estimated Full Taxes (est. \$10M FMV)	=	\$8,764,000.00
Estimated PILOT Savings	=	\$6,801,116.00
Total estimated Financial Assistance	=	\$7,394,316.00

IV. SEQRA:

The City’s Planning Board previously assumed lead agency status under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, “SEQRA”) for purposes of review of the Project and adopted a Negative Declaration on September 13, 2012. It is contemplated that the Authority will ratify the findings adopted by the Planning Board prior to or commensurate with the approval of the undertaking of the Project.

V. COMMENTS AND SUBMISSIONS FROM AFFECTED TAX JURISDICTIONS

[The Authority has received and reviewed the following correspondence from the affected taxing jurisdictions:] **No correspondence received.**

The Authority now invites any representatives of the affected taxing jurisdictions to address this public hearing and meeting of the Authority with regard to the Project and the proposed deviation. **No representatives from the affected taxing jurisdictions commented.**

VI. PUBLIC COMMENTS
No public comments.

VII. ADJOURNMENT

As there were no comments, the public hearing was closed at 10:20 a.m.

PROJECT AUTHORIZING RESOLUTION
(CityStation East, LLC Project)

A regular meeting of the Troy Industrial Development Authority (the "Authority") was convened on October 11, 2012, at 10:00 a.m., local time, at 433 River Street, Troy, New York 12180.

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

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

The following persons were ALSO PRESENT: Jeff Buell, Joe Uccellini, Bill Dunne, Justin Miller ESQ, Redman Griffin, Asher Toporovsky, Monica Kurzejeski, Ryan Silva, Sharon Martin, 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 CityStation East, LLC.

On motion duly made by Steve Bouchey 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
Wallace Altes	√			
Hon. Dean Bodnar	√			
Hon. Robert Doherty	√			
Steve Bouchey	√			
Louis Anthony	√			
Paul Carroll	√			
Mary O'Neill				√
Lisa Kyer				√
Tina Urzan	√			

Resolution No. 10-12 #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 CITYSTATION EAST, LLC (THE "COMPANY"); (ii) APPOINTING THE COMPANY AGENT OF THE AUTHORITY TO UNDERTAKE THE PROJECT; (iii) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA") WITH RESPECT TO THE PROJECT; AND (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS AND AGREEMENTS RELATING TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **CITYSTATION EAST, LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition and retention by the Authority of fee title to certain parcels of real property located in the vicinity of 1522 Sixth Avenue, Troy, New York 12180 (the "Land", being comprised of approximately 2.03 acres of real property and more particularly identified as TMID Nos 101.62-5-1, 101.62-5-2 and 101.61-8-3.2) and the existing site and infrastructure improvements located thereon (the "Existing Improvements"), (ii) the construction and equipping upon the Land and around the Existing Improvements of a five (5) story, mixed-use commercial and residential facility including (a) approximately 13,000 square feet of commercial and retail space, (b) forty-eight (48) units of rental residential housing, and (c) certain vehicle parking improvements and structures to accommodate approximately 250 parking spaces (collectively, the "Improvements"), such Improvements to be known as "City Station East", 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 and Existing Improvements (the "Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted September 10, 2012 (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 October 11, 2012, whereat all interested persons (including Affected Tax Jurisdictions as duly notified to the extent that the Financial Assistance deviates from the Agency’s Uniform Tax Exemption Policy (“UTEPP”)) were afforded a reasonable opportunity to present their views, either orally or in writing, on the location and nature of the Facility and the proposed Financial Assistance to be afforded the Company in connection with the Project (a copy of the Minutes of the Public Hearing, proof of publication and delivery of Notice of Public Hearing and Contemplated Deviation being attached hereto as **Exhibit A**); and

WHEREAS, pursuant to application by the Company, the Planning Board of the City of Troy (the “Planning Board”), as lead agency pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, “SEQRA”), previously reviewed the Project and on September 13, 2012 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 has received and reviewed the Planning Board’s Negative Declaration with respect to the Project and desires to adopt and ratify same in connection with the Authority’s authorizing of the undertaking of the Project; and

WHEREAS, the Authority and Company have negotiated an Agent Agreement (the “Agent Agreement”), lease agreement (the “Lease Agreement”) and related payment-in-lieu-of-tax agreement (the “PILOT Agreement”), and, pursuant to this resolution it is contemplated that the Authority will (i) acquire or retain a fee interest in the Land and Existing Improvements pursuant to a certain deed (the “Deed”), (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 Lease Agreement and PILOT Agreement, and (iii) 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; and

WHEREAS, the Authority previously undertook a certain project (the “CSW Project”) for the benefit of CityStation West, LLC (“CSW”) that included certain portions of the Land to be incorporated into the Facility, and pursuant hereto, the Authority desires to authorize the amendment and/or modification of certain agreements entered into by the Authority and CSW in furtherance of the CSW Project, including a certain Lease Agreement, PILOT Agreement and PILOT Mortgage, along with related documents, each dated as of March 1, 2011, and also including certain Mortgage and Security Agreements and related documents, each dated as of August 31, 2011 (collectively herein, the CSW Project Documents”).

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 Board 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 Agency hereby ratifies the SEQRA determination made by the Planning Board 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 Agent Agreement or Lease 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 or retention of the Land and Existing Improvements pursuant to a Deed and related recording documents (and/or the retention of fee title to portions of the Land as previously acquired pursuant to the CSW Project Documents), the form and substance of which shall be approved as to form and content by counsel to the Authority. The Authority further authorizes the Company 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.

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 and deliver (A) the Agent Agreement, if deemed necessary and requested by the Company prior to the execution of the Lease Agreement; (B) the Lease Agreement, pursuant to which the Authority will lease its interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company, (C) the PILOT Agreement pursuant to which the Company shall be required to make certain PILOT Payments to the Authority for the benefit of the Affected Taxing Jurisdictions (along with a related PILOT Mortgage Agreement), and (D) related documents, including, but not limited to, Sales Tax Exemption Letter(s), Bills(s) of Sale and related instruments (collectively, the "Authority Documents"); provided the rental payments under the Lease 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 (collectively, the "Financing Documents") 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 Financing 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 7. 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 amendments and/or modification agreements relating to the CSW Project Documents, in the form and substance authorized by counsel to the Authority, all in furtherance of memorializing the removal of certain portions of the Land from the CSW Project Documents and inclusion of same into the Authority Documents and Financing Documents as a component of the Facility.

Section 8. 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 9. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, William Dume, the undersigned, Executive Director 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 October 11, 2012, 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 17th day of October, 2012.



(SEAL)

INITIAL PROJECT RESOLUTION
(*ONEil Owners, LLC Project*)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 11, 2012, at 10:00 a.m., local time, at 433 River Street 5th Floor, Troy, New York 12180.

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

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

The following persons were ALSO PRESENT: Jeff Buell, Joe Uccellini, Bill Dunne, Justin Miller ESQ, Redman Griffin, Asher Toporovsky, Monica Kurzejeski, Ryan Silva, Sharon Martin, 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 ONEil Owners, LLC.

On motion duly made by Steve Bouchey and seconded by Hon. Robert Doherty, the following resolution was placed before the members of the Troy Industrial Development Authority:

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

Resolution No. 10/12 #1

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

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **ONEIL OWNERS, 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 a certain parcel of real property located at 2121 6th Avenue, Troy, New York 12180 (the "Land", being comprised of approximately 1.43 acres of real property and more particularly identified as TMID No. 101.46-2-2) and the existing improvements located thereon, including the multi-story apartment building structure located thereon containing 115 apartment housing units and related storage facilities (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for 114 one-bedroom units 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"), will continue to be leased to households satisfying applicable median gross income restrictions, including renovations to the apartment units, common areas, heating systems, plumbing, roofs, windows and other site and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

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

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

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

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

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

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

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

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

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

Section 3. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to schedule, notice and conduct a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (B) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (C) a PILOT

Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (D) related documents thereto; *provided* (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

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

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

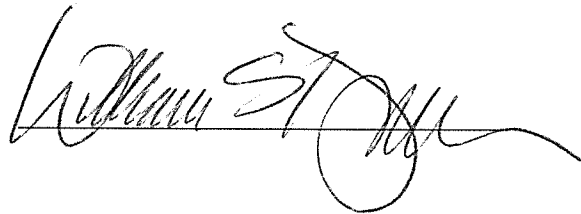
STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, William Denuce, the undersigned, Executive Director 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 October 11, 2012, 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 17th day of October, 2012.



(SEAL)