

Troy Industrial Development Authority

October 14, 2016

10:00 AM

Meeting Minutes

Present: Kevin O'Bryan, Steve Strichman, Hon. Robert Doherty, Paul Carroll, Hon. Dean Bodnar, Tina Urzan and Lou Anthony

Absent: Susan Farrell and Adam Hotaling

Also in attendance: Glenn Lunde, Jim Lozano, Mary Ellen Flores, Deanne DalPos, Kate Jarosh, Christine Rem, Justin Miller, 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 September 23, 2016 board meeting.

Paul Carrol made a motion to approve the September 23, 2016 meeting minutes.

Tina Urzan seconded the motion, motion carried.

II. 200 Broadway– Initial Project Resolution

Mr. Strichman advised the board that this will be a spoke about the project \$5 Million dollar project at the Hendrick Hudson hotel building which will convert the 3rd and 4th floors from vacant commercial to 17 residential apartments. Ms. Jarosh from Bonacio Construction spoke to the board about the project at 200 Broadway. She advised that the building was built in 1926 and used as a hotel until about 1966 when it became commercial space. Ms. Jarosh noted that it is a great piece of property that they intend to use to continue their work downtown. She advised they will convert the 3rd and 4th floors from vacant commercial to residential, make some updates to the 2nd floor commercial space, keep the first floor the same, keep the 5th and 6th floor the same and make some renovations to the commercial space on the 7th floor. She advised that they will create about 20 construction jobs and retain one management job.

The board asked about the street level tenants. Ms. Jarosh advised that there are leases in place, but noted that they are aware of how the first floor commercial space affects a neighborhood and the residential tenants above. Ms. Jarosh added that they are good neighbors that care about downtown Troy; they will remain aware of the surroundings. The board asked about the occupancy of the Keenan Building. Ms. Jarosh advised that it is fully occupied. The board asked about the square foot of the apartments for this project. Ms. Jarosh advised that they are between 650-1000 sf; one and two bedrooms. The board asked about the space Pioneer Bank took up. Ms. Jarosh advised that they took up half of the 3rd floor, the full 4th and 7th floors of the building. She added that the building is in good shape and noted that it is historic. Ms. Jarosh also

wanted to thank the board for its support with their other projects; they would not have been possible without the support of the IDA. Mr. Doherty asked if the rehabilitation will include energy efficient furnace. Ms. Jarosh advised that they will be making some changes to the heating system that will allow it to be more efficient, but not on a single system. Mr. Bodnar asked about parking issues that may come up and inquired about the ballroom on the 2nd floor. Ms. Jarosh explained that at this time, they have nothing planned for parking but are open to updates in the future. Ms. Jarosh advised that the ballroom is still there and being used as office space, but untouched.

Mr. Doherty asked about having someone onsite 24 hours a day in a building of that size. Ms. Jarosh advised that there is a security guard on site now, but he is a contractor and not counted as a FTE. Mr. Doherty asked if they will continue with the security. Ms. Jarosh advised it is currently tied to one of the leases, but they will consider keeping someone there going forward. The board had a discussion about the importance of filling this vacant space and the success they have had working with this developer.

Mr. Doherty recalled the results of the downtown parking study that was recently completed and the attraction to that area of millennials. He explained that millennials don't consider vehicles a must have and this shift has caused the thinking to change so that a place to store your car is not always necessary. Mr. Doherty advised that we should explore this more. He added that there are people working downtown that have to mover their car every two hours; it would be nice for them to get a parking pass for during work hours. (See attached Resolution 09/16 #1)

**Tina Urzan made a motion to approve the initial project resolution for Hendrick Hudson Building, LLC project.
Hon. Bob Doherty seconded the motion, motion carried.**

III. 444 River Lofts, LLC –Initial Project Resolution

Mr. Miller spoke to the board about the background of this project. He advised that the LDC bought the Marvin Neitzel building in 2012 during an auction of properties. The tenants were managed by the LDC and an RFP was sent out by them in 2013 to redevelop the building. Vecino Group, a developer based Missouri, submitted a plan that was selected by the LDC in 2013. Mr. Miller noted that Vecino Group has since invested in other areas in Troy; including the Hudson Art Haus. Mr. Miller advised that this project has gone through many changes; originally it was conceived as commercial. They encountered flood plain, parking and some other building issues that have caused Vecino Group to alter the tenant make up. As of today, a portion of the 73 units will be a mix of affordable products. Mr. Miller advised that each time the tenant make up changed, they needed to go through the State to get tax credits. They are also applying for historical tax credits. Mr. Miller added that they are working to acquire some additional parcels to be used for parking. Mr. Miller advised that they have come before this board twice to date and we are confident that this is the final product. Vecino Group has resubmitted a new application with the additional parcels and updated tenant mix. Mr. Miller added that as a result of having to change the tenant mix and several other steps, they need to change the PILOT terms from 20 to 30 years in order to match their funding. The board advised that a longer term PILOT is customary for this type of project. Mr.

Bodnar asked about the length of the PILOT for Monument Square apartments. Mr. Miller advised yes, it was a 30 year structure. He added that some of the other types of projects have PILOT terms that are also about 30-35 years to match their financing.

Mr. Bodnar spoke to the recent PILOTs that came back through for approval due to ownership changes and major remodels. Mr. Miller advised yes, that O'Neill and Monument Square were both shelter rent PILOTs that the city council had awarded in the late 70's. He added that they were nearing the end of their terms, developers came in and purchased the properties and applied for PILOTs through the IDA. Mr. Bodnar noted the long relationship with Vecino Group. Mr. Miller advised that the LDC held the building for about three years. He advised that two of those years were held as part of the LDA. Mr. Miller advised that they asked for an additional extension and the former executive director, Bill Dunne, advised that instead of extending the LDA we would sell them the property. Mr. Miller advised that Vecino has owned the building for the past 18 months. Glenn Lunde of the Community Preservation Corporation, advised that it is the same project. He explained that he would like to work with Vecino on the project; it will be a beneficial project for downtown Troy. He added that having the extension on the PILOT terms helps to stabilize the cash flow. Mr. Lunde advised that it allows them to offer additional funding and move the project forward. The chairman advised that there are several benefits to resolving this. Mr. Miller advised that we will work on some timing issues with moving this project forward.

Mr. Miller spoke about a fee sharing plan that some IDA's/LDC's in the area use. He advised that many of them take part in sharing in the IDA administration fee that is paid by the applicant when work is done by the LDC to bring the project in. The Vecino project at 444 River Street is an example where the LDC worked for quite some time to bring a project in and are could approach the IDA to possibly share the fee. The chairman advised that we will see a fee sharing agreement in the near future. Mr. Doherty asked about the percentage of LDC projects that end up at the IDA. The board advised about 50%.

Mr. Doherty asked if there would be any benefit to combining the boards. The chairman advised that each board has their own purpose and it is worthwhile to keep them separate. He added that it is a good idea to have the boards communicate more. Mr. Miller advised that the chairman serves as an LDC board member by virtue of being the IDA chairman. He added that as planning commissioner, Steve Strichman, serves on the LDC board as the Executive Director. The chairman advised that the meeting minutes can be sent out to both boards each month to help keep them both informed. (See attached Resolution 09/16 #2)

**Hon. Dean Bodnar made a motion to approve the Initial Project Resolution for 444 River Street, LLC.
Paul Carroll seconded the motion, motion carried.**

IV. 2017 Proposed Budget

Mr. Strichman distributed a copy of the IDA 2017 budget. He advised that the format is similar to what has to be submitted to the ABO with the addition of the first line that shows our estimated cash balance. Mr. Strichman explained that

this was prepared by looking at the 2016 budget and with Ms. Flores' assistance. Mr. Strichman advised that footnotes have been added to explain some of the items. He advised that footnote number two contains the upcoming fees for Hedley District projects and that the amount was carried through to the next three years as charges for services. He advised that investment earning is the interest earned on the accounts and the money received for the riverfront park staircase.

Mr. Strichman noted that on the expenditure side it contains a number of yearly fees we pay for insurance, professional service contracts and management fees we pay to the city. Mr. Strichman noted that he is increasing the amount we pay to the city to \$10,000 and dropping the \$10,000 that we pay directly to an employee to provide services. He advised that \$10,000 was added for a possible software purchase that will assist us with helping to find grants. Mr. Strichman noted that footnote four is the project sharing fee for the TLDC that we discussed earlier for the project at 444 River Street. The chairman added that there is no way to accurately project the revenue side because it depends on the deals that we do.

Mr. Bodnar asked for clarification on the \$250,000 that we show as non-operating revenue from the state for the riverfront park access project. Mr. Miller advised that the project ended at the end of 2015; however, the reimbursement came to us in 2016 and had to be listed as non-operating revenue.

Mr. Miller noted that the option for the Mlock parcel runs out in January and we have a \$500,000 option to purchase. We may want to have a discussion about that site in the near future. Mr. Strichman advised that we have an application into the state for additional funding to lessen the purchase price and we are speaking with the owner of 701 River Street to see if the parcels can be subdivided. Mr. Miller advised we can see about extending the purchase option. Mr. Bodnar asked what would happen to the boat launch project if we don't extend. Mr. Miller advised that we paid for the riverfront access and the easement. We could choose not to exercise the option, but the boat launch would continue. Mr. Bodnar clarified that we will still have the easement, but the ownership of the property would still be owned by the Mlock's. The board had a general discussion on the financial ups and downs of the past year.

Paul Carroll made a motion to approve the proposed 2017 Budget.

Lou Anthony seconded the motion, motion carried.

V. Adjournment to the CRC

The chairman advised that there are applicants here related to a CRC proposal and asked that we adjourn the IDA portion of the meeting and convene as the CRC.

Tina Urzan made a motion to adjourn the IDA meeting at 10:47 a.m. and convene the CRC meeting.

Hon. Bob Doherty seconded the motion, motion carried.

Lou Anthony made a motion to re-convene the IDA meeting at 11:10 a.m.

Tina Urzan seconded the motion, motion carried.

VI. Financials

Ms. Flores advised that there is \$730,000 in assets versus \$73,000 in liabilities leaving \$657,000 in equity. The board asked about what is listed in the receivables section. Ms. Flores advised that that amount represents the PILOTs.

Ms. Flores advised that the profit and loss report shows a \$48,000 profit from administration fees received from HV Housing and Garnet Housing. The board asked if there will be more fees being received. Mr. Miller advised yes, there will be fees coming in for the closing for 433 River Street, LLC which takes place next week. Mr. Bodnar asked about the last Garnet Housing project. Mr. Miller advised yes, it was the sale of the four properties from their original list of properties. Mr. Miller added that HV Housing closed at the end of last month and we just received the payment. Ms. Flores agreed and noted that the check is going to be deposited this week.

Hon. Dean Bodnar made a motion to accept the financials as presented.

Paul Carroll seconded the motion, motion carried.

VII. New Business

The chairman advised he has had conversations with the two council members asking if they have heard anything from the public about the meeting times being an issue and presented the same question to the board members. The board advised that they have not heard about any issues regarding the meeting times.

The chairman also noted that several of the IDA members have been contacted by a blogger that is looking for information on the board's activities. The board members that have spoken to him have tried to be educational and informative, but he may still reach out to the rest of the board.

With no other items to discuss, the IDA portion of the meeting was adjourned at 11:30 a.m.

Tina Urzan made a motion to adjourn the IDA meeting.

Paul Carroll seconded the motion, motion carried.

INITIAL PROJECT RESOLUTION
(Hendrick Hudson Building LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 14, 2016 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 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	
Louis Anthony	X	
Paul Carroll	X	
Adam Hotaling		X
Susan Farrell		X
Tina Urzan	X	

The following persons were ALSO PRESENT: Glenn Lunde, Jim Lozano, Mary Ellen Flores, Deanne DalPos, Kate Jarosh, Christine Rem, Justin Miller, 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 Hendrick Hudson Building LLC.

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

Resolution No. 10/16 #1

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF HENDRICK HUDSON BUILDING 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, **HENDRICK HUDSON BUILDING 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 .32 acres of real property located at 200 Broadway, Troy, New York 12180 (the "Land", being more particularly identified as TMID No. 101.53-3-1.1) and the existing building parking, site and infrastructure improvements located thereon consisting principally of a seven story and approximately 80,000 square foot commercial office building (the "Existing Improvements"), (ii) the planning, design, engineering, construction, reconstruction, rehabilitation and improvement of the Land and Existing Improvements into a mixed-use commercial and residential facility, including the conversion of third and fourth floor levels to accommodate up to seventeen (17) residential apartment units, the upgrade and improvement of commercial spaces, exterior access and egress improvements, elevator, roof, window, utility and HVAC improvements, and parking, curbage, 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)

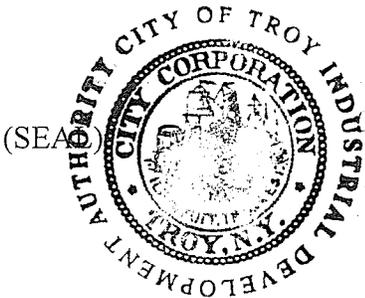
I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on October 14, 2016, 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 14th day of October, 2016.

Denee Zeigler



INITIAL PROJECT RESOLUTION

(444 River Lofts, LLC– 444 River Street Redevelopment Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 14, 2016 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	
Louis Anthony	X	
Paul Carroll	X	
Adam Hotaling		X
Susan Farrell		X
Tina Urzan	X	

The following persons were ALSO PRESENT: Glenn Lunde, Jim Lozano, Mary Ellen Flores, Deanne DalPos, Kate Jarosh, Christine Rem, Justin Miller, 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 444 River Lofts, LLC, for itself or an entity to be formed.

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

<u>MEMBER</u>	<u>PRESENT</u>	<u>ABSENT</u>
Kevin O’Bryan	X	
Hon. Dean Bodnar	X	
Hon. Robert Doherty	X	
Louis Anthony	X	
Paul Carroll	X	
Adam Hotaling		X
Susan Farrell		X
Tina Urzan	X	

Resolution No. 10/16 #2

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF 444 RIVER LOFTS, LLC, FOR ITSELF OR AN ENTITY TO BE FORMED (COLLECTIVELY, 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, **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) 24 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) 6 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, 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) an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), (B) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (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, 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 October 14, 2016, 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 14th day of October, 2016.

Denee Zeigler

