



January 18, 2019  
10:00 AM  
Regular Board  
Meeting Minutes

**Present:** Heidi Knoblauch, Hon. Mark McGrath, Steve Strichman, Susan Farrell, Paul Carroll, Bill Strang, Tina Urzan, Elbert Watson and Hon. Anasha Cummings

**Absent:**

**Also in attendance:** Justin Miller, Esq., MaryEllen Flores, Deanna Dal Pos, Luke Nathan, Bill Flanigan, Sharon Martin, Chris Stephens, Matthew Sekellick, Ken Crowe and Denee Zeigler.

Heidi Knoblauch introduced herself as the new chair of the Troy IDA and briefly spoke about her background. Mr. Strichman introduced another new board member, Elbert Watson. Mr. Watson expressed his thanks for being appointed to the board. The Chair called the regular board meeting to order at 10:00 a.m.

I. Public Hearing – City Station North

See attached Public Hearing Agenda

II. Minutes

The board reviewed the minutes from the December 21, 2018 board meeting. Mr. Strichman noted that there needs to be a correction on the vote on page two for Kings Commons, LLC; it should be 5-1.

**Hon. Mark McGrath made a motion to approve the December 21, 2018 minutes.**

**Susan Farrell seconded the motion, motion carried.**

III. City Station North – Authorizing Resolution

Mr. Cummings asked about housing costs for this project. Mr. Strichman explained that we have seen from The News project that people are willing to pay these rates in order to move into the area. He added that this will help to diversify the population base and there are still housing opportunities for all people in Troy. Mr. Strichman added that he feels that this is a good project that will provide additional customers for downtown businesses. He added that they did not want to add more retail space after it not working in City Station East and West. Mr. Cummings agreed that ground floor commercial is difficult and asked about the flood plain issues. Mr. Strichman advised that about half of the building is in the flood plain and there is also a demand for parking. Mr. Cummings asked if the developer feels that this building will help the other buildings meet their job

creation numbers. Mr. Strichman noted that there will be 87 apartments filled with people that will be utilizing the services in the surrounding buildings. Mr. Cummings asked about the first two city station projects and if their PILOTs are starting to increase. Mr. Miller advised yes, they are starting to step up. Mr. Strichman added that many of the PILOTs are starting to increase in the next few years. The chair noted that she is excited to see that there will be class A office space going into that building and feels that their requirements will be fulfilled. Mr. Cummings agreed and is glad that there will be office space included in this project. He also asked if a project with a PILOT is sold to a non-profit. Mr. Miller advised it would most likely nullify the PILOT and would become an issue for the city to deal with. Mr. McGrath asked about project at The News. Mr. Strichman noted that it was a Rensselaer County IDA project and they are fully rented, with rents being on the higher end. Mr. Cummings asked if there are vacancy rates included in the numbers. Mr. Strichman advised that vacancy rates were included in with the project proposal. Mr. Sekellick explained that the rents in The News start at \$1,000 and go up to \$2,000; adding that when they first proposed the project they were estimated at starting at \$800. He added that \$1,400 is significantly higher. The chair wanted to commend the inclusion of the Host Community Agreements in the newer PILOTs. (See attached Resolution 1/19 #1)

**Hon. Mark McGrath made a motion to approve the Authorizing Project Resolution for the City Station North, LLC project.  
Bill Strang seconded the motion, motion carried.**

IV. Election of Officers

The board advised this item will be moved to the annual meeting in March.

V. Annual Disclosure and Fiduciary Forms

Mr. Strichman explained that each year we need to collect this information. Please fill out and return to Denee Zeigler.

VI. Executive Directors report

**Wayfinding Proposal** – Mr. Strichman advised that the Wayfinding Proposal will be sent out by the City of Troy; funding by the TRF and the Troy IDA.

VII. Financials

Mary Ellen Flores went over the balance sheet with the board members. She advised \$1.2 Million in assets, \$62,000 in liabilities and \$1.1 Million in equity. She advised that the largest change in the cash account; which we will talk about in the P&L.

Ms. Flores advised a surplus for the month of December in the amount of \$113,000 due to the income from Kings Commons and 701 River Street closings. She advised that there was one expense for the payment of management fees to the city.

**Paul Carroll made a motion to approve the financials as presented to the board.  
Hon. Mark McGrath seconded the motion, motion carried.**

VIII. Adjournment

With no new or old business to discuss, the regular board meeting was adjourned at 10:30 a.m.

**Paul Carroll made a motion to adjourn the IDA meeting at 10:30 a.m.  
Tina Urzan seconded the motion, motion carried.**

PUBLIC HEARING AGENDA  
TROY INDUSTRIAL DEVELOPMENT AUTHORITY  
CITYSTATION NORTH, LLC  
JANUARY 18, 2019 AT 10:00 A.M.  
CITY HALL, 433 RIVER STREET, 5<sup>TH</sup> FLOOR, TROY, NEW YORK 12180

Report of the public hearing of the Troy Industrial Development Authority (the “Authority”) regarding the CityStation North, LLC Project held on Friday January 18, 2019 at 10:00 a.m., at the Troy City Hall, located at 433 River Street, 5<sup>th</sup> Floor, Troy, New York 12180.

I. ATTENDANCE

Steven Strichman, Executive Director  
Heidi Knoblauch, Chair  
Hon. Mark McGrath, Board Member  
Susan Farrell, Board Member  
Paul Carroll, Board Member  
Bill Strang, Board Member  
Tina Urzan, Board Member  
Elbert Watson, Board Member  
Hon. Anasha Cummings, Board Member  
Justin Miller, Esq., IDA counsel  
MaryEllen Flores, IDA CFO  
Denee Zeigler, Acting Secretary  
Bill Flanigan, Company Representative  
Deanna Dal Pos, Real Estate  
Ken Crowe, Reporter  
Luke Nathan, Reporter  
Sharon Martin, City of Troy Assessor  
Chris Stephens, Wojeski & Co.  
Matthew Sekellick, General Public

II. CALL TO ORDER: (Time: 10:00 a.m.). Heidi Knoblauch 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*, a copy of which is attached hereto and is an official part of this transcript. A copy of the Application submitted by CityStation North, 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 NORTH, 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 an approximately 1.65 acres of land located at 134 and 141 Congress Street, Troy, New York 12180 (the “Land”, being more particularly identified as TMID Nos. 101.61-8-2 and 101.61-3-2) and the existing improvements located thereon consisting of approximately 65,000 sf of building improvements and related parking spaces (the “Existing Improvements”), (ii) the demolition of the Existing Improvements and the planning, design, engineering, construction and operation of a mixed use commercial and residential facility containing approximately 50,000 sf of commercial space and 87 market rate rental apartment units, all to be leased by the Company to commercial and residential tenants, including curbage, utility, surface and covered parking structures and related site and 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.

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.

IV. AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$38,740,000. 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	=	\$305,100.00
Sales and Use Tax Exemptions	=	\$1,500,000.00
Estimated PILOT Savings	=	\$
<b>Total estimated Financial Assistance</b>	=	<b><u>\$</u></b>

IV. SEQRA:

For purposes of the Project, the City Planning Commission served as lead agency for purposes of review pursuant to SEQRA.

## VI. PUBLIC COMMENTS

Steven Strichman noted that this project will result in the demolition of the former EOC building; approximately 65,000 sf. He advised that this project will continue the development of the area; connecting it to the News project and to the previous CityStation projects. Mr. Strichman explained that there will be 40,000 sf of class A office space which will add to the job creation. He explained that there will be 80,000 sf of apartments; a range of 1-2 bedroom apartments with underground parking. Mr. Strichman noted that it is located in a flood plain, so the bottom floor being parking will help with this. Ms. Urzan asked how many parking spots. Mr. Strichman advised he did not have an exact number, but it will be adequate for the tenants and public use during the day.

Mr. Strichman explained that the property is currently assessed at \$2.3 Million and brings in \$105,000 per year in taxes. He advised that the total taxable value will go up to \$9 Million and bring in additional tax money that we otherwise would not get. Mr. Strichman noted that the PILOT will have 5 years at 100% exemption and will come up from there. He also advised that there is a host community agreement for this project which is paid directly to the city for increase of city services. Mr. McGrath asked if the first three years will stay the same. Mr. Strichman advised yes and added that it will account for the construction phase. Mr. McGrath asked about demolition costs. Mr. Flanigan advised that it begins at \$1 Million; starts with the abatement and then the demo. He added that we have done the initial survey and will then take it step by step.

Matthew Sekellick, downtown resident, advised that he is here to deliver a petition to the board against giving a PILOT to City Station North. He noted that 163 people have signed it. Mr. Sekellick explained that the vast majority of those that signed live in Troy. He added that this project represents a broken economic development model and we need to be more rigorous about who we give tax breaks to as a significant public subsidy. He explained that there are six reasons: The first being the cost of the apartments; \$1400 a month for a one bedroom. He advised that the cost may also go up once the project is completed; he gave The News as an example. Mr. Sekellick ultimately displaces current residents and drive up rents for everyone living in the city. He added that the CityStation projects do not meet the zoning requirements drawn up by the City which was developed during the Congress/Ferry Street Corridor Masterplan. He added that the form based code that mandates the types of frontage allowed; not blank walls for parking, but storefronts, arcades and stoops in line with the historic character of the city that we all love and draws businesses here. Mr. Sekellick advised that it also inappropriate scaled and out of character with the city. He advised that the large, boxy design is so that CityStation can maximize rents and extract profits. He added that the design fails to extend the walkability by not having storefronts. Mr. Sekellick added that this will be the fourth of the CityStation projects; all have which have received funding assistance from the IDA. He added that they all have had similar problems in relationship to the form based code, failed to meet the job numbers, connect to the downtown and they have a poor reputation among RPI students. He advised that many of the people who signed the petition were former tenants. Mr.

Sekellick noted that United Group's project recently received a \$1.7 Million dollar grant and were awarded a NY ESD grant about five years ago and did nothing with it until it was about to expire. Mr. Sekellick read the following into the record:

United Group of Companies has already received significant public support for City Station, including PILOT agreements for the three existing buildings, and \$1.7 million from the State Regional Economic Development Council for City Station North.

City Station has not provided significant public benefit to Troy, and has failed to live up to the promises made to the IDA in the past. United Group now asks you for a public subsidy to build a fourth building that will do nothing to improve neighborhood walkability and fails to comply with city zoning. They ask you to subsidize extraordinarily high rents that will only drive up costs for current downtown residents and lead to displacement.

PILOT agreements are a public subsidy. The public should only subsidize private projects in rare circumstances and when they offer substantial public benefit. The public should not subsidize projects that will ultimately detract from a neighborhood.

PILOTs should not support for-profit, "market-rate" development that will drive up rents and displace current Troy residents. The public should not subsidize projects that will happen regardless of public subsidy: developers choose to build in Troy because it is a desirable location-not because they are receiving tax breaks.

PILOTs must stop being used as giveaways to corporations, paid for by the public.

United Group of Companies neither needs, nor deserves, further tax breaks from the City of Troy, and we urge you to deny their application for a PILOT agreement for City Station North.

Deanna Dal Pos asked if there was a preference of what the petitioners wanted to see there if United Group did not put their project there. Mr. Sekellick advised that would be a better question for the city/planning department. He referred to the Congress/Ferry Street Corridor Plan.

## VII. ADJOURNMENT

As there were no additional comments, the public hearing was closed at 10:15 a.m.

**PROJECT AUTHORIZING RESOLUTION**  
*(CityStation North, LLC Project)*

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on January 18, 2019 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>
Heidi Knoblauch	X	
Elbert Watson	X	
Hon. Anasha Cummings	X	
Hon. Mark McGrath	X	
Paul Carroll	X	
William Strang	X	
Susan Farrell	X	
Tina Urzan	X	

The following persons were ALSO PRESENT: Steven Strichman, Justin Miller, Esq., MaryEllen Flores, Deanna Dal Pos, Luke Nathan, Bill Flanigan, Sharon Martin, Chris Stephens, Matthew Sekellick, 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 for the benefit of CityStation North, LLC, for itself or an entity to be formed.

On motion duly made by Hon. Mark McGrath and seconded by Bill Strang, the following resolution was placed before the members of the Troy Industrial Development Authority:

Member	Aye	Nay	Abstain	Absent
Heidi Knoblauch	X			
Elbert Watson	X			
Hon. Anasha Cummings	X			
Hon. Mark McGrath	X			
Paul Carroll	X			
William Strang	X			
Susan Farrell	X			
Tina Urzan	X			

Resolution No. 01/19 #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 NORTH, LLC (THE "COMPANY"); (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, **CITYSTATION NORTH, 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 an approximately 1.65 acres of land located at 134 and 141 Congress Street, Troy, New York 12180 (the "Land", being more particularly identified as TMID Nos. 101.61-8-2 and 101.61-3-2) and the existing improvements located thereon consisting of approximately 65,000 sf of building improvements and related parking spaces (the "Existing Improvements"), (ii) the demolition of the Existing Improvements and the planning, design, engineering, construction and operation of a mixed use commercial and residential facility containing approximately 50,000 sf of commercial space and 87 market rate rental apartment units, all to be leased by the Company to commercial and residential tenants, including curbage, utility, surface and covered parking structures and related site and 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, by resolution adopted October 19, 2018 (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 January 18, 2019 whereat all interested persons were afforded a reasonable opportunity to present their views, either orally or in writing on the location and nature of the Facility and the proposed Financial Assistance to be afforded the Company in connection with the Project (a copy of the Minutes of the Public Hearing, proof of publication and delivery of Notice of Public Hearing being attached hereto as **Exhibit A**); and

WHEREAS, pursuant to application by the Company, the Planning Commission of the City of Troy (the "Planning Commission"), as lead agency pursuant to the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"), previously reviewed the Project and adopted a negative declaration (the "Negative Declaration") with respect to the Project, a copy of which is attached hereto as **Exhibit B**; and

WHEREAS, the Authority and Company have negotiated the terms of an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), a Lease Agreement (the "Lease Agreement"), related Leaseback Agreement (the "Leaseback Agreement") and related Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and, subject to the conditions set forth within this resolution, it is contemplated that the Authority will (i) acquire a leasehold interest in the Land and Existing Improvements pursuant to the Lease Agreement, (ii) appoint the Company agent of the Authority to undertake the Project and lease the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company for the term of the Leaseback Agreement and PILOT Agreement, and (ii) provide certain forms of Financial Assistance to the Company, including (a) mortgage recording tax exemption(s) relating to one or more financings secured in furtherance of the Project; (b) a sales and use tax exemption for purchases and rentals related to the construction and equipping of the Project; and (c) a partial real property tax abatement structured through the PILOT Agreement.

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

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

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

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

(C) The action to be taken by the Authority will induce the Company to develop the Project, thereby increasing employment opportunities in the City of Troy, New York, and otherwise furthering the purposes of the Authority as set forth in the Act; and

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

(E) The Authority has reviewed the Negative Declaration adopted by the Planning Commission and determined the Project involves an "Unlisted Action" as said term is defined under SEQRA. The review is uncoordinated. Based upon the review by the Authority of the Negative Declaration, related Environmental Assessment Form (the "EAF") and related documents delivered by the Company to the Authority and other representations made by the Company to the Authority in connection with the Project, the Authority hereby ratifies the SEQRA determination made by the Planning Commission and the Authority further finds that (i) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (ii) the Project will not have a "significant effect on the environment" as such quoted terms are defined in SEQRA; and (iii) no "environmental impact statement" as such quoted term is defined in SEQRA, need be prepared for this action. This determination constitutes a negative declaration in connection with the Authority's sponsorship and involvement with the Project for purposes of SEQRA.

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

Section 3. Subject to the Company executing the Leaseback Agreement and/or a related Agent Agreement, along with the delivery to the Authority of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Authority, the Authority hereby authorizes the undertaking of the Project, including the acquisition of a leasehold interest in the Land and Existing Improvements pursuant to the Lease Agreement and related recording documents, the form and substance of which shall be approved as to form and content by counsel to the Authority. Subject to the within conditions, the Authority further authorizes the execution and delivery of the Leaseback Agreement, wherein the Company is authorized to undertake the construction and equipping of the Improvements and hereby appoints the Company as the true and lawful agent of the Authority: (i) to acquire, construct and equip the Improvements and acquire and install the Equipment; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Authority with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors

of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Authority could do if acting in its own behalf. The foregoing authorization and appointment by the Authority of the Company as agent to undertake the Project shall expire on June 30, 2018, unless extended by the Executive Director of the Authority upon written application by the Company.

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 **\$18,750,000.00**, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed **\$1,500,000.00**. The Authority agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Authority upon being provided with appropriate documentation detailing the additional purchases of property or services, and, to the extent required, the Authority authorizes and conducts any supplemental public hearing(s).

Pursuant to Section 1963-b of the Act, the Authority may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Authority as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project (collectively, items (i) through (vi) hereby defined as a “Recapture Event”).

As a condition precedent of receiving sales and use tax exemption benefits, mortgage recording tax exemption benefits, and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Authority, cooperate with the Authority in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Authority that the Authority demands, if and as so required to be paid over as determined by the Authority.

Section 4. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to execute, deliver (A) the Agent Agreement, wherein the Authority will appoint the Company as agent to undertake the Project, (B) the Lease Agreement, pursuant to which the Company will lease its interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Authority, (C) the Leaseback Agreement, pursuant to which the Authority will lease its interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility back to the Company, (D) the PILOT Agreement pursuant to which the Company shall be required to make certain PILOT Payments to the Authority for the benefit of the Affected Taxing Jurisdictions (along with a related PILOT Mortgage Agreement, or in the discretion of the Executive Director, a sufficient guaranty of performance under the Leaseback Agreement and PILOT Agreement), and (E) related documents, including, but not limited to, Sales Tax Exemption Letter(s), Bills(s) of Sale and related instruments; provided the rental payments under the Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 5. The Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority are hereby further authorized, on behalf of the Authority, and to the extent necessary, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project and/or finance/refinance acquisition and Project costs, equipment and other personal property and related transactional costs, and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority shall approve, the execution thereof by the Chairman, Vice Chairman or the Executive Director/Chief Executive Officer of the Authority to constitute conclusive evidence of such approval; provided, in all events, recourse against the Authority is limited to the Authority's interest in the Project.

Section 6. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 7. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK )  
COUNTY OF RENSSELAER )

I, Denee Zeigler, the undersigned, Acting Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on January 18, 2019, 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 18<sup>th</sup> day of January, 2019.

*Denee Zeigler*



EXHIBIT A  
PUBLIC HEARING MATERIALS

EXHIBIT B  
SEQRA MATERIALS