

PROJECT AUTHORIZING RESOLUTION

(Industrial Park Cold Storage, LLC – Old World Provisions, Inc. Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on September 20, 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	
Richard Nolan	X	
Hon. Anasha Cummings	X	
Elbert Watson	X	
Hon. Coleen Paratore		X
Paul Carroll	X	
Susan Farrell		X
Tina Urzan	X	

The following persons were ALSO PRESENT: Steven Strichman, Dylan Turek, Justin Miller, Esq., Mary Ellen Flores, Deanna Dal Pos, Stuart Swiggett, Danny Sanders, Morris Friedman, Jim Conroy, Sharon Martin and Dennee 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 Industrial Park Cold Storage, LLC – Old World Provisions, Inc.

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

Member	Aye	Nay	Abstain	Absent
Heidi Knoblauch	X			
Richard Nolan	X			
Hon. Anasha Cummings	X			
Elbert Watson	X			
Hon. Coleen Paratore				X
Paul Carroll	X			
Susan Farrell				X
Tina Urzan	X			

Resolution No. 09/19 #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 INDUSTRIAL PARK COLD STORAGE, 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, the Authority previously undertook a certain project (the "2009 Project") for the benefit of Industrial Park Cold Storage, LLC (the "Company") consisting of (i) the acquisition by the Authority of fee title to or a leasehold interest in one or more parcels of real property located at 10 and 12 Industrial Park Road, Troy, New York 12180 (the "2009 Land") and the existing improvements and approximately 9,000 square foot building located thereon, if any (the "2009 Existing Improvements"), (ii) the renovation, refurbishment and equipping of the 2009 Existing Improvements and construction and installation of an approximately 10,000 square foot refrigerated warehouse addition to the Existing Improvements for use as an integrated mat processing and warehouse facility (collectively, the "2009 Improvements") to be leased for operations to Old World Provisions, Inc. (the "Operator"), and (iii) the acquisition and installation by the Company in and around the 2009 Improvements of certain items of equipment and other tangible personal property necessary and incidental in connection with the Company's projected increase in the number of employees currently working at the Project facility (the "2009 Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "2009 Facility"); and

WHEREAS, in furtherance of the 2009 Project, the Authority and Company entered into (i) that certain Lease Agreement, dated as of February 1, 2009 (the "Lease Agreement"), with acknowledgment and guaranty of the Operator wherein the Company leased the 2009 Facility to the Authority, (ii) that certain Leaseback Agreement, also dated as of February 1, 2009, with acknowledgment and guaranty of the Operator (the "Leaseback Agreement"), wherein the Authority leased the 2009 Facility back to the Company, (iii) that certain Payment in Lieu of Tax Agreement, dated as of February 1, 2009 (the "PILOT Agreement"), with acknowledgment and guaranty of the Operator wherein the Company is obligated to make certain PILOT Payments to the Authority for the benefit of Affected Tax Jurisdictions, and (iv) related

documents (collectively, the foregoing being referred to as the “2009 Authority Documents”); and

WHEREAS, the Company has submitted a new Application requesting the Authority’s assistance with a certain project (the “Project”) consisting of (i) retention of the Authority’s leasehold interests that certain 4.74 acre parcel of land located at 12 Industrial Park Road in the City of Troy (the “Land”, being more particularly identified as TMID No. 112.00-4-34) and the existing improvements located thereon consisting of approximately 20,000 sf of building space utilized for the production and packaging of specialty meat products by the Operator (the “Existing Improvements”), (ii) the planning, design, engineering, construction and operation of an approximately 13,300 sf building addition to expand production and related space and amenities, including production and building system improvements, modifications, upgrades, parking lot, curbage 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 August 16, 2019 (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 September 20, 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”), amendments to the Lease Agreement, Leaseback Agreement and the PILOT Agreement, along with related documents, and, subject to the conditions set forth within this resolution, it is contemplated that the Authority will retain 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 amended 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 amended 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 amended 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 December 31, 2020, 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 \$3,375,000.00, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed \$270,000.00. 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) amended 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) amended 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) amended 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 amended 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 September 20, 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 20th day of September, 2019.

Denée Zeigler



EXHIBIT A
PUBLIC HEARING MATERIALS

TROY INDUSTRIAL DEVELOPMENT AUTHORITY

Troy City Hall
433 River Street, 5th Floor
Troy, New York 12180

NOTICE OF PUBLIC HEARING

September 3, 2019

VIA CERTIFIED MAIL

To: The Attached List of Affected Tax Jurisdictions

**Re: Troy Industrial Development Authority (the "Authority")
Industrial Park Cold Storage, LLC with
Old World Provisions, Inc. Project
Notice of Public Hearing**

Ladies and Gentlemen:

On September 20, 2019, at 10:00 a.m., local time, at the Troy City Hall, located at 433 River Street, 5th Floor, Troy, New York 12180, the Troy Industrial Development Authority (the "Authority") will conduct a public hearing regarding the above-referenced project. Please find enclosed a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Authority. The Notice has been submitted to *The Record* for publication.

The 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. We are providing this notice to you as the chief executive officer of an affected tax jurisdiction within which the project is located. You are welcome to attend such hearing at which time you will have an opportunity to review the project application and present your views, both orally and in writing, with respect to the project.

**TROY INDUSTRIAL
DEVELOPMENT AUTHORITY**

Steven Strichman
Executive Director

List of Affected Taxing Jurisdictions
Troy Industrial Development Authority
Industrial Park Cold Storage, LLC – Old World Provisions, Inc. Project

County of Rensselaer

Hon. Steven F. McLaughlin, County Executive
County of Rensselaer
Rensselaer County Office Building
1600 7th Avenue, 5th Floor
Troy, New York 12180-3409

Mr. Mike Slawson, Chief Financial Officer
County of Rensselaer
Rensselaer County Office Building
1600 7th Avenue, 5th Floor
Troy, New York 12180-3409

Mr. William Film, Director
County of Rensselaer
Bureau of Tax Services
Rensselaer County Office Building
1600 7th Avenue, 5th Floor
Troy, New York 12180-3409

City of Troy

Hon. Wm. Patrick Madden, Mayor
City of Troy
Troy City Hall
433 River Street, 5th Floor
Troy, New York 12180

Ms. Sharon L. Martin, Assessor
City of Troy
Troy City Hall
433 River Street, 5th Floor
Troy, New York 12180

Enlarged City School District of Troy

John Carmello, Superintendent of Schools
Enlarged City School District of Troy
475 First Street
Troy, New York 12180

Thomas Mayo, Board President
Enlarged City School District of Troy
475 First Street
Troy, New York 12180

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing 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 (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (the "Authority") will be held on September 20, 2019 at 10:00 a.m., local time, at the Troy City Hall, located at 433 River Street, 5th Floor, Troy, New York 12180 in connection with the following matter:

The Authority previously undertook a certain project (the "2009 Project") for the benefit of Industrial Park Cold Storage, LLC (the "Company") consisting of (i) the acquisition by the Authority of fee title to or a leasehold interest in one or more parcels of real property located at 10 and 12 Industrial Park Road, Troy, New York 12180 (the "2009 Land") and the existing improvements and approximately 9,000 square foot building located thereon, if any (the "2009 Existing Improvements"), (ii) the renovation, refurbishment and equipping of the 2009 Existing Improvements and construction and installation of an approximately 10,000 square foot refrigerated warehouse addition to the Existing Improvements for use as an integrated mat processing and warehouse facility (collectively, the "2009 Improvements") to be leased for operations to Old World Provisions, Inc. (the "Operator"), and (iii) the acquisition and installation by the Company in and around the 2009 Improvements of certain items of equipment and other tangible personal property necessary and incidental in connection with the Company's projected increase in the number of employees currently working at the Project facility (the "2009 Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "2009 Facility"). In furtherance of the 2009 Project, the Authority and Company entered into (i) that certain Lease Agreement, dated as of February 1, 2009 (the "Lease Agreement"), with acknowledgment and guaranty of the Operator wherein the Company leased the 2009 Facility to the Authority, (ii) that certain Leaseback Agreement, also dated as of February 1, 2009, with acknowledgment and guaranty of the Operator (the "Leaseback Agreement"), wherein the Authority leased the 2009 Facility back to the Company, (iii) that certain Payment in Lieu of Tax Agreement, dated as of February 1, 2009 (the "PILOT Agreement"), with acknowledgment and guaranty of the Operator wherein the Company is obligated to make certain PILOT Payments to the Authority for the benefit of Affected Tax Jurisdictions, and (iv) related documents (collectively, the foregoing being referred to as the "2009 Authority Documents").

The Company has submitted a new Application requesting the Authority's assistance with a certain project (the "Project") consisting of (i) retention of the Authority's leasehold interests that certain 4.74 acre parcel of land located at 12 Industrial Park Road in the City of Troy (the "Land", being more particularly identified as TMID No. 112.00-4-34) and the existing improvements located thereon consisting principally of approximately 20,000 sf of building space utilized for the production and packaging of specialty meat products by the Operator (the "Existing Improvements"), (ii) the planning, design, engineering, construction and operation of an approximately 13,300 sf building addition to expand production and related space and amenities, including production and building system improvements, modifications, upgrades, parking lot, curbage 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

The Authority will retain a leasehold interest in the Facility, and continue to lease the Facility back to the Company, which along with the Operator will operate the Facility during the term of the lease. The Authority contemplates that it will provide financial assistance (the "Financial Assistance") to the Company in the form of (i) sales and use tax exemptions with respect to the Improvements and the Equipment; (ii) mortgage recording tax exemption(s) related to the Company's financing of the Project; and (iii) a partial real property tax abatement provided through a negotiated Payment-in-lieu-of Taxes Agreement ("PILOT Agreement"). The Authority will at said time and place provide a reasonable opportunity to all interested persons to present their views, either orally or in writing, on the location and nature of the Facility, and the proposed tax benefits to be afforded the Company in connection with the Project.

Dated: September 3, 2019

By: **TROY INDUSTRIAL
DEVELOPMENT AUTHORITY**

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK,

Rensselaer County,

City of Troy.

ss:

LEGAL NOTICE NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing 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 (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (the "Authority") will be held on September 20, 2019 at 10:00 a.m., local time, at the Troy City Hall, located at 433 River Street, 5th Floor, Troy, New York 12180 in connection with the following matter:

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Louise Kilbara residing in Saratoga Springs, New York, being duly sworn, deposes and says that she is the Asst. Media News Sales Mgr. of **Media News Group** a Corporation duly organized under the laws of the State of New York; that said Corporation is the publisher of **The Record**, a daily newspaper published in the City of Troy, County of Rensselaer and State of New York, and that the notice of which the annexed is a printed copy, has been regularly published in **The Record**

ONCE DAILY for ONE DAY

to wit: on the 4th day of September, 2019

Sworn to before me this
10th day of September, 2019

Notary Public

Debra A. Beck

DEBRA A. BECK
Notary Public, State of New York
01BE6072229

Qualified in Rensselaer County
Commission Expires April 01, 2022

persons to present their views, either orally or in writing, on the location and nature of the Facility, and the proposed tax benefits to be afforded the Company in connection with the Project.

Dated: September 3, 2019

By: **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** 1x 9/4 1866804

working at the Project facility (the "2009 Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "2009 Facility"). In furtherance of the 2009 Project, the Authority and Company entered into (i) that certain Lease Agreement, dated as of February 1, 2009 (the "Lease Agreement"), with acknowledgment and guaranty of the Operator wherein the Company leased the 2009 Facility to the Authority, (ii) that certain Leaseback Agreement, also dated as of February 1, 2009, with acknowledgment and guaranty of the Operator (the "Leaseback Agreement"), wherein the Authority leased the 2009 Facility back to the Company, (iii) that certain Payment in Lieu of Tax Agreement, dated as of February 1, 2009 (the "PILOT Agreement"), with acknowledgment and guaranty of the Operator wherein the Company is obligated to make certain PILOT Payments to the Authority for the benefit of Affected Tax Jurisdictions, and (iv) related documents (collectively, the foregoing being referred to as the "2009 Authority Documents").

The Company has submitted a new Application requesting the Authority's assistance with a certain project (the "Project") consisting of (i) retention of the Authority's leasehold interests that certain 4.74 acre parcel of land located at 12 Industrial Park Road in the City of Troy (the "Land", being more particularly identified as TMID No 112.00-4-34) and the existing improvements located thereon consisting principally of approximately 20,000 sf of building space utilized for the production and packaging of specialty meat products by the Operator (the "Existing Improvements"), (ii) the planning, design, engineering, construction and operation of an approximately 13,300 sf building addition to expand production and related space and amenities, including production and building system improvements, modifications, upgrades, parking lot, curbside 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 prop-

erty 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

The Authority will retain a leasehold interest in the Facility, and continue to lease the Facility back to the Company, which along with the Operator will operate the Facility during the term of the lease. The Authority contemplates that it will provide financial assistance (the "Financial Assistance") to the Company in the form of (i) sales and use tax exemptions with respect to the Improvements and the Equipment; (ii) mortgage recording tax exemption(s) related to the Company's financing of the Project; and (iii) a partial real property tax abatement provided through a negotiated Payment-in-Lieu-of Taxes Agreement ("PILOT Agreement"). The Authority will at said time and place provide a reasonable opportunity to all interested

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature ☒ <i>[Signature]</i> ☐ Agent ☐ Addressee
1. Article Addressed to: Hon. Steven F. McLaughlin Rensselaer County Executive Rensselaer County Office Building, 5th Floor 1600 7th Avenue Troy, New York 12180	B. Received by (Printed Name) <i>[Signature]</i> C. Date of Delivery <i>9/5/15</i>
2. Article Number (Transfer from service label) 9590 9402 4891 9032 9718 38	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9718 38	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature ☒ <i>[Signature]</i> ☐ Agent ☐ Addressee
1. Article Addressed to: Hon. Wm Patrick Madden, Mayor City of Troy Troy City Hall 433 River Street, 5th Floor Troy, New York 12180	B. Received by (Printed Name) C. Date of Delivery
2. Article Number (Transfer from service label) 9590 9402 4891 9032 9718 14	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9718 14	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature ☒ <i>[Signature]</i> ☐ Agent ☐ Addressee
1. Article Addressed to: Mr. Mike Slawson, CFO County of Rensselaer Rensselaer County Office Building 1600 7th Avenue, 5th Floor Troy, New York 12180-3409	B. Received by (Printed Name) <i>[Signature]</i> C. Date of Delivery <i>9/5/15</i>
2. Article Number (Transfer from service label) 9590 9402 4891 9032 9718 45	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9718 45	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature X <i>[Signature]</i> ☐ Agent ☐ Addressee B. Received by (Printed Name) _____ C. Date of Delivery _____
1. Article Addressed to: Ms. Sharon Martin, Assessor City of Troy Assessors Office 433 River Street, 5th Floor Troy, New York 12180	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9718 07	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
2. Article Number (Transfer from service label) 7018 1130 0000 1749 9816	(over \$500) Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature X <i>[Signature]</i> ☐ Agent ☐ Addressee B. Received by (Printed Name) _____ C. Date of Delivery <u>9/5/15</u>
1. Article Addressed to: Mr. William Film, Director Bureau of Tax Services Rensselaer County Office Building 1600 7th Avenue, 5th Floor Troy, New York 12180-3409	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9718 21	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
2. Article Number (Transfer from service label) 7018 1130 0000 1749 9793	Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature X ☐ Agent ☐ Addressee B. Received by (Printed Name) _____ C. Date of Delivery _____
1. Article Addressed to: Thomas Mayo, Board President Enlarged City School District of Troy 475 First Street Troy, New York 12180	D. Is delivery address different from item 1? ☐ Yes If YES, enter delivery address below: ☐ No
 9590 9402 4891 9032 9717 84	3. Service Type ☐ Adult Signature ☐ Adult Signature Restricted Delivery ☒ Certified Mail® ☐ Certified Mail Restricted Delivery ☐ Collect on Delivery ☐ Collect on Delivery Restricted Delivery ☐ Priority Mail Express® ☐ Registered Mail™ ☐ Registered Mail Restricted Delivery ☒ Return Receipt for Merchandise ☐ Signature Confirmation™ ☐ Signature Confirmation Restricted Delivery
2. Article Number (Transfer from service label) 7018 1130 0000 1749 9830	(over \$500) Restricted Delivery
PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt	

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. John Carmello
Superintendent of Schools
Enlarged City School District of Troy
475 First Street
Troy, New York 12180



9590 9402 4891 9032 9717 91

2. Article Number (Transfer from service label)

7018 1130 0000 1749 9823

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- ☐ Agent
☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

- D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
☐ Adult Signature Restricted Delivery
☒ Certified Mail®
☐ Certified Mail Restricted Delivery
☐ Collect on Delivery
☐ Collect on Delivery Restricted Delivery
☐ Priority Mail Express®
☐ Registered Mail™
☐ Registered Mail Restricted Delivery
☒ Return Receipt for Merchandise
☐ Signature Confirmation™
☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

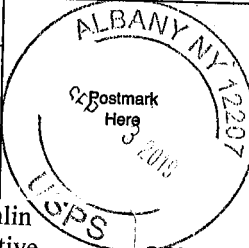
OFFICIAL USE

Certified Mail Fee

- Extra Services & Fees (check box, add fee as appropriate)
- ☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Hon. Steven F. McLaughlin
Rensselaer County Executive
Rensselaer County Office Building, 5th Floor
1600 7th Avenue
Troy, New York 12180



238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

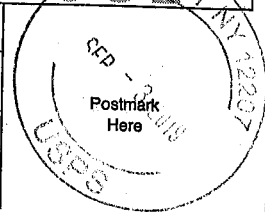
OFFICIAL USE

Certified Mail Fee

- Extra Services & Fees (check box, add fee as appropriate)
- ☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Mr. Mike Slawson, CFO
County of Rensselaer
Rensselaer County Office Building
1600 7th Avenue, 5th Floor
Troy, New York 12180-3409



238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

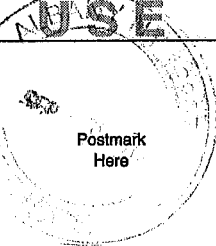
OFFICIAL USE

Certified Mail Fee

- Extra Services & Fees (check box, add fee as appropriate)
- ☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Hon. Wm Patrick Madden, Mayor
City of Troy
Troy City Hall
433 River Street, 5th Floor
Troy, New York 12180



238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

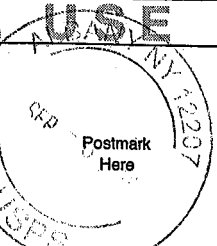
OFFICIAL USE

Certified Mail Fee

- Extra Services & Fees (check box, add fee as appropriate)
- ☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Mr. William Film, Director
Bureau of Tax Services
Rensselaer County Office Building
1600 7th Avenue, 5th Floor
Troy, New York 12180-3409



238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

7018 1130 0000 1749 9816

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OFFICIAL USE

Certified Mail Fee

\$

Extra Services & Fees (check box, add fee as appropriate)

☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Ms. Sharon Martin, Assessor
 City of Troy Assessors Office
 433 River Street, 5th Floor
 Troy, New York 12180

Postmark
Here

238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

7018 1130 0000 1749 9823

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee

\$

Extra Services & Fees (check box, add fee as appropriate)

☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Mr. John Carmello
 Superintendent of Schools
 Enlarged City School District of Troy
 475 First Street
 Troy, New York 12180

Postmark
Here

238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

7018 1130 0000 1749 9830

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee

\$

Extra Services & Fees (check box, add fee as appropriate)

☐ Return Receipt (hardcopy) \$
☐ Return Receipt (electronic) \$
☐ Certified Mail Restricted Delivery \$
☐ Adult Signature Required \$
☐ Adult Signature Restricted Delivery \$

Postage

Thomas Mayo, Board President
 Enlarged City School District of Troy
 475 First Street
 Troy, New York 12180

Postmark
Here

238401

PS Form 3800, April 2015 PSN 7530-02-000-9047

See Reverse for Instructions

EXHIBIT B
SEQRA MATERIALS