



**TROY LOCAL DEVELOPMENT CORPORATION
Board of Directors Meeting Minutes
December 21, 2012
9:00 a.m.**

BOARD MEMBERS PRESENT: Wallace Altes, Chair, Bill Dunne, Andrew Ross, Andrew Torres Ph.D., and Ken Zalewski

ABSENT:

ALSO IN ATTENDANCE: Justin Miller, Esq., Monica Kurzejeski, Denee Zeigler

Minutes

Wallace Altes called the meeting to order at 9:00 a.m.

- I. Review of minutes from the December 10, 2012 meeting. The board reviewed the minutes and moved to table the approval until some corrections could be made.

Andrew Torres made the motion to table.

Andrew Ross seconded the motion to table, motion tabled.

- II. LDA for Vecino Group

Justin Miller spoke about the LDA with Vecino Group. The LDA states that Vecino Group will have primary rights to develop their project at 444 River Street along with an additional parcel at 88 King Street. Vecino Group will have an exclusive option to acquire the secondary parcels that surrounded the property.

The Chairman questioned if there were any structures on the secondary parcels. Bill Dunne shared a parcel map of the area with the board members and indicated that two parcels do have structures on them. Justin also explained that Vecino Group will have about one year to get hard financing in place before they come to us to purchase. A deposit will be given of \$20,000 to be held until that time. Andrew Ross questioned if it was non-refundable. Justin explained that only if the sixth months go by or they have financing in place.

Monica has discussed with the current tenants of 444 River Street the possibility of the building changing ownership within the next six months. She also walked through the building with a structural engineer and was given the okay that the building is sound.

The Chairman questioned the timeline. Justin and Monica advised the building should be ready to rent within the next 1 ½ - 2 years.

Ken Zalewski questioned if there would be any traffic disruptions while the building is being worked on. Andrew Ross advised that once they own the building and begin work, they would be dealing with the City at that point with permits.

Members of the board said they were excited about this project and they were glad it was moving along. They also agreed that they were glad to see some interest from a developer from outside the City.

The Chairman thanked Monica Kurzejeski for her hard work on the project.

The board reviewed the attached resolution authorizing the execution and delivery of a land disposition agreement with the 444 River Lofts, LLC and the acquisition of certain parcels of land from the City of Troy, New York.

**Andrew Ross made a motion to approve the resolution.
Ken Zalewski seconded the motion, motion carried.**

III. Old Business

The board discussed the status of several properties.

Monica Kurzejeski spoke about meeting with interested developers to discuss 9 First Street.

The Mooradian's building on River Street is currently on the market.

The Marshall Ray building is in the process of asbestos removal and being winterized. Bill Dunne mentioned that the parcel of land behind the Marshall Ray building that has also been discussed because it is connected to the proposed Ingall's Ave boat launch site.

The Trojan Hotel and Broadway News were also discussed briefly.

Bill Dunne mentioned he will reach out to Boilerworks.

IV. Adjournment

The next meeting will be on Friday January 11, 2013 at 8:30 a.m. in the planning department conference room.

**Ken Zalewski made the motion to adjourn the meeting.
Andrew Torres seconded the motion, motion carried.**

TROY LOCAL DEVELOPMENT CORPORATION

At a regular meeting of the Directors of the Troy Local Development Corporation (the "Corporation") was convened on Friday December 21, 2012, at 9:00 a.m.

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (i) THE EXECUTION AND DELIVERY OF A LAND DISPOSITION AGREEMENT WITH THE 444 RIVER LOFTS, LLC, AND (ii) THE ACQUISITION OF CERTAIN PARCELS OF LAND FROM THE CITY OF TROY, NEW YORK

WHEREAS, pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law ("N-PCL" or the "LDC Act") of the State of New York, the Corporation was established as a domestic, not-for-profit corporation on November 29, 1988, and thereafter reincorporated as a domestic, not-for-profit local development corporation pursuant to N-PCL Section 1411(h) pursuant to a certain Certificate of Reincorporation filed on April 5, 2010 (the "Certificate"), all for certain charitable and public purposes, among other things, including relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the City of Troy, New York (the "City") by attracting new industry to the City or by encouraging the development of, or retention of, an industry in the City, and lessening the burdens of government and acting in the public interest; and

WHEREAS, in furtherance of the purposes and powers vested in the Corporation under the LDC Act and Certificate, the Corporation previously acquired a certain commercial property located at 444 River Street in the City consisting of approximately .45 acres of land (the "Primary Land", as further defined herein) upon which is situated a 5-story commercial building containing approximately 88,000 sf of rentable commercial space (the "Primary Improvements", and collectively with the Primary Land, the "Primary Property"); and

WHEREAS, in furtherance of the redevelopment of the Primary Property to its highest and best use, the Corporation issued a certain Request for Proposals (the "RFP"), wherein the Corporation solicited offers from interested developers to acquire and redevelop the Primary Property, along with an additional parcel of land known as 88 King Street (as further described herein and being a portion of the Secondary Properties, as further defined herein); and

WHEREAS, Vecino Bond Group, LLC ("Vecino"), for itself or on behalf of an entity to be formed, submitted a proposal (the "Proposal") in response to the RFP wherein the Company proposes to undertake a certain Project (the "Project") consisting of (A) the acquisition of the Primary Property and certain Secondary Properties (as defined herein) from the Corporation; (B) the planning, design, rehabilitation, construction, reconstruction and renovation of the Primary Improvements and upon the Primary Property and Secondary Properties of a 75-unit market rate residential apartment facility along with related and appurtenant parking improvements and amenities (the "Improvements"); (C) the acquisition and installation in and around the Primary Property and Improvements of certain machinery, equipment and other items of tangible

personal property (the “Equipment”, and collectively with the Primary Property, Secondary Properties, Improvements and the Equipment, the “Facility”); and

WHEREAS, in furtherance of the Project, the Corporation has negotiated terms for disposition (the “Disposition”) of the Primary Property and Secondary Properties to Vecino affiliate 444 River Lofts, LLC (the “Company”) to be memorialized in a certain Land Disposition Agreement with Exclusive Option and License (the “LDA”), the form of which is set before this meeting; and

WHEREAS, in furtherance of the Disposition, and in accordance with applicable provisions of the Public Authorities Law (“PAL”), the Corporation previously issued a Notice of Disposition to required recipients pursuant to PAL Section 2897(6)(d), dated November 10, 2011, whereby the Corporation may undertake the Disposition on or after October 26, 2102, such Disposition being exempted from publicly advertising for bids pursuant to PAL Section 2897(6)(c)(v) and obtaining fair market value pursuant to PAL Section 2897(7)(ii); and

WHEREAS, in furtherance of the Project, the Corporation desires to (i) authorize the execution and delivery of the LDA, and (ii) authorize the acquisition of the Secondary Properties to be transferred to the Company pursuant to the LDA.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TROY LOCAL DEVELOPMENT CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby authorizes the undertaking of the Disposition of the Primary Property to the Company in accordance with the terms and conditions set forth within the LDA. The Corporation further authorizes the acquisition of the Secondary Properties from the City for assemblage and disposition to the Company in accordance with the terms of the LDA. The Chairman (or Vice Chairman) and/or Executive Director of the Corporation are hereby authorized, on behalf of the Corporation, to execute and deliver the LDA in substantially the form attached hereto as **Exhibit A**, with such changes, variations, omissions and insertions as authorized by the Chairman, Vice Chairman and/or Executive Director of the Corporation, the execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency to constitute conclusive evidence of such approval.

Section 2. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation. The foregoing authorizations shall include, but not be limited to execution and delivery by the Chairman, Vice Chairman, Executive Director, Secretary and Acting Secretary of the Corporation of banking signature cards and other instruments necessary to evidence the foregoing

Section 3. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	Yea	Nay	Absent	Abstain
Wallace Altes	[X]	[]	[]	[]
William Dunne	[X]	[]	[]	[]
Andy Ross	[X]	[]	[]	[]
Andrew Torres	[X]	[]	[]	[]
Hon. Kenneth Zalewski	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER) SS:

I, the undersigned Acting Secretary of the Troy Local Development Corporation, DO HEREBY CERTIFY:

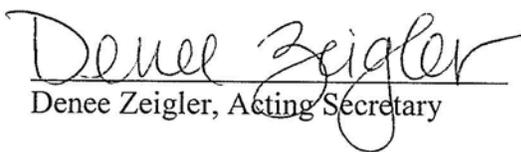
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the "Corporation"), including the resolution contained therein, held on December 21, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Corporation 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 21 day of December, 2012.


Denee Zeigler, Acting Secretary

[SEAL]

EXHIBIT A
FORM OF LDA