



**TROY LOCAL DEVELOPMENT CORPORATION  
Board of Director  
Meeting Minutes**

**December 5, 2013  
6:00 p.m.**

**BOARD MEMBERS PRESENT: Wallace Altes, Bill Dunne, Hon. Ken Zalewski, Andy Ross and Dep. Mayor Pete Ryan**

**ABSENT:**

**ALSO IN ATTENDANCE: Justin Miller Esq., Monica Kurzejeski, Joe Mazzariello,, Selena Skiba, Andy Piotrowski, Andrew Kreshik, Laban Coblentz, Kevin Blodgett, Ken Crowe and Denee Zeigler**

**Minutes**

Wallace Altes, Chairman, called the meeting to order at 6:00 p.m.

I. Approval of Minutes from November 8, 2013

**Ken Zalewski made the motion to approve the minutes.  
Bill Dunne seconded the motion, motion carried.**

II. TAP funding agreement

Justin introduced the agreement to the board members for a \$4,000 funding agreement with TAP. Monica explained that TAP and The City of Troy were recipients of a State Historic Preservation Office grant for the documentation of the historic mill buildings located throughout the City. SHPO asked TAP to expand to include additional buildings. The LDC was approached by TAP for assistance in matching their grant funds in the amount of \$4,000.

**Dep. Mayor Pete Ryan made the motion to approve the \$4,000 funding agreement with TAP.  
Ken Zalewski seconded the motion, motion carried.**

III. 9 First Street

Justin Miller explained that the board entered into a LDA with 9 First Street LLC in May 2013. The project originally was for 9 First Street and has since expanded and to include a project at 16 First Street and take on additional

partners in the project. The Troy IDA approved the multi building project for a PILOT. Mr. Miller explained that the applicant is in front of the board to update the terms of their LDA to show 16 First Street LLC as the purchaser instead of 9 First Street LLC. Anytime there is a change to the LDA the board would need to agree to the changes. Jeff Buell explained to the board that they have decided to do their financing through SEFCU and is moving along with the project. The opening of the building should be finished some time next spring. Ken Zalewski asked for clarification for the change from 9 First St 16 First St. Mr. Buell advised that originally they were going to do just the one project, 9 First Street, then added 16 First Street. Mr. Buell explained they are getting financing for both properties under the 16 First Street LLC. As they move forward, 9 First Street LLC will terminate. The Chairman asked about the timeline for both projects. Mr. Buell explained that 9 First Street should be completed in March 2014 and 16 First Street should be completed in the fall.

**Ken Zalewski made a motion to approve the proposal.  
Bill Dunne seconded the motion, motion carried.**

IV. O'Brien's Public House

Bill Dunne spoke to the board about the additional funding request of \$25,000 made by the owner's of O'Brien's Public House to get the building sprinklered. Due to the fact that we are going to discuss their personal finances it was suggested that we should move to executive session.

**Ken Zalewski made the motion to move to executive session  
to discuss personal finances of the applicant.  
Bill Dunne seconded the motion, motion carried.**

The board returned from executive session at 6:50. The Chairman explained that the board conditionally approved their request for additional funding contingent upon the meeting of certain requirements that have been outlined by our legal counsel and executive director who will be meeting with the O'Briens over the next couple of days. We will review the information and make a decision at our next meeting on December 13, 2013.

V. Natural Products Recycling

Bill Dunne spoke to the board about a 4.3 acre parcel located North of the Wynantskill creek on the King Fuels site just outside the clean up area. National Grid will not be doing clean up on this particular site, there is no contamination. Mr. Dunne explained their process of taking clean dirt, concrete, stone, brick, etc. The contractor is interested in leasing the space from us in order to put in a facility to recycle natural products such as brick, dirt, stone, granite, asphalt, concrete, etc. These materials currently end up in the solid waste stream. It will create great savings for the City of Troy. Debris will be taken for free and the recycled product will also be provided to the City for no cost. They will only charge a cost for his labor to truck it.

The Chairman asked if residents and businesses will be allowed to use this facility. Mr. Dunne answered yes. The details will have to be worked out in the future. This will be a DEC registered facility and will be working with the City Engineer to deal with stormwater. The Chairman asked about the set up

of the site. Mr. Dunne advised that the materials will be separated and stored in bins on the site. Pete Ryan noted that this will be great for the site and give the City a place to dump debris from many of their projects. Mr. Dunne advised they are also willing to assume the PILOT payment for the King Fuels site.

The Chairman asked what the length of the agreement is going to be. Justin Miller explained that it is a three year lease with an option to stay another three years. There is a note in the agreement that allows the LDC to give six months notice to terminate the lease if another tenant is found for the King Fuels site or this acre. Andy Ross noted there will be no real infrastructure added to the site. Mr. Dunne added they will be adding lighting, fencing and make improvements to the road that is currently there. Mr. Ross questioned if there would be any issues with stormwater. Mr. Dunne explained that the site will be permeable. The project has been in front of the Planning Commission and they have met with the City Engineer. Ken Zaleski wanted to verify the monthly payment of \$1,333 per year. Mr. Dunne noted that they will pay that along with the PILOT payment for the site.

Mr. Ryan asked for clarification about the section of the agreement that talks about determination. Justin explained that there is a penalty for the LDC if the lease is ended early and he has invested in the property. It is a sliding scale. The Chairman asked if there were further questions from the board. (See attached Resolution 12/13 #1)

**Dep. Mayor Pete Ryan made a motion to approve the lease agreement.**

**Andy Ross seconded the motion, motion carried.**

#### VI. National Grid Amendment to the Agreement

Justin Miller explained the reimbursement agreement currently in place with National Grid gives them three years with the option of extensions to do the remediation. The agreement also gave a license to National Grid for parcels that they don't actually need. This amendment will adjust the property description for the land they can go on.

Mr. Miller also explained that National Grid had also asked to have the \$35 Million project sales tax exempt. Mr. Miller explained that it states in the agreement that no incentives will be given by the boards for the City for doing the remediation. The amendment in front of you proposes that the LDC will give them a sales tax exemption if they pay us a negotiated portion of the break they get. They indicated they will be starting the remediation in May due to the weather changing. The piles left on the site will be removed. Mr. Miller explained that the new tenant on the site will be helpful in assisting with this.

The Chairman asked how much would we be receiving. There was a general discussion. Mr. Miller that it is tough to say for sure, but approximately \$300,000 that is in addition to the original payouts of \$2.5 Million.

Mr. Dunne gave an overview of the status of the demo work for the remaining buildings on the site. There are three quotes for demo and air monitoring for the two buildings that contain asbestos and three quotes for stand alone

asbestos and air monitoring of the remaining buildings. More information will be presented and can be discussed at the next meeting.

Mr. Ross questioned if there were any add-on items to their scopes of work. Mr. Miller explained they will be discussing further with their legal consul and indicated there may be some adjustments. (See attached Resolution 12/13 #2)

**Andy Ross made a motion to authorize the execution and delivery of an amendment to the reimbursement agreement.**

**Dep. Mayor Pete Ryan seconded the motion, motion carried.**

The Chairman asked if Mr. Dunne needed to add anything about the status of the King Fuels site (agenda item VII). Mr. Dunne advised that he spoke about it during the last agenda item and had nothing else to add.

VII. Adjournment

**Andy Ross made a motion to adjourn the meeting.**

**Bill Dunne seconded the motion, motion carried.**

The meeting was adjourned at 7:08 p.m.

## **AUTHORIZING RESOLUTION**

*(LEASE AGREEMENT WITH HUDSON RIVER NATURAL PRODUCT RECYCLING, LLC)*

A regular meeting of the Troy Local Development Corporation was convened on December 5, 2013 at 6:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12/13 - #1

### **RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT WITH HUDSON RIVER NATURAL PRODUCT RECYCLING, LLC.**

WHEREAS, pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law (“N-PCL” or the “Law”) 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, 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 Corporation’s purposes and powers, the Corporation previously acquired what is commonly known and referred to as the “Former King Fuels Site” (hereinafter, the “Site”) pursuant to a certain Trustee’s Deed, dated October 6, 2006 and recorded in the Rensselaer County Clerk’s Office at Book 3752 of Deeds at Page 265 (the “Deed”) relating to the Site, such Deed conveying, among other interests, two (2) contiguous parcels of real estate comprising a total of approximately 20.55 acres of land, such parcels being more particularly identified as TMID No’s 111.75-1-1./1 (“Parcel 1”, being 16.16 acres, more or less) and 111.67-1-3 (“Parcel 2”, being 4.41 acres, more or less); and

WHEREAS, Parcel 1 is subject to the terms of (1) a certain Order on Consent Index No. A4-0473-0000 between Niagara Mohawk Power Corporation, d/b/a National Grid (“National Grid”) and the New York State Department of Environmental Conservation (“NYSDEC”) effective November 17, 2003, superseding and replacing Order on Consent Index No. D0-0001-9210 between NYSDEC and the Company, effective December 7, 1992; (2) NYSDEC Record of Decision (“ROD”), NIMO Troy – Water Street MGP Site, Operable Unit No. 1, Area 2 – Former Plant Site, Site Number 4-42-029, July 2003; and (3) The Decision and Order of Supreme Court Justice James B. Canfield dated June 1, 2005, in Application of NYSDEC v. The King Service,

Inc., d/b/a King Fuels, Richard Slote and Daniel Slote (Renss. Co. Index No. 214569) (collectively, the above documents are referred to herein as the “Order”); and

WHEREAS, the Corporation and National Grid previously entered into a certain Reimbursement Agreement with License, dated as of January 25, 2012 (the “Reimbursement Agreement”) for purposes of providing National Grid with access rights to Parcel 1 for purposes of undertaking required remediation of the Site pursuant to and in accordance with the Order and NYSDEC-approved selected remedies (collectively herein, the “Remediation”); and

WHEREAS, the Corporation is undertaking certain redevelopment activities for the Site to allow for the utilization of the Site as a multi-tenanted commercial and industrial park as soon as practical following the completion of phases of the Remediation (collectively, the “Project”); and

WHEREAS, in furtherance of the Remediation and Project, the Corporation desires to undertake certain materials removal and demolition activities on Parcel 1 (the “Parcel 1 Work”); and

WHEREAS, the Corporation desires to lease portions of Parcel 2 to the Company pursuant to a certain Lease Agreement (the “Lease Agreement”, in substantially the form attached hereto as **Exhibit A**) for the exclusive purposes of constructing and operating a registered materials recycling facility (the “Facility”, as defined within the Lease agreement); and

WHEREAS, as a condition of the leasehold rights granted herein, the Company shall undertake certain elements of the Parcel 1 Work on behalf of the Corporation (as more particularly outlined within the Lease Agreement) and accept, process and remove certain materials delivered to the Facility by the Corporation and/or the City (the “Materials Processing”, as more particularly set forth within the Lease Agreement); and

WHEREAS, the Planning Commission of the City of Troy (the “Planning Commission”) previously reviewed the proposed Facility to be located on portions of Parcel 2 pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, “SEQRA”) and related Environmental Assessment Form (“EAF”), and issued a negative declaration, dated November 14, 2013 (the “Negative Declaration”).

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

Section 1. The leasing of portions of Parcel 2 and the undertaking of the construction of the Facility upon and within the Property (collectively, the “Project”) involve an “Unlisted Action” as said term is defined pursuant to SEQRA. Based upon a review of the Lease Agreement, the EAF and the Negative Declaration issued by the Planning Commission, along with other information submitted to the Corporation, the Corporation hereby:

(i) consents to and affirms the status of Planning Commission as Lead Agency for review of the Facility, within the meaning of, and for all purposes of complying with SEQRA;

(ii) ratifies the proceedings undertaken by the Planning Commission as Lead Agency under SEQRA with respect to the construction and equipping of the Facility pursuant to SEQRA; and

(iii) finds that based upon the review by the Corporation of the EAF, Negative Declaration and related documents, along and other representations to be made by the Company within the Lease Agreement, the Corporation hereby 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 term is defined under SEQRA); and (iii) no “environmental impact statement” (as such quoted term is defined under SEQRA) need be prepared for this action. This determination constitutes a “negative declaration” (as such quoted terms are defined under SEQRA) for purposes of SEQRA.

Section 2. The Corporation hereby authorizes the execution and delivery of the Lease Agreement in furtherance of the Project. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Corporation are hereby authorized, on behalf of the Corporation, to execute and deliver a Lease Agreement, along with related documents (collectively, the “Lease Documents”), in such form as prepared and approved by counsel to the Corporation and as approved by the Chairman, Vice Chairman and/or the Chief Executive Officer.

Section 3. The Secretary or Assistant Secretary of the Corporation are hereby authorized, where appropriate, to affix the seal of the Corporation to the Lease Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation shall approve, and the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation to constitute conclusive evidence of such approval.

Section 4. 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 checks, 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.

Section 5. These Resolutions 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:

	<i>Yea</i>	<i>Nea</i>	<i>Absent</i>	<i>Abstain</i>
Wallace Altes	[ X ]	[ ]	[ ]	[ ]
William Dunne	[ X ]	[ ]	[ ]	[ ]
Hon. Kenneth Zalewski	[ X ]	[ ]	[ ]	[ ]
Andrew Ross	[ X ]	[ ]	[ ]	[ ]
Peter Ryan	[ X ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.



STATE OF NEW YORK                    )  
COUNTY OF RENSSELAER            ) ss.:

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

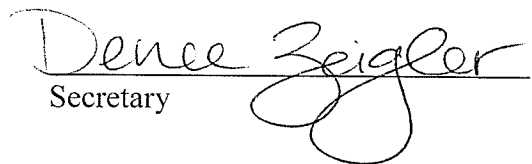
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the " Corporation "), including the resolution contained therein, held on December 5, 2013 with the original thereof on file in my office, and that the same is a true and correct copy of the 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 5<sup>th</sup> day of December, 2013.

  
Secretary

[SEAL]

**AUTHORIZING RESOLUTION**  
*(AMENDMENT TO REIMBURSEMENT AGREEMENT AND ISSUANCE OF AGENT  
AGREEMENT TO NATIONAL GRID FOR KING FUELS REMEDIATION)*

A regular meeting of the Troy Local Development Corporation was convened on December 5, 2013 at 6:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 12/13 - #2

**RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION  
AUTHORIZING THE EXECUTION AND DELIVERY OF AN  
AMENDMENT TO REIMBURSEMENT AGREEMENT AND AGENT  
AGREEMENT, ALONG WITH RELATED**

WHEREAS, pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law (“N-PCL” or the “Law”) 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, 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, the Corporation and National Grid (hereinafter, the “Company”) previously entered into a certain Reimbursement Agreement with License, dated as of January 27, 2012 (the “Agreement”) wherein the Corporation granted the Company with a revocable license to undertake remediation of a certain Corporation-owned Site (as defined within the Agreement) pursuant to and in accordance with the Order and NYSDEC-approved selected remedies (as outlined within the Agreement and collectively, the “Remediation”, as defined within the Agreement); and

WHEREAS, pursuant to a certain First Amendment to Reimbursement Agreement with License (the “Amendment”) the Corporation and Company desire to amend the Agreement to allow for (i) the provision by the Corporation to the Company of an exemption from sales and use taxes in connection with undertaking the Remediation; (ii) clarification and correction of the Corporation-owned real estate included within the License rights granted to the Company within the Agreement; and

WHEREAS, in furtherance of the Amendment, the parties desire to enter into an Agent Agreement (the "Agent Agreement") for the purpose of memorializing the appointment by the Corporation of the Company as agent to undertake Phase I of the Remediation.

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

Section 1. The Corporation hereby authorizes the execution and delivery of the Amendment and Agent Agreement in furtherance of the Remediation. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Corporation are hereby authorized, on behalf of the Corporation, to execute and deliver a Amendment and Agent Agreement, along with related documents (collectively, the "Documents"), in such form as prepared and approved by counsel to the Corporation and as approved by the Chairman, Vice Chairman and/or the Chief Executive Officer.

Section 2. The Secretary or Assistant Secretary of the Corporation are hereby authorized, where appropriate, to affix the seal of the Corporation to the Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation shall approve, and the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer of the Corporation to constitute conclusive evidence of such approval.

Section 3. 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 checks, 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.

Section 4. These Resolutions 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:

	<i>Yea</i>	<i>Nea</i>	<i>Absent</i>	<i>Abstain</i>
Wallace Altes	[ <b>X</b> ]	[ ]	[ ]	[ ]
William Dunne	[ <b>X</b> ]	[ ]	[ ]	[ ]
Hon. Kenneth Zalewski	[ <b>X</b> ]	[ ]	[ ]	[ ]
Andrew Ross	[ <b>X</b> ]	[ ]	[ ]	[ ]
Peter Ryan	[ <b>X</b> ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK            )  
COUNTY OF RENSSELAER    ) ss.:

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

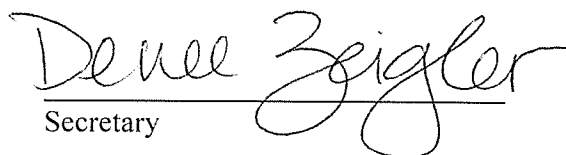
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the " Corporation "), including the resolution contained therein, held on December 5, 2013 with the original thereof on file in my office, and that the same is a true and correct copy of the 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 5th day of December, 2013.

  
Secretary

[SEAL]