

**City of Troy
Industrial Development Authority
And
Capital Resource Corporation**

October 21, 2013
10:06 AM
Meeting Minutes

Present: Wallace Altes, Hon. Robert Doherty, Hon. Dean Bodnar, Paul Carroll, Lou Anthony, Bill Dunne, Tina Urzan

Absent: Steve Bouchey, Mary O'Neill, and Lisa Kyer

Also in attendance: Justin Miller, Esq., Selena Skiba, Andy Piotrowski, Ian Benjamin, Monica Kurzejeski, Andrew Kreshik, Jeff Buell and Denee Zeigler

The meeting was called to order at 10:06 a.m. by Wallace Altes, Chairman.

- I. Approval of the Minutes from the September 9, 2013 board meeting.

**Paul Carroll made a motion to approve the minutes.
Lou Anthony seconded the motion, motion carried.**

The Chairman gave an overview of the packet to the board members, explaining that there is a lot of information to discuss at this meeting. We will work on creating a packet that is easier to follow and also reduce the number of pages for the board members to print each month.

- II. Hudson Art House, 621-623 River Street

Bill Dunne spoke to the board about a project being done by Vecino Group out of Missouri called the Hudson Art House at 621-623 River Street. He explained that the building is known as the Matthews Sprinkler Building, formerly Kelly Clothes. It is an affordable housing project geared towards the 'creative class'. They are working with a non-profit gallery called Collar Works Inc. The loft style apartments will include workspace, living space and gallery space for the artists, students and art faculty. They came to the IDA for financial assistance for the 80 apartments. Justin Miller spoke about the project and advised the board that they approve the application it will set them up for a public hearing in December. The project will be financed through NYS HFA. It will be a similar project to the O'Neill project. Monica Kurzejeski asked if there was a target group. Mr. Dunne advised that the target is workforce housing, 60% AMI. Hon. Dean Bodnar asked for clarification as to what they were approving. The Chairman advised that this is the initial resolution. We will hear from the applicant again. Hon. Bob Doherty asked to clarify the bond. Mr. Miller

explained the type of HFA Financing they will be receiving. They would have 4% tax credits and March would be the timeframe for this process to close. The Chairman asked if there were any other questions from the board. (See attached Resolution 13-10 #1)

Lou Anthony made a motion to approve the application for financial assistance for The Hudson Art House project.
Tina Urzan seconded the motion, motion carried.

III. The Lofts @ 444, 444 River Street

The Chairman introduced the initial resolution to the board and explained that we had a presentation by Vecino Group at an earlier meeting. Bill Dunne explained that this is similar to their other project, but there will be 75 market rate buildings and a retail space on the first floor of the building. Lou Anthony asked if they have completed work anywhere in the City before. Bill Dunne advised that these are their first projects in Troy. Lou Anthony asked if they have a local representative assisting them. Monica Kurzejeski advised that Duncan and Cahill Inc. has been helping them as well as TAP and a local market research firm. Mrs. Kurzejeski explained they have been here several times working through the process for the LDC and Planning Commission. Mr. Doherty asked how they found about Troy. Mrs. Kurzejeski explained that they reached out to us after discovering Troy through conversations with HUD. HUD was promoting Troy for market rate apartments, saw the Marvin Neitzel Building RFP and responded to it. The Chairman asked for a timeframe for a public hearing. Mr. Miller explained that December will give them enough time to go through the details to set up a public hearing. Mr. Bodnar spoke about previous experiences with this address while on the zoning board and knew that they had questions about parking issues for this address. Bill Dunne spoke about the different options they are coming up with to create additional parking. (See attached Resolution 13-10 #2)

Tina Urzan made a motion to approve the application for financial assistance for The lofts at 444 River Street.
Hon. Dean Bodnar seconded the motion, motion carried.

IV. 16 First Street LLC

Jeff Buell spoke about his current projects 9 First Street which is under contract with the TLDC and 16 First Street which was last used as the Hudson Mohawk Recovery Center. Mr. Buell explained that this section of Troy is used more as a pass through from people going from downtown to South Troy. He would like to change that by adding bistro to the first floor of 9 First Street with residential on the upper floors. The plan is to put in 13 market rate apartments in 16 First Street and keep the space on State Street as office/retail space. Mr. Buell explained he is asking for assistance with sales tax and mortgage exemptions. The Chairman asked what the time frame is going to be to complete the work. Mr. Buell advised that 9 First Street is the first phase of his project. They have a

LDA agreement with the LDC and much of the work has been completed. It should be completed mid February. The second building at 16 First Street will require less work and should be completed by next summer. Tina Urzan asked who would be doing the work. Mr. Buell answered that he has his own contracting group that will be doing the work. The financing will be handled by local lenders. Justin Miller asked when he planned on closing. Mr. Buell hoped to have the closing in November. The Chairman asked if there were any other questions. (See attached Resolution 13-10 #3)

Tina Urzan made a motion to approve the initial application for financing for 16 First Street LLC. Paul Carroll seconded the motion, motion carried.

V. Item five was removed from the agenda.

VI. Riverfront Access

Bill Dunne discussed the Riverfront Park Access project that the board approved at a previous meeting. They received a complete set of drawings from Architecture +. The parking deck is located between the Arts Center and The Dauchy Building. Mr. Dunne asked the board for approval to put the project out to bid and to award. Mr. Dunne advised that the deteriorating parking deck will be removed. Some damage has been done to the buildings it was attached to, which will be repaired. Tina Urzan asked if it would just be riverfront park access. Mr. Dunne advised it will be access to the park as well as an overlook that goes behind the Dauchy Building. New trees will be planted in front of the building, no other landscaping is planned. The same aesthetics and lighting features that are used in the park will be used on the access deck. The board agreed that this access will connect River Street and other ongoing projects to the park. Security cameras will also be installed.

Hon. Bob Doherty made a motion to accept the drawings from Architecture+ and put the project out to bid. Lou Anthony seconded the motion, motion carried.

The Chairman asked about a timeframe for this project. Mr. Dunne advised there is one issue being worked on before it is ready to be sent out to bid. We have been working with DPU to address storm water issues on this portion of River Street. Once they are resolved, they will be added onto the bid as an addendum. Mr. Dunne advised that he would like to work on the stabilization issues now.

VII. River Triangle / American Theater

Bill Dunne advised the board that Bonnacchio Construction is still working on a final plan for the American Theater. Plans have been submitted to renovate the River Triangle building into ten apartments on the third and fourth floor and retail on the lower floors. All of the office tenants will be consolidated onto the second floor of the building. Mr. Dunne advised that they want to do the projects all

together and will submit a formal application when they have a clear plan for the American Theater.

Mr. Dunne asked for a motion for the board to move to executive session to discuss a possible legal and acquisition matter.

Hon. Dean Bodnar made a motion to move to executive session to discuss legal and land acquisition matters. Paul Carroll seconded the motion, motion carried.

The board returned from executive session with no action taken.

VIII. Financials

Andrew Piotrowski went over the financials with the board members. He discussed PILOT payments and loan payments. The Chairman asked about some of the projects that are past due. Justin Miller advised that we should continue to bill them and then take steps to contact them to discuss any issues.

IX. Budget

Monica Kurzejeski presented a working budget to the board for adoption. A handout was given to all board members that projected the next five years of income, investment earnings, supplies and materials, legal, professional services, fees and expenses. The Chairman explained to the board members the requirements of the ABO to have a five year projected budget. He advised that some items may change through the years; this is considered a working budget.

Paul Carroll made a motion to approve the budget. Lou Anthony seconded the motion, motion carried.

X. IDA Reimbursement for City Staffing

The board discussed coming up with a formal agreement to pay the City for work done for the IDA each year. Selena Skiba pointed out that a payment is due for 2012 and soon to be 2013. Justin Miller advised he can work out an agreement with City's legal department to pay the City each year. The Chairman asked for a motion to approve a payment of \$85,000 to be paid to the City by the IDA for services.

Paul Carroll made a motion to approve the payment of \$85,000 to the City for staffing. Lou Anthony seconded the motion, motion carried.

The Chairman advised that they will discuss an agreement for 2013 at the next meeting.

The Chairman asked for a motion to adjourn the IDA portion of the meeting.

Tina Urzan asked for a motion to adjourn the IDA portion of the meeting.

Paul Carroll seconded the motion, motion carried.

Capital Resource Corporation

XI. Security Cameras and Budget

Bill Dunne talked about funding for the security camera project. After discussing with Joe Mazzeriello, it was decided that it would be easier to turn the money over to the City along with a donation was received Rensselaer County District Attorney's office in the amount of \$20,000. Mr. Dunne advised the total contribution will be \$110,000.00. Justin Miller passed out a MOU to the board members. The Chairman advised that the item was noted in the proposed budget for the CRC. The board members reviewed the information.

Paul Carroll made the motion to accept the CRC budget.

Lou Anthony seconded the motion, motion carried.

A copy of the CRC's financials was circulated to the board members.

XII. Adjournment

The meeting was adjourned at 11:15 a.m.

Lou Anthony made the motion to adjourn the meeting.

Hon. Dean Bodnar seconded the motion, motion carried.

INITIAL PROJECT RESOLUTION
(Vecino Group New York, LLC – Hudson Art House Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 21, 2013, 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>
Wallace Altes	√	
Hon. Dean Bodnar	√	
Hon. Robert Doherty	√	
Steve Bouchey		√
Louis Anthony	√	
Paul Carroll	√	
Mary O’Neill		√
Lisa Kyer		√
Tina Urzan	√	

The following persons were ALSO PRESENT: Justin Miller, Esq., Selena Skiba, Andy Piotrowski, Ian Benjamin, Monica Kurzejeski, Andrew Kreshik, Jeff Buell 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 Vecino Group New York, LLC.

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

Member	Aye	Nay	Abstain	Absent
Wallace Altes	√			
Hon. Dean Bodnar	√			
Hon. Robert Doherty	√			
Steve Bouchey				√
Louis Anthony	√			
Paul Carroll	√			
Mary O’Neill				√
Lisa Kyer				√
Tina Urzan	√			

Resolution No. 13-10 #1

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF VECINO GROUP NEW YORK, LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) AUTHORIZING THE SCHEDULING, NOTICE AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AUTHORITY WITH RESPECT TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **VECINO GROUP NEW YORK, LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at or adjacent to 621-623 River Street, Troy, New York 12180 (the "Land", being comprised of approximately 1.30 acres of real property including TMID Nos. 90.78-6-1, 101.22-1-1, 101.22-1-2, 101.22-1-3 and adjacent realty) and the existing improvements located thereon, including the multi-story building commercial structure and related improvements located thereon (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for Eighty (80) residential apartment units, comprised of Thirty (30) one-bedroom apartment units, Forty-Five (45) two-bedroom apartment units, and five (5) 3-bedroom apartment units that, in accordance with the Internal Revenue Code of 1986, as amended (the "Code") and applicable regulations promulgated by the United States Department of Housing and Urban Development ("HUD") and New York State Housing Finance Agency ("HFA") and/or Division of Housing and Community Renewal ("DHCR"), will be leased to households satisfying applicable median gross income restrictions, along with renovations to building structure, common areas, heating systems, plumbing, roofs, elevators, windows, art studio and gallery space and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

WHEREAS, pursuant to the Act, the Authority desires to adopt a resolution describing the Project and the Financial Assistance (as hereinafter defined) that the Authority is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Authority will (i) accept the Application submitted by the Company; (ii) approve the scheduling, notice and conduct of a Public Hearing with respect to the Project; and (iii) approve the negotiation, but not the execution or delivery, of certain documents in furtherance of the Project, as more fully described below.

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

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

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

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

(C) The action to be taken by the Authority will induce the Company to develop the Project, and otherwise furthering the purposes of the Authority as set forth in the Act; and

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

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

Section 3. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to schedule, notice and conduct a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (B) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (C) a PILOT Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (D) related documents thereto; *provided* (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on October 21, 2013, 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 21st day of October, 2013.



(SEAL)

INITIAL PROJECT RESOLUTION
(444 River Lofts, LLC –*Troy River Lofts Project*)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 21, 2013, 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>
Wallace Altes	√	
Hon. Dean Bodnar	√	
Hon. Robert Doherty	√	
Steve Bouchey		√
Louis Anthony	√	
Paul Carroll	√	
Mary O’Neill		√
Lisa Kyer		√
Tina Urzan	√	

The following persons were ALSO PRESENT: Justin Miller, Esq., Selena Skiba, Andy Piotrowski, Ian Benjamin, Monica Kurzejeski, Andrew Kreshik, Jeff Buell and Denee Zeigler

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a proposed project for the benefit of 444 River Lofts, LLC.

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

Member	Aye	Nay	Abstain	Absent
Wallace Altes	√			
Hon. Dean Bodnar	√			
Hon. Robert Doherty	√			
Steve Bouchey				√
Louis Anthony	√			
Paul Carroll	√			
Mary O’Neill				√
Lisa Kyer				√
Tina Urzan	√			

Resolution No. 13-10 #2

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF 444 RIVER LOFTS, LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) AUTHORIZING THE SCHEDULING, NOTICE AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AUTHORITY WITH RESPECT TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **444 RIVER LOFTS, LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at, adjacent or near 444 River Street, Troy, New York 12180 (the "Land", being primarily comprised of approximately .45 acres and identified as TMID No. 101.38-1-1, along with TMID Nos 101.38-2-20, 101.28-1-2, 101.38-8-3, 101.38-8-4, and 101.38-8-5 and adjacent realty) and the existing improvements located thereon, including a 5-story commercial building containing approximately 88,000 sf of rentable commercial space and related improvements located thereon (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for 75-unit market rate residential apartments, along with renovations to building structure, common areas, heating systems, plumbing, roofs, elevators, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

WHEREAS, pursuant to the Act, the Authority desires to adopt a resolution describing the Project and the Financial Assistance (as hereinafter defined) that the Authority is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Authority will (i) accept the Application submitted by the Company; (ii) approve the scheduling, notice and conduct of a Public Hearing

with respect to the Project; and (iii) approve the negotiation, but not the execution or delivery, of certain documents in furtherance of the Project, as more fully described below.

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

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

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

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

(C) The action to be taken by the Authority will induce the Company to develop the Project, and otherwise furthering the purposes of the Authority as set forth in the Act; and

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

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

Section 3. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to schedule, notice and conduct a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (B) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (C) a PILOT Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (D) related documents thereto; *provided* (i) the rental payments under the

Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on October 21, 2013, 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 21st day of October, 2013.



(SEAL)

INITIAL PROJECT RESOLUTION
(16 First Street Properties LLC Project)

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on October 21, 2013, 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>
Wallace Altes	√	
Hon. Dean Bodnar	√	
Hon. Robert Doherty	√	
Steve Bouchey		√
Louis Anthony	√	
Paul Carroll	√	
Mary O’Neill		√
Lisa Kyer		√
Tina Urzan	√	

The following persons were ALSO PRESENT: Justin Miller, Esq., Selena Skiba, Andy Piotrowski, Ian Benjamin, Monica Kurzejeski, Andrew Kreshik, Jeff Buell 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 16 First Street Properties LLC.

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

Member	Aye	Nay	Abstain	Absent
Wallace Altes	√			
Hon. Dean Bodnar	√			
Hon. Robert Doherty	√			
Steve Bouchey				√
Louis Anthony	√			
Paul Carroll	√			
Mary O’Neill				√
Lisa Kyer				√
Tina Urzan	√			

Resolution No. 13-10 #3

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) ACCEPTING THE APPLICATION OF 16 FIRST STREET PROPERTIES LLC (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) AUTHORIZING THE SCHEDULING, NOTICE AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AUTHORITY WITH RESPECT TO THE PROJECT

WHEREAS, by Title 11 of Article 8 of the Public Authorities Law of the State of New York, as amended, and Chapter 759 of the Laws of 1967 of the State of New York, as amended (hereinafter collectively called the "Act"), the **TROY INDUSTRIAL DEVELOPMENT AUTHORITY** (hereinafter called the "Authority") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **16 FIRST STREET PROPERTIES LLC** (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Authority of a leasehold or other interest in certain parcels of real property located at 9 First Street, 16 First Street and 1-11 State Street, Troy, New York 12180 (the "Land", being comprised of TMID Nos. 100.60-2-2 and 101.53-7-11) and the existing improvements located thereon, including a 3 multi-story, mixed use commercial and residential buildings containing approximately 20,000 sf of rentable commercial and residential space and related improvements located thereon (the "Existing Improvements"); (B) the renovation, reconstruction, refurbishing and equipping by the Company as agent of the Authority of the Existing Improvements to provide for certain commercial and retail commercial space and up to 15 units of market rate residential apartments, along with renovations to building structure, common areas, heating systems, plumbing, roofs, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the "Improvements"); (C) the acquisition of and installation in and around the Land, Existing Improvements and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Authority's interest in the Facility back to the Company; and

WHEREAS, pursuant to the Act, the Authority desires to adopt a resolution describing the Project and the Financial Assistance (as hereinafter defined) that the Authority is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Authority will (i) accept the Application submitted by the Company; (ii) approve the scheduling, notice and conduct of a Public Hearing with respect to the Project; and (iii) approve the negotiation, but not the execution or delivery, of certain documents in furtherance of the Project, as more fully described below.

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

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

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

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

(C) The action to be taken by the Authority will induce the Company to develop the Project, and otherwise furthering the purposes of the Authority as set forth in the Act; and

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

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

Section 3. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to schedule, notice and conduct a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) a Lease Agreement, pursuant to which the Company leases the Land and Existing Improvements to the Authority, (B) a related Leaseback Agreement, pursuant to which the Authority leases its interest in the Project back to the Company, (C) a PILOT

Agreement, pursuant to which the Company agrees to make certain payments in-lieu-of real property taxes, and (D) related documents thereto; *provided* (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and indemnification of the Authority by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (ii) the terms of the PILOT Agreement are consistent with the Authority's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 5. These Resolutions shall take effect immediately.

SECRETARY'S CERTIFICATION

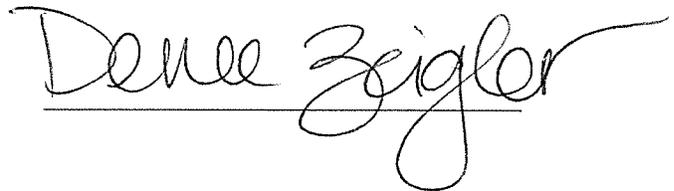
STATE OF NEW YORK)
COUNTY OF RENSSELAER)

I, Denee Zeigler, the undersigned, Secretary of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on November 18, 2013, 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 21st day of October, 2013.

A handwritten signature in cursive script that reads "Denee Zeigler". The signature is written in black ink and is positioned above a horizontal line.

(SEAL)