



Kevin O'Bryan, Chairman
Ken Zalewski
Deputy Mayor Pete Ryan

Andrew Ross, Vice Chairman
Bill Dunne

**TROY LOCAL DEVELOPMENT CORPORATION
Board of Directors Meeting
Planning Department Conference Room**

**City Hall
433 River Street, Suite 5001
Troy, New York 12180**

**December 12, 2014
8:30 a.m.**

AGENDA

- I. Approval of Minutes from November 14, 2014 board meeting.
- II. Authorizing Resolution – 444 River Street LDA Extension
- III. Authorizing Resolution – Loan to Quackenbush Properties, LLC
- IV. Land Bank Contribution
- V. Financials
- VI. Executive Session
- VII. Adjournment



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

**November 14, 2014
8:30 a.m.**

BOARD MEMBERS PRESENT: Kevin O'Bryan, Bill Dunne, Dep. Mayor Pete Ryan, Andy Ross and Hon. Ken Zalewski

ABSENT:

ALSO IN ATTENDANCE: Justin Miller, Ken Crowe, Sharon Martin, Tom Rossi, Selena Skiba and Denee Zeigler

Minutes

Kevin O'Bryan called the meeting to order at 8:34 a.m.

I. Minutes

The board reviewed the minutes from the October 10, 2014 meetings.

Andy Ross made a motion to approve the minutes from the October 10, 2014.

Hon. Ken Zalewski seconded the motion, motion carried.

II. David Bryce Bridgeloan

Bill Dunne spoke to the board about the loan David Bryce was approved for at the last meeting. Mr. Dunne advised that after discussion, it was determined that a bridge loan would be a better fit for this project. Justin Miller spoke about the current status of the project regarding ownership of the building and the loan they are asking for. They would like to set up a bridgeloan until the financing comes in from Empire State Development. The chairman asked if we would be second behind the construction loan. Mr. Miller advised that on construction completion, when the CFA grants are received we will get reimbursed. It is a 5 year loan but would be paid off in about 18 months. The chairman noted minimal risk. Mr. Dunne added that he has a lot of properties and has had a successful track record with no outstanding debt. Mr. Miller handed out a term sheet for the board to review and explained that there is no motion needed at this time and they can discuss more at the next meeting.

III. Possible property donation to TLDC

Bill Dunne spoke to the board about a possible donation of property from Wells Fargo. He advised that the property is located at 2265 Fifth Ave between Jacob and Hutton and is currently in the foreclosure process. The

building is not in good shape and may need to come down. The property is about a block from City Hall near the proposed Hedley Transit Center. In addition to the property, they are also offering \$10,000 cash that could be used to secure the building. Mr. Miller advised all taxes will be brought current at the sale. Mr. Dunne advised they may have some additional properties that will be offered to the City. Ken Zalewski asked if we would be interested in keeping the property or the land. Mr. Dunne advised it would most likely come down. Andy Ross advised that we shouldn't put any funding into the building except to secure it in order for it to not become a liability. Mr. Miller advised that it will be added to our insurance. The chairman asked if there was anyone in the building currently. Mr. Miller advised no. Mr. Dunne advised that board approval is needed in order to move forward.

Hon. Ken Zalewski made a motion to acquire the property at 2265 Fifth Ave.

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

IV. King Fuels site update

Mr. Dunne spoke about the request by National Grid to lay a pipe through the King Fuels site. A meeting was held to discuss a potential path, but no decision was made yet. Mr. Dunne advised that he has spoken with ELAN regarding their contract and will bring it to the board when received. The chairman advised that the meeting was very informative, but nothing was decided on. Mr. Dunne advised that he will report back when he hears something regarding the decision.

V. Elot site update

Mr. Dunne advised that the water is back on at the Elot site and we had to retain a contractor in order to get it up and running again. Mr. Dunne explained that they have received correspondence regarding the issue. Mr. Miller explained that they are asking for credit for the period of time that the water was not on. Mr. Miller advised that we can discuss any kind of settlement in executive session at the end of the meeting.

VI. Massive Mesh

Tom Rossi spoke to the board about the updates he has made to the agreement since the last meeting. He included a cost sheet that shows the costs of equipment that will be used as the match for the grant. Mr. Rossi spoke about tower placement for the free Wi-Fi. Mr. Ryan asked if the towers will be all throughout the City. Mr. Rossi explained that they will be small roof mounts, not like the larger one on top of some of the buildings. Mr. Rossi talked about the smaller mounts that are on most of the buildings compared to the larger towers. The chairman asked if he has come across any issues with Historic district regulations. Mr. Rossi advised that there is no effect on the building and it cannot be seen from the street. Mr. Rossi also spoke to the board about the equipment's specifications. Mr. Zalewski asked if they require building permits. Mr. Dunne explained not that he is aware of but will explore the historic district guidelines. Mr. Rossi noted he has about 70 customers at this time. Mr. Dunne advised that he has the service and will recuse himself from the votes regarding the agreement.

The chairman advised that the proposal was updated to include the request at the previous meeting to indicate some type of collateral because this is a grant. Justin asked about the life cycle of the equipment. Mr. Rossi advised

that it is built to last. By that time there will be any issues, it will make more sense to update to new technology instead of repairing. Mr. Miller suggested a forgivable grant for up to 5 years, for example, that would have some recourse in the event of an interruption. Mr. Rossi noted that he would like to work with not for profits that we can install a tower on their building for exchange of free Wi-Fi. Mr. Ross asked if the project would move forward if he was not able to secure the \$30,000 grant from the County. Mr. Rossi advised that it could move forward, however the grant funds would help. Mr. Ryan noted that this approval would help with the approval from the County. Mr. Miller advised

**Dep. Mayor Pete Ryan made a motion to approve the grant in the amount of \$30,000 to Massive Mesh.
Hon. Ken Zalewski seconded the motion, motion carried.
Bill Dunne abstained from the vote.**

VII. Financials

Selena Skiba spoke about the current financials. Mrs. Skiba asked about an older charge in the amount of \$350 for a conference. The chairman asked if it is something that we should be carrying on the balance sheet. Mrs. Skiba spoke about some of the outstanding bills, nothing major at this time. Mr. Zalewski advised that the new style of the financials is much better. Mr. Dunne noted that the owners of County Waste have changed. Mrs. Skiba will have that account updated. The board had a general discussion about the steps taken to collect funds for a late account.

Andy Ross made a motion to charge off \$350.00 for a conference fee.

Ken Zalewski seconded the motion, motion carried.

Bill Dunne made a motion to accept the financials.

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

VIII. Executive Session

Mr. Miller advised that they had some items to discuss in executive session.

Bill Dunne made a motion to enter into executive session to discuss pending litigation.

Andy Ross seconded the motion, motion carried.

Hon. Ken Zalewski made a motion to adjourn executive session.

Bill Dunne seconded the motion, motion carried.

IX. Bank Account

Selena Skiba advised that an update is needed to remove the Wally Altes as a signer for the TLDC bank accounts and add Kevin O'Bryan.

Dep. Mayor Pete Ryan made a motion to remove Wally Altes as signer and add Kevin O'Bryan.

Hon. Ken Zalewski seconded the motion, motion carried.

Kevin O'Bryan abstained from the vote.

X. Adjournment

The meeting was adjourned at 10:01 a.m.

**Andy Ross made a motion to adjourn the meeting.
Dep. Mayor Pete Ryan seconded the motion, motion carried.**

DRAFT

TROY LOCAL DEVELOPMENT CORPORATION

At a regular meeting of the Directors of the Troy Local Development Corporation (the "Corporation") was convened on Friday December 12, 2014, at 8:30 a.m.

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (i) THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO LAND DISPOSITION AGREEMENT WITH VECINO GROUP NEW YORK, LLC

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 previously negotiated and authorized the terms for disposition (the “Disposition”) of the Primary Property and Secondary Properties to Vecino affiliate 444 River Lofts, LLC (the “Assignor”) pursuant to a certain Land Disposition Agreement with Exclusive Option and License, dated as of December 21, 2012 (the “LDA”); and

WHEREAS, the Assignor previously requested a secured the Corporation’s approval of two (2) allowable extensions to the Development Term, as defined within the LDA, which is currently set to expire on December 21, 2014; and

WHEREAS, the Assignor has also requested the Corporation’s approval of (i) the further extension of the Development Term, as defined within the LDA; (ii) the assignment of the LDA from the Assignor to Vecino Group New York, LLC (hereinafter, the “Company”), and (iii) the revision of the Project description to be as follows:

(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 mixed-use commercial facility that will include (i) 75 units of residential apartments, with 18 of such units to be leased to households 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”), have no more than 90% of area median income, (ii) commercial and retail spaces on the first floor along with related amenities, along with renovations to the building structure, common areas, kitchen areas, laundry areas, heating systems, plumbing, roofs, elevators, windows, and other onsite and offsite parking, curbage and infrastructure improvements (collectively, the “Improvements”); (C) the acquisition and installation in and around the Primary Property, Secondary Properties 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”).

WHEREAS, in furtherance of the foregoing, the Corporation desires to authorize (i) the further extension of the Development Term, as defined within the LDA; (ii) the assignment of the LDA from the Assignor to the Company, and (iii) the revision of the Project description to be as outlined herein; and (iv) the execution and delivery of a First Amendment to the LDA to effectuate the foregoing.

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

Section 1. The Corporation hereby authorizes authorize (i) the further extension of the Development Term, as defined within the LDA, upon the terms set before this meeting; (ii) the assignment of the LDA from the Assignor to the Company, and (iii) the revision of the Project description to be as outlined herein; and (iv) the execution and delivery of a First

Amendment to the LDA to effectuate the foregoing. 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 First Amendment to 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
Kevin O'Bryan	[]	[]	[]	[]
William Dunne	[]	[]	[]	[]
Andy Ross	[]	[]	[]	[]
Peter Ryan	[]	[]	[]	[]
Hon. Kenneth Zalewski	[]	[]	[]	[]

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 12, 2014, 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 __ day of _____, 2014.

DeNee Zeigler, Acting Secretary

[SEAL]

EXHIBIT A

FORM OF FIRST AMENDMENT TO LDA

AUTHORIZING RESOLUTION
(Quackenbush Properties, LLC – Loan Agreement)

A regular meeting of the Troy Local Development Corporation was convened on December 12, 2014, at 8:30 a.m.

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

Resolution No. _____

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING (i) THE ISSUANCE OF A \$200,000 WORKING CAPITAL
LOAN TO QUACKENBUSH PROPERTIES, LLC WITH RESPECT TO A
CERTAIN PROJECT (AS DEFINED HEREIN) AND (ii) THE EXECUTION
AND DELIVERY OF A LOAN AGREEMENT AND RELATED
DOCUMENTS.

WHEREAS, the Troy Local Development Corporation (the “Corporation”) is a duly-established, not-for-profit local development corporation of the State pursuant to Section 1411(h) of the Not-for-Profit Corporation Law (“N-PCL”) and a Certificate of Reincorporation filed on April 5, 2010 (the “Certificate”) established for the charitable and public purposes of 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, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **QUACKENBUSH PROPERTIES, LLC** (the “Company”), has requested assistance from the Corporation with a certain project (the “Project”) consisting of the rehabilitation and development of a building structure located 30 3rd Street, Troy, New York (the “Existing Improvements”) to provide for a mixed-use commercial facility comprised of commercial and retail spaces, including the renovation, repair and equipping of components of the Existing Improvements, including façade, roof, windows, interior spaces, HVAC and related equipment and improvements (the “Improvements”, and collectively with the Existing Improvements, the “Facility”); and

WHEREAS, in furtherance of the Project, the Company has requested financing from the Corporation in the form of a \$200,000.00 Working Capital Loan (the “Loan”); and

WHEREAS, the Corporation desires to authorize the issuance of the Loan, the terms of which have been presented at this meeting, and approve the execution and delivery of a Loan Agreement (“Agreement”), along with related documents, to memorialize the terms and conditions by which the Loan shall be extended by the Corporation, including the repayment thereof and security therefore.

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

Section 1. The Corporation hereby authorizes the provision of the Loan to the Company 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 Loan Agreement, along with related documents (collectively, the “Loan 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 Loan 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>
Kevin O’Bryan	[]	[]	[]	[]
William Dunne	[]	[]	[]	[]
Hon. Kenneth Zalewski	[]	[]	[]	[]
Andrew Ross	[]	[]	[]	[]
Peter Ryan	[]	[]	[]	[]

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 12, 2014 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 ____ day of _____, 2014.

Secretary

[SEAL]