



May 18, 2018  
10:00 AM  
Regular Board  
Meeting Minutes

**Present:** Kevin O'Bryan, Steve Strichman, Lou Anthony, Paul Carroll, Brian Carroll, Tina Urzan, Susan Farrell and Hon. Anasha Cummings

**Absent:** Hon. Mark McGrath

**Also in attendance:** Justin Miller, Esq., Mary Ellen Flores, Deanna DalPos, Heather Newman, Jeff Buell, Deb Lambek, Joe Perniciaro, Liz Young, Robert Ryan, Esq., Lucas Nathan, Peter Jones, Esq., Jeff Hyman, Timothy James and Denee Zeigler.

The Chairman called the regular board meeting to order at 10:00 a.m.

I. Minutes

The board reviewed the minutes from the April 20, 2018 board meeting.

**Paul Carroll made a motion to approve the April 20, 2018 minutes.  
Lou Anthony seconded the motion, motion carried.**

II. Executive Session

The board advised that they need to meet in executive session to discuss personnel and process issues.

**Brian Carroll made the motion to enter into executive session to  
discuss personnel and process issues.  
Susan Farrell seconded the motion, motion carried.**

III. New Board Member

Mr. Strichman advised that we will be getting a new board member to represent the Troy City School District. His name is Bill Strang and will be approved and ready for the next meeting.

IV. 16 First Street, LLC – Resolution for Assignment

Mr. Miller recused himself from the discussion on 16 First Street. Mr. Strichman gave some background on the resolution in front of them to re-assign the PILOT for 9 First Street and 16 First Street. He advised that Jeff Buell purchased 9 First Street five years ago from the LDC and did extensive work to fix it up. He explained that Slidin' Dirty, a

successful local business, is now located on the first floor with apartments above. Mr. Strichman advised the other property, 16 First Street, is also full. He wanted to note that there will be no change in the terms or the agreement itself; it will simply change to a different owner. Mr. Buell advised that this property was his first project. He advised when he purchased it from the LDC there was no access to the third and fourth floors due to the structure falling in on itself. He advised that it turned out to be a fantastic project and fixing this building helped to inject life into that block of First Street. Mr. Buell added that four other properties in that area were rehabbed since then. He advised that Liz Young and himself like to think of themselves as community investors, rather than single building investors. Mr. Buell noted the success of downtown and advised they have been thinking of selling this property since last year and plan on using the funds to reinvest in other properties located throughout the Hillside neighborhood. He advised the properties will allow them to inject about ½ million dollars backing into the neighborhood, which is located outside of the downtown. He advises that his partners have shifted to areas located outside the downtown and this will be their fifth project where they are investing over \$1 Million. Mr. Buell added that they will not be seeking IDA assistance for the upcoming projects. He introduced Tim James to the board members. Mr. James spoke to the board and noted that he went to high school at Averill Park. He advised that after college he lived all over the world and ended up in San Francisco. Mr. James explained that he purchased a property and opened up a book bindery which grew to be the largest in Southern California. He decided to sell the business and decided to return to this area to be closer to family. He noted that he wants to live in a city where he can park the car and walk to get everything he needed. Mr. James advised that he has spent about a year looking for properties and Troy was one of the first cities that he looked at. He intends to have Mr. Buell's company do the maintenance of the building. Mr. James added that he would like to purchase another property to live in and hopes to re-create a 19<sup>th</sup> century book binding business. The board asked about Slidin' Dirty. Mr. James advised that he wants to keep everything the same and noted that they did an excellent job with 9 First Street between the restaurants and the apartments. He noted that he wants to invest in this area and he is also in contract for another property in the area. Mr. James advised that he opened a museum while in San Francisco and would like to do something on a smaller scale here. The board asked about the number of apartments in 9 First Street. Mr. Buell advised there are seven apartments and six commercial spaces. He advised that he has had conversations with the owners of Slidin' Dirty and they advised that they will never leave Troy. (See attached Resolution 05/18 #1)

**Brian Carroll made a motion to approve the Authorizing Resolution for the Re-Assignment of the 16 First Street Properties LLC Project to Chestnut Bur LLC.**

**Tina Urzan seconded the motion, motion carried.**

V. Consultant Agreement

Mr. Strichman advised that this item was on the agenda last month and was going to discuss again this month, however, he will get a couple of different quotes and discuss next month. Mr. Strichman noted that we did get an application from Rosenblum for the project at 4<sup>th</sup> Street and Bill Schroeder will review this application and help with the analysis. Mr. Strichman noted that his services will be paid for by the developer.

VI. Employment number overview

Mr. Strichman noted that we have reviewed that job numbers submitted with the PARIS report and for the most part all are performing well except for a few; 33 Second Street

originally planned on having a restaurant on the first floor that didn't happen, City Station West is well below their estimated job number and 200 Broadway currently has a commercial space on the first floor that is vacant. He added that there is a lot of development happening near City Station West which may help to spur the jobs in that area.

## VII. Executive Director's Report

**Past Meetings** - Mr. Strichman noted that as a result of a 4:1 vote last month we reviewed past votes to ensure that we had a majority for each votes. He advised there were no votes that came up short. Mr. Strichman advised that were a couple of instances when we may not have had all the board members present to approve the minutes from the previous meeting. He advised we will take a look at that, but when board members leave we could end up with meetings that the minutes do not get approved. The board had a general discussion on approving the minutes. Mr. Miller noted that the resolutions are certified and the votes are noted on it.

**PILOTS** – Mr. Strichman noted that we are waiting for the project at the former Old Brick to be closing soon, United Development did a re-fi for City Station East, we have the Rosenblum application and the TRU Hotel project is on hold for now. He advised that they have some negotiations going on with Hilton. The board asked about the legal fees for TRU Hotel. Mr. Miller advised he will review.

**Project Pipeline** - Mr. Strichman noted that we have about six projects in the pipeline with \$56 Million in potential investment which could mean \$420,000 in fees for this IDA. He added that a number of them are being claimed as County IDA projects, so he will keep the board up to date on how they work out. Mr. Strichman noted that we have five projects in process; 669 River Street, 701 River Street, Old Brick and TRU Hotel. He added that 701 River Street has received Restore NY funding.

**June Meeting** – Mr. Strichman noted that we are going to keep the June meeting as the 15<sup>th</sup> and Brian Carroll will chair.

**American Theater** – Mr. Strichman advised that he anticipates being approached by Bonacio regarding the American Theater project as a standalone.

## VIII. Financials

Ms. Flores advised that we have \$933,000 in assets versus \$933,000 in equity. The board asked about the Mlock asset will move through the balance sheet as time goes by. Mr. Strichman noted that we purchased the parcel for \$500,000 with an option agreement with 701 River Street to purchase a portion for \$107,000. Ms. Flores advised that amount is already in our cash account. Mr. Miller noted that amount is a non-refundable option payment. He advised that when we close, the upland portion will go to them. Mr. Miller added that they will be leasing from us until the National Grid remediation takes place. The board asked about the possibilities to get back the remaining \$400,000. Mr. Strichman advised that we knew we would not be getting all of the funds back when we started the process and advised that there is a grant that would reimburse 75%. He advised that when we revised the size of the lot, the state had to review the application. Mr. Strichman advised he will keep us up to date on the grant. Mr. Carroll asked about the remaining \$100,000. Mr. Strichman noted that all of the real estate will go to either the city or 701 River Street. Mr. Miller advised that is the cost of economic development.

The board asked if we can write off the \$100,000 at this time. Ms. Flores advised we will have to wait until we know for sure what the amount will be.

Ms. Flores advised that for the month of April, there is a deficit of \$8,400 due to the audit. She advised there is negative income due to late payments that came in related to a PILOT which was passed onto the city.

**Lou Anthony made a motion to approve the April financials as presented.**

**Paul Carroll seconded the motion, motion carried.**

IX. Adjournment

With no other items to discuss, the regular board meeting was adjourned at 11:05 a.m.

**Tina Urzan made a motion to adjourn the IDA meeting.**

**Brian Carroll seconded the motion, motion carried.**

**AUTHORIZING RESOLUTION**  
*(16 First Street Properties LLC Project –  
 Assignment to Chestnut Bur LLC)*

A regular meeting of the Troy Industrial Development Authority (the “Authority”) was convened on May 18, 2018, at 10:00 a.m., local time, at 433 River Street, 5<sup>th</sup> Floor, 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>
Kevin O’Bryan	X	
Brian Carroll	X	
Hon. Anasha Cummings	X	
Hon. Mark McGrath		X
Louis Anthony	X	
Paul Carroll	X	
Susan Farrell	X	
Tina Urzan	X	

The following persons were ALSO PRESENT: Steven Strichman, Justin Miller, Esq., Deanna DalPos, Heather Newman, Jeff Buell, Deb Lambek, Joe Perniciaro, Liz Young, Robert Ryan, Esq., Lucas Nathan, Peter Jones, Esq., Jeff Hyman, Timothy James 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 project previously undertaken for the benefit of 16 First Street Properties LLC.

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

Member	Aye	Nay	Abstain	Absent
Kevin O’Bryan	X			
Brian Carroll	X			
Hon. Anasha Cummings	X			
Hon. Mark McGrath				X
Louis Anthony	X			
Paul Carroll	X			
Susan Farrell	X			
Tina Urzan	X			
Kevin O’Bryan	X			

Resolution No. 05/18 #1

RESOLUTION OF THE TROY INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) AUTHORIZING THE ASSIGNMENT OF CERTAIN DOCUMENTS IN CONNECTION WITH A CERTAIN PROJECT (AS FURTHER DEFINED HEREIN) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF 16 FIRST STREET PROPERTIES LLC (THE "COMPANY") TO CHESTNUT BUR LLC (THE "ASSIGNEE"); AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS AND AGREEMENTS RELATING THERETO

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

WHEREAS, the Authority previously appointed **16 FIRST STREET PROPERTIES LLC** (the "Company") as agent to undertake 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, by resolution adopted November 18, 2013, the Authority authorized the undertaking of the Project and pursuant to which the Authority and the Company entered into a certain Company Lease Agreement, Leaseback Agreement, and PILOT Agreement and related documents, each dated as of April 25, 2014 (collectively, the "Authority Documents"); and

WHEREAS, pursuant to the Lease Agreement, and in connection with the sale of the Project Facility, the Company has requested the Authority's approval of the proposed assignment of the Authority Documents (the "Assignment") to Chestnut Bur LLC (the "Assignee"); and

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

Section 1. Subject to (i) the Company and Assignee executing an Assignment and Assumption Agreement (the “Assignment Agreement”), (ii) the delivery to the Authority of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Authority, and (iii) compliance with the Lease Agreement, the Authority hereby authorizes the Assignment of the Authority Documents to the Assignee. The Authority hereby finds that the Assignment constitutes a Type II Action, as defined within the State Environmental Quality Review Act (“SEQRA”) and regulations adopted pursuant thereto at 6 NYCRR Part 617.5(c)(26) whereby the Assignment constitutes a transfer of leasehold rights with no material change in permitted conditions or activities.

Section 2. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Authority are hereby authorized, on behalf of the Authority, to execute, deliver the Assignment Agreement and related documents; provided the rental payments under the Leaseback Agreement, as assigned, and the Assignment Agreement include payments of all costs incurred by the Authority arising out of or related to the Project and prospective indemnification of the Authority by the Assignee for actions taken by the Assignee and/or claims arising out of or related to the Project.

Section 3. The Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority are hereby further authorized, on behalf of the Authority, and to the extent necessary, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Assignee (the “Lender”) up to a maximum principal amount necessary to undertake the Project and/or finance/refinance acquisition and Project costs, equipment and other personal property and related transactional costs, and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or the Executive Director/Chief Executive Officer of the Authority shall approve, the execution thereof by the Chairman, Vice Chairman or the Executive Director/Chief Executive Officer of the Authority to constitute conclusive evidence of such approval; provided, in all events, recourse against the Authority is limited to the Authority’s interest in the Project.

Section 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, Acting Secretary, of the Troy Industrial Development Authority (the "Authority"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Authority, including the Resolution contained therein, held on May 18, 2018 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 18<sup>th</sup> day of May, 2018.

*Denee Zeigler*

