



**Regular Board Meeting
Minutes**

**July 19, 2019
9:00 a.m.**

BOARD MEMBERS PRESENT: Heidi Knoblauch, Hon. Monica Kurzejeski, Hon. David Bissember, Andy Ross and Steve Strichman

ABSENT:

ALSO IN ATTENDANCE: Justin Miller, Esq., Dylan Turek, Mary Ellen Flores, Deanna Dal Pos and Denee Zeigler

The regular board meeting was called to order at 9:00 a.m.

I. Minutes

The board reviewed the minutes from the June 28, 2019 meeting.

Hon. Monica Kurzejeski made a motion to approve the minutes for the June 28, 2019 meeting.

Steven Strichman seconded the motion, motion carried.

II. Authorizing Resolution – King Fuels ACM Remediation Project

Mr. Miller explained that we received a bid in the amount of \$424,000 to clean up the asbestos contaminated material at the former King Fuels. The resolution in front of the board today is to authorize the selection of ESRI as the contractor and to establish it as a capital project with a budget in the amount of \$500,000. He added that this project will require contributions from the IDA and the CRC; pending discussions and approvals at each of their meetings today. Mr. Strichman added that we also have an application being submitted to National Grid to provide a 25% match. Ms. Kurzejeski asked that language be included in the resolution to state it is subject to the other boards approvals. (See attached Resolution #2)

Hon. David Bissember made a motion to approve the authorizing resolution selecting ESRI as the contractor for the ACM remediation and the establishment of a capital project and budget subject to the Troy CRC and Troy IDA funding approvals.

Hon. Monica Kurzejeski seconded the motion, motion carried.

III. Authorizing Resolution – 3t Architect, PLLC, Franklin Alley

Mr. Strichman explained that The Franklin Alley Project has been talked about by local business and the city for quite some time. He explained that the idea is to take the current alley and make it more pedestrian friendly by cleaning it up, added lighting and other features for gathering. He presented to the board the list of work that needs to be done and noted that there are drainage issues that will need to be addressed. Mr. Strichman advised that 3t and Chazen have been working on this pro bono. Ms. Kurzejeski gave some background on the project and explained that some private citizens have been working along with the 3t and Chazen. Mr. Strichman advised that the Art Center has added a mural project to improve the sight. He advised that they have an application in to the CRC for a funding match. Ms. Knoblauch spoke about the amount of grease traps and use of the alleys by the businesses. She advised that there would be a way to set up a shared system of collection and disposal. Ms. Kurzejeski explained they have been working to figure out a way to deal with the dumpster's downtown. Mr. Turek stated that we could use this as a way to apply to future projects going forward. Mr. Ross asked about the work done so far and going forward. Mr. Strichman advised that it has been done pro bono and in order to keep it moving forward and create a set of plans, they are asking for funding. Mr. Strichman noted that we will have additional documents to review next month, but they would like to get this approval in place in order to start the milling process. Mr. Miller explained that the funding should be set up so that it flows through the LDC. (See attached Resolution #1)

Hon. David Bissember made a motion to approve the authorizing resolution to engage 3t architects as a consultant to design and manage the Franklin Alley Project and expend up to \$14,800.

Hon. Monica Kurzejeski seconded the motion, motion carried.

IV. Executive Director Report

Troy Kitchen – Mr. Strichman noted that Troy Kitchen is current and will now be able to restructure the loan in August to include late payments. Mr. Ross asked when the loan will be satisfied. Mr. Strichman advise that we extended it to four years.

King Fuels - Mr. Strichman noted that he is very happy to see this site cleanup moving forward and had no other items to report on.

V. Financials

Ms. Flores noted there is \$3.2 Million in assets with \$2.1 in liabilities and \$1.1 in equity. She advised that the biggest changes were due to the County Waste PILOT.

Ms. Flores noted a deficit of \$4,200 for the month; all normal monthly expenses.

Ms. Kurzejeski asked about the status of the other loans. Ms. Flores advised all are current.

Mr. Strichman spoke about Puravida Culinary Group's loan and the intended project. Ms. Kurzejeski asked if the loan was specific to that project. Mr. Miller explained that we could revise the loan documents, if necessary.

Mr. Strichman explained that we received our HUD Section 108 loan prepayment amount back from the city. He explained that we will be making our loan payment for the principle and interest by the end of July. Ms. Kurzejeski advised that this would be a good time to take a look at our balance sheet before spending anything additional. She asked if a projection could be done for the next few years. Mr. Miller

noted that there are some fee sharing funds coming in from the IDA over the next year.

Hon. David Bissember made a motion to approve the financials as presented.

Steven Strichman seconded the motion, motion carried.

VI. Adjournment

With no additional business to discuss, the LDC board meeting was adjourned at 9:55 a.m.

**Hon. Monica Kurzejeski made a motion to adjourn the LDC board meeting.
Hon. David Bissember seconded the motion, motion carried.**

AUTHORIZING RESOLUTION
(King Fuels ACM Remediation Project)

A regular meeting of the Troy Local Development Corporation was convened on July 19, 2019, at 9:00 a.m.

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

Resolution No. 07/19 #2

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (i) THE UNDERTAKING OF A CERTAIN ACM REMOVAL PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN), (ii) THE SELECTION AND ENGAGEMENT OF A CONTRACTOR TO UNDERTAKE THE ACM REMOVAL, (iii) THE ESTABLISHMENT OF A CAPITAL PROJECT AND BUDGET FOR THE ACM REMOVAL, INCLUDING THE APPLICATION FOR AND RECEIPT OF FUNDING SOURCES; AND (iv) THE EXECUTION AND DELIVERY OF ALL 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, 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 Bankruptcy Court Order signed September 19, 2006 by the Honorable Robert E. Littlefield, Jr., United States Bankruptcy Judge, entitled United States Bankruptcy Court, Northern District of New York, In Re The King Service, Inc., d/b/a King Fuels, Debtor, Chapter 7, Case No. 04-14661, Order Granting Chapter 7 Trustee’s Motion and Approving Sale of Certain Assets Free and Clear of Liens Pursuant to U.S.C. Sec. 363 (the “Bankruptcy Order”); and

WHEREAS, pursuant to the Bankruptcy Order, the Corporation accepted 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 three (3) parcels of real estate comprising a total of approximately 22 acres of land, including a parcel being more particularly identified as TMID No. 111.75-1-1./1, comprised of 16.16 acres, more or less (“Parcel 1”); and

WHEREAS, Parcel 1 subject to the terms of: (i) 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; (ii) 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 (iii) 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”, as amended), such Order mandating National Grid’s 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 and the Troy Industrial Development Authority (the “Authority”) previously undertook a certain project (the “Project”) for the benefit of the Corporation consisting of (i) the acquisition by the Authority of a leasehold interest in the Site, including Parcel 1 (hereinafter, the “Land”), along with the existing building improvements, infrastructure, roadway and other improvements located thereon (the “Existing Improvements”), (ii) undertaking certain planning, design, engineering and permitting activities relating to the Land, Existing Improvements and Facility for future development by the Company as a multi-tenanted commercial and industrial park (collectively, the “Redevelopment Plan”), including certain site stabilization, demolition, excavation and other remediation activities in and around the Land and Existing Improvements (the “Site Work”, and together with the Land and Existing Improvements, the “Facility”), and (iii) the lease by the Authority of the Facility back to the Company for (a) the continued leasing of certain portions of the Existing Improvements for commercial operations and (b) the undertaking by the Company of the Redevelopment Plan and Site Work; and

WHEREAS, pursuant to the provisions of a certain Leaseback Agreement entered into by the Authority and Corporation, dated August 1, 2011(the “Leaseback Agreement”), and as a component of a straight lease transaction undertaken pursuant to the Authority’s Enabling Act, the Corporation is undertaking certain remediation and removal of asbestos containing materials (“ACM”) to finalize the Site Work (the “ACM Removal”); and

WHEREAS, the ACM Removal has been determined to be necessary and required in connection with (i) permitting National Grid to initiate the Remediation pursuant to the Order, (ii) mandates from the New York State Department of Labor (“NYSDOL”), and (iii) the objectives of the Corporation and Authority to undertake the Site Work and overall Redevelopment Plan; and

WHEREAS, in furtherance of the foregoing, the Corporation previously issued a request for bids for the ACM Removal and upon review of responses to same, the Corporation desires to engage Environmental Remediation Services, Inc. (“ERSI”) at a maximum contract price of \$424,000.00 pursuant to a contract as authorized herein (the “ERSI Contract”); and

WHEREAS, the Corporation further desires to establish a capital project and budget for the ACM Removal in a maximum amount of \$500,000.00, such amount to include the ERSI Contract, ACM Removal Monitoring and related administrative, accounting and legal expenses (collectively, the “ACM Removal Budget”); and

WHEREAS, in order to capitalize the ACM Removal Budget, the Corporation desires to authorize the appropriation and receipt of the following funding: (i) \$100,000.00 of Corporation fund balance, (ii) application for and receipt of a \$100,000.00 grant (the “CRC Grant”) from the City of Troy Capital Resource Corporation (“CRC”), and (iii) application for and receipt of a \$300,000.00 in Project Expenditure funding from the Authority (the “Authority Expenditures”); and

WHEREAS, the Corporation desires to authorize (i) the undertaking of the ACM Removal, (ii) the engagement of ERSI pursuant to the ERSI Contract, (iii) the establishment of the ACM Removal Budget, (iv) the application for and receipt of the CRC Grant and Authority Expenditures, and (v) the execution and delivery of documents and agreements in furtherance of the foregoing, including, but not limited to the ERSI Contract, a Grant Agreement with the CRC, and a certain Project Expenditure Agreement with the Authority.

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

Section 1. The Corporation hereby finds and determines that it is within its purpose, mission and statutory authority under Section 1411 of the Not-for-Profit Corporations Law to undertake the proposed Disposition to the City in order to advance economic development, job creation and the general welfare for the residents of the City of Troy by undertaking of the ACM Removal and continued pursuit of the overall Redevelopment Plan.

Section 2. The Corporation hereby authorizes (i) the undertaking of the ACM Removal, (ii) the engagement of ERSI pursuant to the ERSI Contract, (iii) the establishment of the ACM Removal Budget, (iv) the application for and receipt of the CRC Grant and Authority Expenditures, and (v) the execution and delivery of documents and agreements in furtherance of the foregoing, including, but not limited to the ERSI Contract, a Grant Agreement with the CRC, and a certain Project Expenditure Agreement with the Authority, with all such documents and agreements to be approved as to form by the Executive Director and counsel to the Corporation (collectively, the “Documents”).

Section 3. The Corporation has identified the ACM Removal as a “Type II” Action pursuant to the State Environmental Quality Review Act (“SEQRA”), for which no formal review is necessary.

Section 4. 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 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 5. 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 6. 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 7. 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>
Heidi Knoblauch	[X]	[]	[]	[]
Andrew Ross	[X]	[]	[]	[]
Monica Kurzejeski	[X]	[]	[]	[]
Steven Strichman	[X]	[]	[]	[]
Dave Bissember	[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:

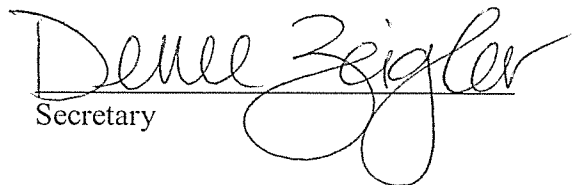
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the " Corporation "), including the resolution contained therein, held on July 19, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings 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 19TH day of July, 2019.


Secretary

[SEAL]

AUTHORIZING RESOLUTION
(3tArchitect, PLLC)

A regular meeting of the Troy Local Development Corporation was convened on July 19, 2019, at 9:00 a.m.

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

Resolution No. 07/19 #1

RESOLUTION OF THE TROY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING THE ENGAGEMENT OF AN ENGINEERING
CONSULTANT TO DESIGN AND MANAGE COMPONENTS OF A
PROPOSED PROJECT TO ENHANCE FRANKLIN ALLEY

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, as a supporting organization of the City of Troy (the “City”), the Corporation desires to facilitate a proposed public/private project (the “Project”) to transform Franklin Alley between River Street and Broadway into a vibrant pedestrian space, including the planning, design, construction and installation of new street surfaces, drainage and curbing, installation of murals and other artwork, upgraded lighting, and the improvement of building facades and exteriors; and

WHEREAS, the Corporation desires to assist with the final planning, design and engineering for the Project, including finalization of costs and funding roles to be played by public and private sector partners that will include the City, the Arts Center of the Capital Region, National Grid and various private building owners and tenants, along with analysis for improving drainage along the alley, additional engineering work, followed by detailed project management as required; and

WHEREAS, 3tArchitect, PLLC and their sub-consultant Chazen Companies have been involved in a pro-bono capacity on design work for the Project, and bring to the project significant preliminary design work that warrants engaging them as a sole-source vendor; and

WHEREAS, it is contemplated that the Corporation will authorize the expenditure of up to \$14,800 in Corporation funds to facilitate the planning, design, engineering and confirmation of funding sources and uses for the Project; and

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

Section 1. The Corporation finds and determines that:

(A) The Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the N-PCL and to exercise all powers granted to it under the Act; and

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

Section 2. The Corporation hereby authorizes the expenditure of up to \$14,800 in furtherance of Project and the engagement of 3T Architect, PLLC to provide consultant services for same. The Chairman, Vice Chairman, and/or Executive Director/Chief Executive Officer of the Corporation are hereby authorized, on behalf of the Authority, to execute, deliver the Consulting Agreement attached as Exhibit A, along with other related documents.

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 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 Authority.

Section 4. These Resolutions shall take effect immediately.

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Hon. David Bissember	[X]	[]	[]	[]
Dr. Heidi Knoblauch	[X]	[]	[]	[]
Monica Kurzejeski	[X]	[]	[]	[]
Andrew Ross	[X]	[]	[]	[]
Steven Strichman	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

EXHIBIT A



June 24, 2019

Steven Strichman
Troy Local Development Corp.
Troy City Hall
433 River Street
Troy NY 12180

**Re: Construction Documentation, Bidding & Construction Administration
Services for the Franklin Street Alley project located in Troy, New York**

Dear Mr. Strichman,

As requested, 3tarchitects, with Chazen Cos. as a primary consultant, is pleased to submit this proposal for professional architectural and site design services for the Franklin St. Alley design project.

This proposal is for the completion of the design, documentation for the same and oversight of the bidding and construction processes until completion.

Scope of Services

The scope of this proposal is to complete all of the service required to complete the Franklin Street Alley as designed and agreed upon by all parties, as illustrated in the presentation dated,

This project is intended to be the prototype alleyway project in the City of Troy and it is focused on the alley between Broadway and River Street. The design is based on the recently created PowerPoint and affiliated budget, as agreed upon by all stakeholders, including the City of Troy NY.

Please find below the balance of the scope of work required to complete the project:

- Present the final design and budget to the stakeholders
- Complete the construction/bid documents based on the agreed upon design
- Distribute the construction/bid documents, as follows:
 - City of Troy NY for them to complete the CHiPs portion of the Project
 - Troy LDC (hereinafter referred to as TLDC) for their records and comments
 - To selected bidders based on trades being solicited and agreed upon by TLDC



- Obtain and analyze the bids. Review them with the TLDC.
- Meet with the various parties, including the Arts Center, Building Owners and tenants, The City, TLDC as well as the selected bidders to have a kick-off meeting and set a schedule.
- Coordinating the refurbishment and/or creation of new murals along alley
- A minimum of four (4) site visits will be conducted as required to oversee the construction of the project as designed.
- A final inspection will be completed by 3t and Chazen Cos. for the project.

While the following is based on our experience with projects similar in nature, we are open to amending these services as necessary to meet your needs.

Assumptions / Exclusions

- A total of two (2) meetings for design presentations, etc. are anticipated.
- The City of Troy NY will coordinate the CHIPs portion of the project, including HC sidewalk ramps, curbs, paving, etc.
- 3t, along with the Chazen Cos., will solicit, monitor and assess a minimum of 3 bids per agreed upon bid section required for the project.
- 3t will coordinate with The Arts Center as required to accommodate any their needs affiliated with the creation and/or installation of the murals located in the Alley.

Fee Proposal for Professional Services

3tarchitects proposes to perform the services for this portion of the project, as outlined in this proposal, at an agreed upon lump sum of \$14,800.00.

Should additional services be required, they will be completed at the standard billing rates, as set forth as follows:

PRINCIPAL	\$160 PER HOUR	SR. ARCHITECT	\$ 115 PER HOUR
ARCH/SR. PROJ. MANAGER	\$100 PER HOUR	SR. ARCHITECTURAL DESIGNER	\$ 90 PER HOUR
ARCHITECTURAL DESIGNER	\$ 75 PER HOUR	SR. INTERIOR DESIGNER	\$ 85 PER HOUR
LANDSCAPE ARCHITECT	\$ 90 PER HOUR	ADMINISTRATIVE	\$ 50 PER HOUR

Invoices will be sent monthly based upon work completed to date. Payment on invoices is due within (20) days of receipt of the invoice. Should the client fail to make payment within (45) days the amount due shall bear interest at a rate of 1-1/2% per month.

Any additional services performed shall be compensated by either determining an agreed upon lump sum fee prior to commencing the work or by using the standard billing rates as noted above.



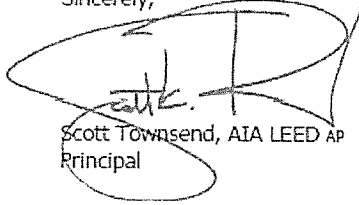
Additionally, reimbursable fees, including consulting services, will be invoiced at direct cost + a 10% processing and administrative fee. Though none are currently anticipated, reimbursable costs may include, but are not limited to high quantity printing, copying, and/or courier services.

Final Terms:

1. Work will commence upon receipt of the signed contract.
2. Either party may terminate this agreement at any time with written notice of such termination sent to the other party. Upon receipt of such written notice, no further work will be completed under this agreement. Should termination occur, 3t architects will be paid, as stipulated above, for all work completed prior to the termination date.
3. The Architect reserves the right to suspend work if payments are not made within 45 days and any legal fees incurred by 3t related to collection of fees shall be borne by the client.
4. It is agreed that compensation for services provided is not contingent upon funding, city, government agency or board approval(s), etc.

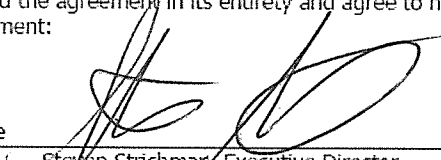
We would like to thank you for placing your confidence in 3t and look forward to working with you on this exciting project. Should there be any questions, please do not hesitate to contact our office.

Sincerely,



Scott Townsend, AIA LEED AP
Principal

I have read the agreement in its entirety and agree to have 3t perform the services as stipulated in this agreement:

Signature  Date _____
Steven Strichman, Executive Director
Troy Local Development Corporation



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

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

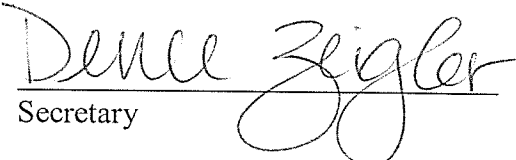
That I have compared the annexed extract of minutes of the meeting of the Troy Local Development Corporation (the " Corporation "), including the resolution contained therein, held on July 19, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings 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 19th day of July, 2019.


Secretary

[SEAL]