

**COMMERCIAL/RETAIL FINDINGS RESOLUTION
555-ONE, LLC PROJECT**

A regular meeting of Rensselaer County Industrial Development Agency (the "Agency") was convened in public session in the 3rd Floor Conference Room at the Quackenbush Building located at 333 Broadway in the City of Troy, Rensselaer County, New York on October 13, 2016 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

John H. Clinton, Jr.	Chairman
Sandra Brown	Vice Chairman
Cynthia A. Henninger	Secretary/Treasurer
Ronald Bounds	Assistant Secretary/Treasurer
Douglas Baldrey	Member
James Church	Member
Michael Della Rocco	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Robin LaBrake	Assistant
Peter R. Kehoe, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Special Counsel

The following resolution was offered by Michael Della Rocco, seconded by Ronald Bounds, to wit:

Resolution No. 1016-05

RESOLUTION (A) DETERMINING THAT THE PROPOSED 555-ONE, LLC (THE "COMPANY") PROJECT IS A COMMERCIAL PROJECT, AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

WHEREAS, Rensselaer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 128 of the 1974 Laws of New York, as amended, constituting Section 903-d of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance

the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in March, 2014, 555-One, LLC, a New York limited liability company (the “Company”), submitted an application (the “Original Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Original Project”) for the benefit of the Company, said Original Project consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 25 acre parcel of land located at 555 Broadway (tax map no. 143.52-1-1.1) in the City of Rensselaer, Rensselaer County, New York (the “Original Land”), (2) the construction on the Land of an approximately 132,000 square foot building (the “Original Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the Original Equipment”) (the Original Land, the Original Facility, and the Original Equipment being collectively referred to as the “Original Project Facility”); all of the foregoing to constitute an approximately 95 unit market rate apartment complex and any other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Original Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Original Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on March 13, 2014 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Original Project and the financial assistance being contemplated by the Agency with respect to the Original Project, to be mailed on March 18, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Original Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on March 19, 2014 at the City Hall located at 62 Washington Street in the City of Rensselaer, Rensselaer County, New York, as well as on the Agency’s website on March 18, 2014, (C) caused notice of the Public Hearing to be published on March 19, 2014 in The Record, a newspaper of general circulation available to the residents of the City of Rensselaer, Rensselaer County, New York, (D) conducted the Public Hearing on April 2, 2014 at 10: 00 o’clock a.m., local time at the City Hall located at 62 Washington Street in the City of Rensselaer, Rensselaer County, New York, and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on March

13, 2014 (the “Preliminary SEQR Resolution”), the Agency (A) determined (1) to obtain an environmental assessment form relating to the Original Project (an “EAF”) from the Company, to review the EAF with counsel to the Agency, and prepare proceedings to allow the Agency to comply with the requirements of SEQRA that apply to the Original Project, and (2) that, the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Original Project and (B) authorized the Executive Director of the Agency to contact all other “involved agencies” for the purpose of ascertaining whether such “involved agencies” were interested in undertaking a coordinated review of the Original Project and, if so, designating a “lead agency” with respect to the Original Project (as such quoted terms are defined in SEQRA) and to report to the Agency at its next meeting on the status of the foregoing; and

WHEREAS, further pursuant to SEQRA, the Company submitted to the Agency (A) the Final Generic Environmental Impact Statement prepared with respect to the Project (the “FGEIS”) which was submitted and approved by the City of Rensselaer Planning Commission (the “Planning Commission”) on July 28, 2009 and a notice of completion of FGEIS was filed on August 5, 2009, (B) an Acceptance of the Final Environmental Impact Statement dated July 28, 2009 (the “Acceptance”) issued by the Planning Commission, as lead agency, pursuant to SEQRA and (C) a SEQR Findings Statement dated August 26, 2009 (the “Findings Statement”) prepared by the Planning Commission, copies of which were provided to the Agency on August 31, 2009; and

WHEREAS, by resolution adopted by the members of the Agency on March 17, 2016 (the “Resolution Adopting Environmental Findings”), the Agency adopted the Findings Statement as the Agency’s written Findings Statement relative to the Project, as required by 6NYCRR 6.17.11(c); and

WHEREAS, on August 9, 2016, the Company submitted an application (the “Amended Application”) to the Agency, which Amended Application requested that the Agency consider undertaking a project that amends the Original Project (the “Project”) for the benefit of the Company, as said Project is as follows: (A) (1) the acquisition of an interest in an approximately 148,000 square foot parcel of land located at 555 Broadway (being a portion of tax map no. 143.52-1-1.1) in the City of Rensselaer, Rensselaer County, New York (the “Land”), (2) the construction on the Land of an approximately 140,000 square foot building and eight (8) garages (collectively, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, and the Equipment being collectively referred to as the “Project Facility”); all of the foregoing to constitute an approximately 96 unit market rate apartment complex and any other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in Opinion of the State Comptroller Number 85-51, the State Comptroller indicated that the determination whether a project that consists of the construction of an apartment house is a commercial activity within the meaning of the Act is to be made by local officials based upon all of the facts relevant to the proposed project, and that any such determination should take into account the stated purpose of the Act, that is, the promotion of employment opportunities and the prevention of economic deterioration; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the “Project Qualification Documents”): (A) the Application, including the attached Cost Benefit Analysis; and (B) a letter dated October 12, 2016 from Rensselaer County Economic Development and Planning’s Principal Planner (the “Support Letter”), attached hereto as Exhibit A;

WHEREAS, the Agency has given due consideration to the Project Qualification Documents, and to representations by the Company that although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located within census tract 0515, which is considered to be a distressed census tract and therefore is in a “highly distressed area”, as that term is defined in Section 854(18) of the Act; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the County Executive of the Rensselaer County of the proposed action by the Agency with respect to the Project; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

A. The Project is located in an area having a mixture of commercial, multi-family lower income rentals and highly affordable single family houses.

B. The Support Letter makes the following comments/findings regarding housing in the City of Rensselaer, Rensselaer County:

- Encourage development of a vacant site
- Provide moderate-to-high income resident housing options
- Encourage the next phase of the project, which could include a hotel and/or office space
- Increase job opportunities for all residents
- Encourage the revival of the downtown City of Rensselaer

C. That undertaking the Project is consistent with the Project Qualification Documents and will assist and maintain current and future residential and commercial development and expansion in the neighborhood area.

D. The Company has informed representatives of the Agency that the Project is expected to create (1) three (3) full time permanent, private sector jobs and (2) approximately 40 temporary construction jobs.

E. The Company has informed representatives of the Agency that the Company is not aware of any adverse employment impact caused by the undertaking of the Project.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

A. That although the Project does constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located within census tract 0515, which is considered to be a distressed census tract and therefore is in a "highly distressed area" (as defined in the Act).

B. That (1) the Project Facility will provide necessary infrastructure for area employers and businesses, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in the City of Rensselaer, Rensselaer County and in the State of New York, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in the City of Rensselaer, Rensselaer County and in the State of New York.

C. That the acquisition, reconstruction, renovation and installation of the Project Facility is essential to the retention of existing employment and the creation of new employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in the City of Rensselaer, Rensselaer County.

D. That the Project constitutes a "commercial" project, within the meaning of the Act.

E. That the undertaking of the Project will serve the public purposes of the Act by preserving and creating permanent private sector jobs in the State of New York.

Section 3. Having reviewed the Public Hearing Report, and having considered fully all comments contained therein, and based upon the findings contained in Section 1 above, the Agency hereby determines to proceed with the Project and the granting of the financial assistance described in the notice of the Public Hearing; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the County Executive of Rensselaer County, New York, as chief executive officer of Rensselaer County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 4. 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:

John H. Clinton, Jr.	VOTING	YES
Sandra Brown	VOTING	YES
Cynthia A. Henninger	VOTING	YES
Ronald Bounds	VOTING	YES
Douglas Baldrey	VOTING	YES
James Church	VOTING	YES
Michael Della Rocco	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

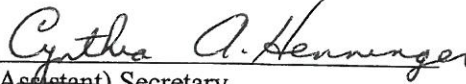
STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

I, the undersigned (~~Assistant~~) Secretary of Rensselaer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 13, 2016 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 contained 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 Agency 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 Agency 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 Agency this 13th day of October, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT A
SUPPORT LETTER
-SEE ATTACHED-



RENSSELAER COUNTY
Economic Development and Planning

1600 SEVENTH AVENUE, TROY, NEW YORK 12180
PHONE (518) 270-2914; FAX (518) 270-2981

Kathleen M. Jimino, County Executive *Robert L. Pasinella, Jr., Director*



October 12, 2016

Mr. Robert Pasinella, Jr.
Director
Rensselaer County Industrial Development Agency
1600 Seventh Avenue
Troy, NY 12180

Re: 555-One, LLC Apartment Building
Rensselaer, NY


Dear Mr. Pasinella:

The first development moving forward at DeLaets Landing – 555-One, LLC. apartment building – will provide the first step in creating growth in the downtown area of the City of Rensselaer. The project which will build a 140,000 square-foot apartment building with 96 market rate units will provide activity at a site which has been vacant for almost 10 years. Originally anticipated to bring vibrancy and build out downtown Rensselaer, the DeLaets Landing project has sat idle since the economic downturn in 2008, creating a blighted effect on the city of Rensselaer's highly visible waterfront.

Downtown Rensselaer is considered heavily distressed due to high levels of poverty and unemployment, and low incomes. The upper area of Rensselaer has had a resurgence in the past 15 years with new, higher cost housing, both rentals and single-family. Downtown Rensselaer, on the other hand, consists of a mix of commercial, multi-family lower income rentals and highly-affordable single family houses, both owner occupied and rented. Several large factories have closed over the past 25 to 30 years, replaced by vacant lots, parking lots or smaller office buildings. The DeLaets Landing project was to provide a mix of retail, a hotel, commercial office space, and residential uses that would spur more activity in the downtown area as more residents, workers and visitors would visit businesses.

Along with the several hundred workers who will construct the building for eighteen months, the project will directly create three employees to operate and maintain the apartments. With an expected 100-200 new moderate- to high-income residents, the apartment project will also retain and/or create another ten or more employees in Rensselaer establishments which the new residents will visit. Additionally, it will probably spur on the next phase of the DeLaets Landing project as folks see the activity on the very visible waterfront site. The next phase could include hotel and/or office space, likely creating or importing up to several hundred jobs.

The 555-One project should be the project which will kick-start the revival of downtown Rensselaer and bring a new population to this distressed and highly visible area across from our state's Capitol.

Sincerely,



Linda von der Heide
Principal Planner