

**RESOLUTION AUTHORIZING PILOT DEVIATION NOTICE AND
PUBLIC HEARING TO AMEND PILOT
THE UNIVERSITY AT ALBANY FOUNDATION 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 December 8, 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
Cynthia A. Henninger	Secretary/Treasurer
Ronald Bounds	Assistant Secretary/Treasurer
Douglas Baldrey	Member
Michael Della Rocco	Member

ABSENT:

Sandra Brown	Vice Chairman
James Church	Member

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 Cynthia Henninger, seconded by Douglas Baldrey, to wit:

Resolution No. 1216-05

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO (A) SEND A NOTICE TO THE CHIEF EXECUTIVE OFFICERS OF THE AFFECTED TAXING ENTITIES INFORMING THEM OF A PROPOSED DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY AND (B) CONDUCT A PUBLIC HEARING IN CONNECTION WITH THE UNIVERSITY AT ALBANY FOUNDATION PROJECT.

WHEREAS, Rensselaer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 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 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 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on July 31, 1996 (the "Closing"), the Agency entered into a lease agreement dated as of July 1, 1996 (the "Lease Agreement") by and between the Agency and The University at Albany Foundation (the "Original Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an approximately fifty (50) acre parcel of land located at 81 Columbia Turnpike in the Town of East Greenbush and the City of Rensselaer, Rensselaer County, New York (the "Land"), and the seven (7) buildings located thereon which total, in the aggregate, approximately 365,000 square feet (collectively, the "Facility"); (2) the reconstruction of a portion of the Facility; and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to be used by the Original Company and/or tenants of the Original Company as a biotechnology center for educational and research activities (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, deed transfer taxes, transfer gains taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Original Company pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Original Company executed and delivered to the Agency a certain deed dated July 12, 1996 (the "Deed to Agency") from the Original Company to the Agency and a certain assignment and assumption of lease agreement dated July 12, 1996 (the "Assignment") between the Original Company and the Agency, which together conveyed to the Agency all right, title and interest of the Original Company in the Land and the Facility and (B) the Original Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of March 1, 1996 (the "Payment in Lieu of Tax Agreement") pursuant to which the Original Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility. A copy of the Real Property Tax Exemption Form RP-412-a relating to the Project Facility and the Payment in Lieu of Tax Agreement was mailed by the Agency to the assessor and the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) (the above enumerated documents being referred to as the "Basic Documents"); and

WHEREAS, pursuant to an assignment and assumption agreement dated as of January 1, 2012 (the "Assignment and Assumption Agreement") by and among, the Agency, the Original Company, and University at Albany Bioscience Development Corporation (the "Company"), the Original Company assigned all of its right, title and interest in and to the Project Facility and the Basic Documents to the Company and in connection with such sale assigned to the Company each of the Basic Documents to which the Original Company was a party; and

WHEREAS, on December 6, 2016, the Company made a request to the Agency (the "Pilot Request"), which Pilot Request is attached hereto as Exhibit A, that the Agency amend the Payment in Lieu of Tax Agreement pursuant to an amendment to payment in lieu of tax agreement (the "First Amendment to Payment in Lieu of Tax Agreement") by and between the Agency and the Company; and

WHEREAS, the First Amendment to Payment in Lieu of Tax Agreement will be a deviation from the Agency's uniform tax exemption policy, said deviation as outlined by the Executive Director of the Agency at this meeting; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") no fewer than thirty (30) days prior written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor; and

WHEREAS, pursuant to Section 856(15) of the Act, unless otherwise agreed by the affected tax jurisdictions, payments in lieu of taxes must be allocated among the affected tax jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each affected tax jurisdiction had the Project Facility not been tax exempt due to the status 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to enter into the First Amendment to Payment in Lieu of Tax Agreement (the "Amendment"); and

WHEREAS, pursuant to SEQRA, the Agency has examined the Amendment in order to make a determination as to whether the Amendment is subject to SEQRA, and it appears that the Amendment constitutes a Type II action under SEQRA; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any financial assistance of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing with respect said 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 Amendment, the Agency hereby determines that the Amendment constitutes a "Type II action" pursuant to 6 NYCRR 617.5(26), and therefor that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendment.

Section 2. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Amendment (the "Public Hearing"), said public hearing to be held in the city, town or village where the Project Facility is or is to be located; (B) to cause the Public Hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation to available to the residents of the governmental units where the Project Facility is or is to be located, such notice to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located to comply with the

requirements of Section 859-a of the Act; (D) to conduct the Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing to be promptly prepared (the "Report"); and (F) to cause copies of the Report to be made available to the members of the Agency.

Section 3. Having considered the Company's Pilot Request, the Executive Director, subject to receipt by the Agency of written approval of the Pilot Request by the Affected Tax Jurisdictions, is hereby authorized to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions (A) informing them that the Agency is considering a proposed deviation, as outlined by the Executive Director of the Agency at this meeting, from its uniform tax exemption policy with respect to the Project and the reasons therefor and (B) soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation.

Section 4. The Chairman, Vice Chairman and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. 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	ABSENT
Cynthia A. Henninger	VOTING	YES
Ronald Bounds	VOTING	YES
Douglas Baldrey	VOTING	YES
James Church	VOTING	ABSENT
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 December 8, 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 8th day of December, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT A
PILOT REQUEST

WHITEMAN
OSTERMAN
& HANNA LLP

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December 6, 2016

Via Email and First Class Mail

Mr. Robert L. Pasinella, Executive Director
Rensselaer County Industrial Development Agency
1600 7th Avenue
Troy, New York 12180

Re: *The University at Albany Foundation Project—Sale/Leaseback Transaction, July 31, 1996*

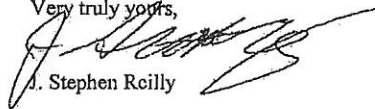
Dear Mr. Pasinella

This firm represents the University at Albany Bioscience Development Corporation ("UABDC"). I am writing to you in connection with the Payment in Lieu of Tax Agreement dated as of July 1, 1996 (the "PILOT Agreement") by and between the Rensselaer County Industrial Development Agency (the "Agency") and The University at Albany Foundation ("UAF") which was executed in connection with the above-referenced transaction. As you may recall, pursuant to an Assignment and Assumption Agreement dated as of January 1, 2012 by and among the Agency, UAF and UABDC, UAF assigned all of its right, title and interest in and to, among other things, the PILOT Agreement to UABDC.

The PILOT Agreement is, effectively, scheduled to terminate on February 28, 2017. However, UABDC would like to discuss the potential extension of the term of the PILOT on terms agreeable to the Agency and UABDC. Accordingly, on behalf of my client, I am respectfully requesting that the Agency add this item for discussion at its December meeting.

Of course, if you have any questions on any of the foregoing, please do not hesitate to contact me. Thank you for your consideration.

Very truly yours,



J. Stephen Reilly

JSR:avo

cc: George W. Cregg, Jr. (Via E-mail Only)
Robin LaBrake (Via E-mail Only)
Francis Zeronda (Via E-mail Only)

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