

**ADDITIONAL AGENT RESOLUTION
METROPOLITAN LIFE INSURANCE COMPANY 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 12, 2017 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
Michael Della Rocco	Vice Chairman
Cynthia A. Henninger	Secretary/Treasurer
Ronald Bounds	Assistant Secretary/Treasurer
Douglas Baldrey	Member
James Church	Member
Renee Powell	Member

ABSENT:

R. Powell

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 M. Della Rocco, seconded by J. Church, to wit:

Resolution No. 1017-08

RESOLUTION APPOINTING METLIFE SERVICES AND SOLUTIONS, LLC AS
AGENT OF RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FOR THE PURPOSE OF UNDERTAKING AND COMPLETING THE
METROPOLITAN LIFE INSURANCE COMPANY PROJECT.

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 manufacturing, warehousing, research, commercial 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, 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 or about May 11, 2017, the Agency undertook the following project (the "Project") for the benefit of Metropolitan Life Insurance Company (the "Company") consisting of the following: (A)(1) the maintenance, repair and replacement of an existing approximately 200,000 square foot facility and related improvements located at 500 Jordan Road in the Town of North Greenbush, Rensselaer County, New York (collectively, the "Facility"), including but not limited to repair or replacement of the roof, sidewalks and parking lots (such maintenance, repairs and replacements being collectively referred to as the "Facility Purchases"), (2) the maintenance, repair, replacement and upgrading of the mechanical, electrical, heating and air conditioning equipment relating to the Facility (the "Mechanical Equipment"), and (3) the maintenance, repair, replacement and upgrading of the computer equipment (including mainframe, server and peripheral computer equipment) relating to the Facility (the "Computer Equipment"), including, software systems, software licenses and maintenance/support, special project capability and programming services (the "Computer Purchases"), all as covered by previously issued interim sales tax exemption letters appointing the Company as agent of the Agency and as may be purchased from time to time under a multi-year capital plan of the Company (the Facility Purchases, the Mechanical Equipment and the Computer Equipment, together with the Computer Purchases, being collectively referred to as the "Improvements") (the Facility and the Improvements being collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an information systems computer center and underwriting and claims processing center and related uses; (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 (collectively, the "Financial Assistance"); and (C) the sale of the Project Facility to the Company pursuant to an amended and restated installment sale agreement dated as of January 1, 2004 (the "Amended and Restated Installment Sale Agreement") by and between the Agency and Metropolitan Life Insurance Company (the "Company"), as amended by an amendment to installment sale agreement dated as of May 1, 2007 (the "First Amendment to Installment Sale Agreement"), as further amended pursuant to an amendment to installment sale agreement dated as of April 1, 2010 (the "Second Amendment to Installment Sale Agreement"), as further amended pursuant to an amendment to installment sale agreement dated as of March 1, 2013 (the "Third Amendment to Installment Sale Agreement"), as further amended pursuant to an amendment to installment sale agreement dated as of April 1, 2015 (the "Fourth Amendment to Installment Sale Agreement"), and as further amended pursuant to an amendment to installment sale agreement dated as of May 1, 2017 (the "Fifth Amendment to Installment Sale Agreement" and collectively with the Amended and Restated Installment Sale Agreement, the First Amendment to Installment Sale Agreement, the Second Amendment to Installment Sale Agreement, the Third Amendment to Installment Sale Agreement, and the Fourth Amendment to Installment Sale Agreement, the "Installment Sale Agreement") by and between the Agency and the Company; and

WHEREAS, over the past year the Company has undertaken an enterprise wide project to reorganize how services and facilities are delivered to their insurance and other companies, both domestically and internationally. Currently many services, facilities, and shared assets are owned and provided by a regulated insurance company (Metropolitan Life Insurance Company). The regulatory environment has changed over the years. The Company, which began as a mutual insurance company owned by its policyholders is now facing oversight and additional regulation by the federal

government. The Company's goal is to reduce interconnectivity between operating companies and to enhance resolvability by segregating service and facility availability within service companies. Shared assets will be provided by non-insurance companies, therefore on July 1, 2017 MetLife Services and Solutions, LLC ("MSS") will act as a global service company and begin to purchase shared assets on behalf of the enterprise; and

WHEREAS, pursuant to the above explanation and the correspondence dated October 9, 2017 (the "Request"), which Request is attached hereto as Exhibit A, the Company has requested the Agency to appoint MSS as additional agent (the "Agent") of the Agency to undertake and complete the Project; 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 proceed with the Request; and

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

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

Section 1. Based upon an examination of the Request, the Agency hereby determines that the Request constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. In order to preserve the sales tax exemption which is the Financial Assistance, and in order to facilitate the completion of the Project, the Agent is hereby appointed the true and lawful agent of the Agency (A) to undertake and complete the Project, as the stated agent for the Agency, (B) to make, execute, acknowledge and deliver all contracts, orders, receipts, writings and instruments necessary in connection therewith, and in general to do all things as may be requisite or proper for undertaking and completing the Project with the same powers and the same validity as the Agency could do if acting in its own behalf and (C) to pay all fees, costs and expenses incurred in the undertaking and completing of the Project from its own funds.

Section 3. The Agency (A) hereby agrees to the appointment of the Agent as an agent to undertake and complete the Project and (B) determines to enter into an agency and indemnification agreement (the "Agency and Indemnification Agreement"), a Section 875 GML recapture agreement (the "Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Agent Documents"), the form and substance of which the Chairman, Vice Chairman or the Executive Director of the Agency is authorized to negotiate and approve.

Section 4. The Chairman (or Vice Chairman) or the Executive Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) or

the Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or the Executive Director to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agent Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agent Documents binding upon the Agency.

Section 6. 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	<u>YES</u>
Michael Della Rocco	VOTING	<u>YES</u>
Cynthia A. Henninger	VOTING	<u>YES</u>
Ronald Bounds	VOTING	<u>YES</u>
Douglas Baldrey	VOTING	<u>YES</u>
James Church	VOTING	<u>YES</u>
Renee Powell	VOTING	<u>ABSENT</u>

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 12, 2017 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 12th day of October, 2017.

(SEAL)

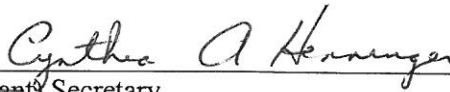

(~~Assistant~~) Secretary

EXHIBIT A
REQUEST

Metropolitan Life Insurance Company
13045 Tesson Ferry Road
Tax Department
St. Louis, MO 63128



To: Rensselaer County Industrial Development Agency
Rensselaer County Office Building
1600 Seventh Avenue
Troy, New York 12180

Re: Rensselaer County Industrial Development Agency
Sale/Saleback Transaction
2017 Metropolitan Life Insurance Company Project

Date: October 9, 2017

Ladies and Gentlemen:

Reference is hereby made to the Fifth Amendment to the Amended and Restated Installment Sale Agreement dated as of May 1, 2017 (the "Amended and Restated Installment Sale Agreement") between the Rensselaer County Industrial Development Agency (the "Agency") and Metropolitan Life Insurance Company (the "Company") and the Sales Tax Exemption Letter dated as of May 1, 2017 ("Sales Tax Exemption Letter") issued by the Agency in connection with the Amended and Restated Installment Sale Agreement. The Company hereby notifies the Agency of its desire to appoint MetLife Services and Solutions, LLC ("MSS") as an additional agent of the Agency under the Amended and Restated Installment Sale Agreement and the Sales Tax Exemption Letter. The Company requests that the Agency acknowledges such appointment of MSS as additional agent of the Agency by your signature below and by issuing a supplement to the Sales Tax Exemption Letter, or separate Sales Tax Exemption Letter, recognizing MSS as additional agent of the Agency.

Attached for your reference is a signed IRS Form W-9 for MetLife Services and Solutions, LLC.

Please note that the Company does not seek any additional benefit at this time. Nor does the Company revise the Anticipated Project Costs, Anticipated Employment Impact, or any other terms as outlined in the Application for Lease/Leaseback Transaction that was completed April 6, 2017.

Thank you in advance for your consideration. As always, we appreciate the support provided by the Agency

Sincerely,

A handwritten signature in black ink, appearing to read "James Koeger", written over a horizontal line.

James Koeger
Vice-President
Metropolitan Life Insurance Company

Acknowledged:

RENSSELAER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

BY: _____
(Vice) Chairman

**Request for Taxpayer
Identification Number and Certification**

Give Form to the
requester. Do not
send to the IRS.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
METLIFE SERVICES AND SOLUTIONS, LLC

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification; check only one of the following seven boxes:
☐ Individual/sole proprietor or single-member LLC
☒ C Corporation
☐ S Corporation
☐ Partnership
☐ Trust/estate
☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶
Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner.
☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
Exempt payee code (if any) **5**
Exemption from FATCA reporting code (if any) **E**
(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.)
200 PARK AVENUE

6 City, state, and ZIP code
NEW YORK, NY 10066

7 List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number								

or

Employer identification number								
2	0		5	7	0	7	0	8

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here Signature of U.S. person ▶ *[Signature]* Date ▶ **10/9/17**

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through October 6, 2017.

Selected Entity Name: METLIFE SERVICES AND SOLUTIONS, LLC
Selected Entity Status Information
Current Entity Name: METLIFE SERVICES AND SOLUTIONS, LLC
DOS ID #: 4990636
Initial DOS Filing Date: AUGUST 09, 2016
County: NEW YORK
Jurisdiction: DELAWARE
Entity Type: FOREIGN LIMITED LIABILITY COMPANY
Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)
C/O CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NEW YORK, 10011

Registered Agent

CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NEW YORK, 10011

This office does not require or maintain information regarding the names and addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by viewing the certificate.

*Stock Information

https://appext20.dos.ny.gov/corp_public/CORPSEARCH.ENTITY_INFORMATION?p_token=869E23A27DDF72C4A5B69E1169C739B5A49100CF111... 1/2

10/9/2017

Entity Information

# of Shares	Type of Stock	\$ Value per Share
No Information Available		

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
AUG 09, 2016	Actual	METLIFE SERVICES AND SOLUTIONS, LLC

A Fictitious name must be used when the Actual name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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