

**RESOLUTION AUTHORIZING ADDITIONAL FINANCING
PCC CASTLETON CORPORATION 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 November 9, 2017 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman 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:

J. CLINTON
J. CHURCH

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 D. BALDREY, seconded by R. BOUNDS, to wit:

Resolution No. 1117-07

RESOLUTION AUTHORIZING THE EXECUTION BY RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MORTGAGE AND RELATED DOCUMENTS IN CONNECTION WITH THE PCC CASTLETON CORPORATION 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 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, and 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 June 14, 2016 (the “Closing”), the Agency entered into a lease agreement dated as of June 1, 2016 (the “Lease Agreement”) by and between the Agency and PCC Castleton Corporation (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 27.97 acre parcel of land located at 22 Hamilton Way in the Town of Schodack, Rensselaer County, New York (tax map no. 198.-4-1.11) (the “Land”), together with an approximately 100,000 square foot building located thereon (the “Facility”), (2) the renovation 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 owned by the Company and leased to Hudson River Foods Corporation and Cell-Nique Corporation (collectively, the “Tenant) and to constitute a food processing and packaging facility (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 potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the Lease Agreement; and

WHEREAS, in order to finance a portion of the costs of the Project, the Company obtained a loan in the principal sum of up to \$900,000 (the “Loan”) from Hamilton Industrial Corporation (the “Lender”), which Loan was secured by a mortgage, security agreement and assignment of leases and rents dated as of June 14, 2016 (the “Mortgage”) from the Agency and the Company to the Lender; and

WHEREAS, by correspondence dated October 25, 2017 (the “Request”), which Request is attached hereto as Exhibit A, the Agency was informed that the Company intends to obtain additional financing for the Project, as outlined in the Request, with a loan in the approximate amount of \$1,457,500 (the “Second Loan”) from New York Business Development Corporation (“NYBDC”), which Second Loan will be secured by a mortgage (the “Second Mortgage”) from the Agency and the Company to NYBDC and certain other additional loan documents (collectively, with the Second Mortgage, the “Second Loan Documents”); 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 makes the following determinations:

(A) 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.

(B) That since compliance by the Agency with the Request will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of the Second Loan Documents, by Special Agency counsel and (B) receipt by the Executive Director of (1) a portion of the balance of the Agency's initial administrative fee relating to the Project, and (2) counsel's fees relating to the Request, the Agency hereby authorizes (a) the execution by the Agency of the Second Loan Documents and (b) the execution and delivery by the Agency of an affidavit of exemption from mortgage recording taxes with respect to the Second Loan Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Second Loan Documents to the Company, 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 substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Second Loan 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 Second Loan Documents binding upon the Agency.

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	<u>ABSENT</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>ABSENT</u>
Renee Powell	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A
REQUEST
- SEE ATTACHED -

Zeigler, Nadene

From: Bonesteel, Jack <JBonesteel@rensco.com>
Sent: Wednesday, October 25, 2017 4:20 PM
To: Zeigler, Nadene
Cc: Leesa Naimo
Subject: Hudson River Foods/Cell-Nique/PCC Castleton Corp

Good afternoon Nadene,

Dan Ratner, principal owner of PCC Castleton Corp., called me a few minutes ago to advise that the New York Business Development Corporation (NYBDC) is ready to close on what he calls "the second tranche" of mortgage financing for the Castleton facility. That closing is scheduled for Friday morning October 27.

Dan mentioned to Leesa Naimo, Esq. of NYBDC that you could provide a mortgage tax exemption certificate to help facilitate that closing. Dan told Leesa that no one put the IDA in the loop on this closing; so, Leesa wrote to me a few minutes ago (as I was drafting this message between phone calls from other IDA prospects and their representatives). The primary purpose of Dan's call to me was to ask that a mortgage recording tax exemption be provided in time for the closing.

Dan also asks that you contact Leesa at 518-463-2268 to help iron out the details. I've copied Leesa on this message so you and Leesa can speak directly with one another about this matter.

I do recall that PCC Castleton Corp. paid a portion of the RCIDA agency fee at an earlier IDA closing with the remaining portion of the agency fee being the subject of a promissory note. Dan told me would like to pay the remaining portion of the RCIDA fee at the Friday closing.

Please let me know if you need further details, or any file-related assistance, from me.

Thank you,

--Jack

John J. Bonesteel, Deputy Director
Rensselaer County Economic Development & Planning
Rensselaer County Industrial Development Agency
CEO, Rensselaer County Water and Sewer Authority
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Troy, NY 12180
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