

**RESOLUTION DESIGNATING COMPANY
AND APPOINTING COMPANY AS AGENT
A. SERVIDONE, INC. 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 July 19, 2018 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

ABSENT:

Renee Powell	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Robin LaBrake	Assistant
A. Joseph Scott, III, Esq.	Special Counsel

The following resolution was offered by James Church, seconded by Douglas Baldrey, to wit:

Resolution No. 0718-11

RESOLUTION (A) DESIGNATING SERVISONS PROPERTIES, INC. AS COMPANY WITH RESPECT TO A COMMERCIAL PROJECT AND (B) APPOINTING THE COMPANY AS AGENT OF RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY FOR THE PURPOSE OF UNDERTAKING AND COMPLETING THE A. SERVIDONE, INC. 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, in December, 2017, A. Servidone, Inc., a New Jersey business corporation (the “Original Company”), submitted an application (the “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 “Project”) for the benefit of the Original Company, said Project consisting of the following: (A) (1) the acquisition of an approximately 4.13 acre parcel of land located at 1344 US 9 (currently being Tax Map #210.-7-41.12) in the Town of Schodack, Rensselaer County, New York (the “Land”), together with several existing structures located thereon (collectively, the “Existing Facility”), (2) the demolition and/or removal of the Existing Facility and the construction on the Land of an approximately 7,200 square foot building (the “Facility) and (3) the acquisition and installation therein and thereon of certain machinery and equipment, including but not limited to, furniture and fixtures (collectively, the “Equipment”) all of the foregoing to constitute the Original Company’s office and other directly or indirectly related activities (the Land, the Existing Facility, 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 (with an obligation to purchase) or sale of the Project Facility to the Original Company or such other person as may be designated by the Original Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on December 14, 2017 (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 Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 28, 2017 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) December 29, 2017 at the Schodack Town Hall located at 265 Schuurman Road in the Town of Schodack, Rensselaer County, New York and (2) December 28, 2017 on the Agency’s website, (C) caused notice of the Public Hearing to be published on December 29, 2017 in The Record, a newspaper of general circulation available to the residents of Rensselaer County, New York, (D) conducted the Public Hearing on January 9, 2018 at 10:00 a.m., local time at Schodack Town Hall located at 265 Schuurman Road in the Town of Schodack, 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 December 14, 2017 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Schodack Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a negative declaration on April 30, 2014 (the "Negative Declaration") determining that the Project will not have a "significant effect on the environment" pursuant to SEQRA; and

WHEREAS, by further resolution adopted by the members of the Agency on February 8, 2018 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the "Lease Agreement") between the Agency and the Original Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, pursuant to correspondence dated July 19, 2018 (the "Request"), attached hereto as Exhibit A, the Original Company has informed the Agency that the Original Company has formed a new corporation, Servisons Properties, Inc., a New York corporation, with the sole owner as Mark Servidone, to undertake the Project and desires the Agency to agree to the designation by the Original Company of Servisons Properties, Inc., as the company with respect to the Project (the "Company"); and

WHEREAS, also pursuant to the Request, the Agency has been requested by the Company to temporarily appoint the Company as agent of the Agency to undertake and complete the Project;

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

Section 1. The Agency hereby agrees to the designation of Servisons Properties, Inc. as the Company.

Section 2. In order to preserve the sales tax exemption which forms a major part of the Financial Assistance, and in order to facilitate the commencement of the Project, pursuant to the Request the Company is hereby temporarily appointed the true and lawful agent of the Agency (A) to undertake 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 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 of the Project from its own funds, said temporary appointment to terminate on October 11, 2018.

Section 3. The Agency (A) hereby agrees to the temporary appointment of the Company as an agent to undertake the Project and (B) determines to enter into an interim agency and indemnification agreement (the "Interim Agency and Indemnification Agreement"), an interim Section 875 GML recapture agreement (the "Interim Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Interim 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 Interim 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 Interim 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 Interim 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	YES
Michael Della Rocco	VOTING	YES
Cynthia A. Henninger	VOTING	YES
Ronald Bounds	VOTING	YES
Douglas Baldrey	VOTING	YES
James Church	VOTING	YES
Renee Powell	VOTING	ABSENT

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 extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on July 19, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth 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 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 19th day of July, 2018.


~~(Assistant)~~ Secretary

(SEAL)

EXHIBIT A

REQUEST

- SEE ATTACHED -

Zeigler, Nadene

From: LaBrake, Robin <RLaBrake@renesco.com>
Sent: Thursday, July 19, 2018 8:56 AM
To: Zeigler, Nadene
Subject: Servidone

Good morning Nadene,

I just got off the phone with Anthony Maney. The new entity for Servidone is Servisons Properties, Inc. Their federal tax id # is 83-1250830.

According to Bob, we need to get this done today because he wants them to have their temporary sales tax extension letter as soon as possible.

Let me know if you need any other information.

Thanks,

Robin

Zeigler, Nadene

From: LaBrake, Robin <RLaBrake@rensco.com>
Sent: Thursday, July 19, 2018 10:30 AM
To: Zeigler, Nadene
Subject: FW: Servidone Project

From: Anthony Maney [mailto:anthony.maney@gmail.com]
Sent: Thursday, July 19, 2018 10:12 AM
To: LaBrake, Robin; Carrie O'Connell
Cc: Anthony Maney (Anthony@mmlesq.com)
Subject: Re: Servidone Project

Three months is fine. We changed the corporate entity because of the Restore Ny grant. Apparently a LLC would be required to treat all of the grant money as immediate income and an S Corp can defer the income recognition until a sale of the parcel.

The owner and officer is solely Mark Servidone. The net worth of the entity is approximately \$600,000. The property will be owned by the new entity and it is free of any debt or liabilities. Is that all you need?

Anthony Maney, Esq.
77 Troy Road
East Greenbush, NY 12061
518-526-8412

On Jul 19, 2018, at 10:08 AM, LaBrake, Robin <RLaBrake@rensco.com> wrote:

Anthony,

The attorney is looking for the following info to get the resolution done today.

Please provide a reason for the transfer of the project to Servisons Properties, Inc. Also, please provide me with the board members of the corporation and the officers.

We also need to know the wealth of this new company, as they will be indemnifying the IDA.

Also, this is a temporary sales tax exemption. The final one will be issued upon closing. Will a 3 month temporary extension work for you or do you need it longer?

Robin

This Email has been scanned for all viruses by PAETEC's Hosted E-mail Security Services, utilizing MessageLabs proprietary SkyScan infrastructure. For more information on a proactive anti-virus service working around the clock, around the globe, visit <http://www.paetec.com>.

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through July 18, 2018.

Selected Entity Name: **SERVISONS PROPERTIES, INC.**
 Selected Entity Status Information
 Current Entity Name: **SERVISONS PROPERTIES, INC.**
 DOS ID #: **5376880**
 Initial DOS Filing Date: **JULY 17, 2018**
 County: **RENSSELAER**
 Jurisdiction: **NEW YORK**
 Entity Type: **DOMESTIC BUSINESS CORPORATION**
 Current Entity Status: **ACTIVE**

Selected Entity Address Information
DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)
 SERVISONS PROPERTIES, INC.
 1364 ROUTE 9
 CASTLETON, NEW YORK, 12033

Registered Agent
 NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

*Stock Information

7/19/2018

Entity Information

# of Shares	Type of Stock	\$ Value per Share
200	No Par Value	

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
JUL 17, 2018	Actual	SERVISONS PROPERTIES, INC.

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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