

**RESOLUTION APPOINTING CONTRACTOR AS SUB-AGENT
GREENBUSH ASSOCIATES, 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 11, 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
John Sweeney, Esq.	Agency Counsel
Peter R. Kehoe, Esq.	Special Agency Counsel
Nadene E. Zeigler, Esq.	Special Counsel

The following resolution was offered by Cynthia A. Henninger, seconded by Michael Della Rocco, to wit:

Resolution No. 1018-08

**RESOLUTION APPOINTING BBL-CARLTON, L.L.C., AS SUBAGENT OF
RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY FOR THE
PURPOSE OF UNDERTAKING AND COMPLETING THE GREENBUSH
ASSOCIATES, LLC 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, in July, 2018, Greenbush Associates, LLC, a New York State limited liability company (the "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 Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 5 acre portion of an approximately 41.56 acre parcel of land located at 33 Tech Valley Drive (tax map no. 156.-2-1.111) in the Town of East Greenbush, Rensselaer County, New York (the "Land"), (2) the construction of an approximately 37,000 to 74,000 square foot building thereon (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"); all of the foregoing consisting of an office, research and light assembly facility, a portion of which to be leased by the Company to Autotask Corporation (the "Tenant") (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 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, by resolution adopted by the members of the Agency on July 19, 2018 (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 July 26, 2018 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 at the East Greenbush Town Hall located at 225 Columbia Turnpike in the Town of East Greenbush, Rensselaer County, New York and on the Agency's website on July 28, 2018, (C) caused notice of the Public Hearing to be published on July 27, 2018 in The Record, a newspaper of general circulation available to the residents of Rensselaer County, New York, (D) conducted the Public Hearing on August 7, 2018 at 6:00 p.m., local time at the East Greenbush Town Hall located at 225 Columbia Turnpike in the Town of East Greenbush, 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"), the Company submitted to the Agency (A) the Final Environmental Impact Statement prepared with respect to the Project (the "FEIS") which was submitted

and accepted by the Town of East Greenbush Town Board (the "Town Board"), as the lead agency with respect to SEQRA on January 18, 2018, (B) the Town Board's findings statement dated February 21, 2018 (the "Findings Statement") and (C) an environmental assessment form (the "EAF"); and

WHEREAS, by resolution adopted by the members of the Agency on July 19, 2018 (the "SEQR Resolution"), 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, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on July 19, 2018 (the "Pilot Deviation Notice Resolution"), the members of the Agency authorized the Executive Director of the Agency to send a notice to the chief executive officers of the "Affected Tax Jurisdictions" (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency scheduled to be held on September 13, 2018. The Executive Director of the Agency caused a letter dated August 6, 2018 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would, at its meeting on September 13, 2018, consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on August 9, 2018 (the "Agent Resolution"), subject to certain conditions, determining to temporarily appoint the Company as agent of the Agency to undertake and complete the Project; and

WHEREAS, by resolution adopted by the members of the Agency on September 13, 2018 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; and

WHEREAS, pursuant to correspondence dated October 9, 2018 (the "Request") attached hereto as Exhibit A, the Agency has been requested by the Company (A) to temporarily appoint BBL-Carlton, L.L.C. (the "Contractor"), as sub-agent of the Agency to undertake the Project and (B) to permanently appoint the Contractor as sub-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. 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, the Contractor is hereby temporarily appointed the true and lawful sub-agents of the Agency (A) to undertake the Project, as the stated sub-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 November 8, 2018.

Section 2. Subject to the execution of the final documents between the Agency and the Company and subsequent closing of the Project, the Contractor is hereby appointed permanent sub-agent of the Agency to complete the Project, said permanent appointment to terminate no later than December 31, 2019.

Section 3. The Agency (A) hereby agrees to the temporary appointment of the Contractor as sub-agent, to undertake the Project and (B) determines to enter into an interim contractor agency and indemnification agreement (the "Interim Contractor Agency and Indemnification Agreement"), an interim contractor Section 875 GML recapture agreement (the "Interim Contractor Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Interim Contractor 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 Agency (A) hereby agrees to the permanent appointment of the Contractor as sub-agent, to undertake the Project and (B) determines to enter into a contractor agency and indemnification agreement (the "Contractor Agency and Indemnification Agreement"), a contractor Section 875 GML recapture agreement (the "Contractor Section 875 GML Recapture Agreement") and any other documents or certificates required in connection with said appointment (collectively, the "Contractor 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 5. 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 Contractor 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 6. 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 Contractor 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 Contractor Documents binding upon the Agency.

Section 7. 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)

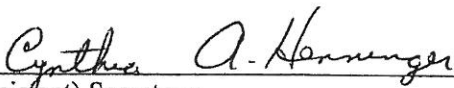
I, the undersigned (Assistant) Secretary of Rensselaer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 11, 2018 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 11th day of October, 2018.

(SEAL)



(Assistant) Secretary

EXHIBIT A
REQUEST
- SEE ATTACHED -

Zeigler, Nadene

From: dlambek@lambeklaw.com
Sent: Tuesday, October 9, 2018 11:42 AM
To: Zeigler, Nadene
Cc: Jonathan Kauffman; Anthony Maney
Subject: Re: greenbush associates

hi nadene, correct thank you

On 2018-10-09 11:41, Zeigler, Nadene wrote:

Hi Debra:

Just to confirm, you are requesting the IDA to appoint BBL-Carlton as sub-agent of the IDA on an interim basis and permanently to complete the above project.

Nadene E. Zeigler

Partner
Hodgson Russ LLP

Tel: 518.433.2420

Fax: 866.505.9238



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677 Broadway, Suite 301 | Albany, NY 12207

Tel: 518.465.2333 | [map](#)

From: dlambek@lambeklaw.com [mailto:dlambek@lambeklaw.com]
Sent: Tuesday, October 9, 2018 11:34 AM
To: Zeigler, Nadene <NZeigler@hodgsonruss.com>
Subject: greenbush associates

hi nadene, yes we will need bbl carlton too.thanks

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through October 5, 2018.

Selected Entity Name: BBL-CARLTON, L.L.C.

Selected Entity Status Information

Current Entity Name: BBL-CARLTON, L.L.C.

DOS ID #: 2357509

Initial DOS Filing Date: MARCH 18, 1999

County: ALBANY

Jurisdiction: WEST VIRGINIA

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)

BBL-CARLTON, L.L.C.

P O BOX 12789

ALBANY, NEW YORK, 12212-2789

Registered Agent

BARRY BETTE & LED DUKE, INC. ATTN: STEPHEN OBERMAYER

P O BOX 12789

52 CORPORATE CIRCLE

ALBANY, NEW YORK, 12212

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.

https://appext20.dos.ny.gov/corp_public/CORPSEARCH.ENTITY_INFORMATION?p_token=502A913636DF95D44A3F6C101DA7D792CCCFD61883... 1/2

10/9/2018

Entity Information

***Stock 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
MAR 18, 1999	Actual	BBL-CARLTON, L.L.C.

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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