

**RESOLUTION AUTHORIZING ADDITIONAL FINANCING AND REFINANCING
172 RIVER STREET ASSOC., 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 November 8, 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:

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:

John H. Clinton, Jr.	Chairman
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Cynthia A. Henninger, seconded by Douglas Baldrey, to wit:

Resolution No. 1118-04

**RESOLUTION AUTHORIZING THE EXECUTION BY RENSSELAER COUNTY
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AND RELATED
DOCUMENTS IN CONNECTION WITH THE 172 RIVER STREET ASSOC., LLC
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 August 2, 2013 (the "Closing"), the Agency granted certain Financial Assistance (as defined below) to 172 River Street Assoc., LLC (the "Company") to assist in financing a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately .25 acre parcel of land located at 172-176 River Street (currently being Tax Map # 100.60-4-13) in the City of Troy, Rensselaer County, New York (the "Land"), together with two (2) existing buildings located thereon and containing in the aggregate approximately 24,378 square feet of space (collectively, the "Facility"), (2) the renovation of 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") to constitute an approximately 18 one (1) bedroom and loft style, high end apartments and retail/commercial space and other directly or indirectly related 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 potential exemptions from sales taxes, real property transfer taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of a lease agreement dated as of August 1, 2013 (the "Lease Agreement") by and between the Company and the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Company executed and delivered to the Agency (A) a certain lease to agency dated as of August 1, 2013 (the "Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Premises") for a lease term ending on December 31, 2033; (B) a certain license agreement dated as of August 1, 2013 (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a payment in lieu of tax agreement dated as of August 1, 2013 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; and (D) a bill of sale dated as of August 1, 2013 (the "Bill of Sale to Agency"), which conveyed to the Agency all right, title and interest of the Company in the Equipment; 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 \$1,631,250.00 (the "Loan") from First Niagara Bank, N.A. (the "Lender"), which Loan was secured by (1) a mortgage and security agreement dated as of August 1, 2013 (the "Mortgage") from the Agency and the Company to the Lender and (2) an assignment of rents and leases dated as of August 1, 2013 (the "Assignment of Rents") from the Company to the Lender; and

WHEREAS, by correspondence dated October 28, 2018 (the "Request"), which Request is attached hereto as Exhibit A, the Agency was informed that the Company intends to obtain additional financing and refinance the Loan in the approximate amount of \$3,000,000 (the "Refinanced Loan") from

CPC/Freddie Mac ("CPC"), which Refinanced Loan will be secured by a mortgage or mortgages (collectively, the "Refinanced Mortgage") and certain other additional loan documents (collectively, with the Refinanced Mortgage, the "Refinanced Loan Documents"); and

WHEREAS, pursuant to the Request, the Company would like the Agency to enter into the Refinanced 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 the value of the mortgage recording tax exemption relating to the Request will not exceed \$100,000.

(C) 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 Refinanced Loan Documents by Special Agency counsel and (B) receipt by the Executive Director of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, the Agency hereby authorizes (a) the execution by the Agency of the Refinanced Loan Documents and (b) the execution and delivery by the Agency of an affidavit of exemption from mortgage recording taxes with respect to the Refinanced 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 Refinanced 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 Refinanced 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 Refinanced 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	ABSENT
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	ABSTAINED

The foregoing Resolution was thereupon declared duly adopted.

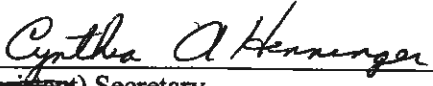
STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

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 November 8, 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 the whole of such proceedings of the Agency and of such Resolution set forth therein 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 November, 2018.


(~~Assistant~~) Secretary

(SEAL)

EXHIBIT A

REQUEST

- SEE ATTACHED -

Zeigler, Nadene

From: Zeigler, Nadene
Sent: Wednesday, October 24, 2018 11:47 AM
To: 'Tom Rossi'
Cc: Labrake, Robin; Paul V. Sciocchetti
Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Thank you, Tom.
Your request will be on the IDA's Nov. 8 meeting agenda.

Nadene E. Zeigler
Partner
Hodgson Russ LLP
Tel: 518.433.2420
Fax: 860.505.9238



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677 Broadway, Suite 301 : Albany, NY 12207
Tel: 518.465.2333 : [map](#)

From: Tom Rossi [<mailto:trossi@redburndev.com>]
Sent: Wednesday, October 24, 2018 11:35 AM
To: Zeigler, Nadene <NZeigler@hodgsonruss.com>
Cc: Labrake, Robin <rlabrake@rensco.com>; Paul V. Sciocchetti <psciocchetti@pvslaw.com>
Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Hi Nadene,

900K total. The original project costs were like \$2.5MM we just never went back to IDA with anything and actually had a second mortgage on the property. Costs increases were construction overages.

The additional amount is additional over that we can take out on the refinance.

Thank you,
Tom

From: Zeigler, Nadene [<mailto:NZeigler@hodgsonruss.com>]
Sent: Wednesday, October 24, 2018 10:06 AM
To: Tom Rossi <trossi@redburndev.com>
Cc: Labrake, Robin <rlabrake@rensco.com>; Paul V. Sciocchetti <psciocchetti@pvslaw.com>
Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Good morning Tom:
So, just to confirm, new money amount is \$900,000? And, why has the project cost increased?

Nadene E. Zeigler

Partner
Hodgson Russ LLP

Tel: 516.433.2420

Fax: 866.505.9238



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677 Broadway, Suite 301 | Albany, NY 12207

Tel: 518.465.2333 : [map](#)

From: Tom Rossi (<mailto:trossi@redburndev.com>)

Sent: Tuesday, October 23, 2018 9:27 PM

To: Zeigler, Nadene <NZeigler@hodgsonruss.com>

Cc: Labrake, Robin <rlabrake@rensko.com>; Paul V. Sciocchetti <psciocchetti@pvslaw.com>

Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Hi Nadene,

Is this good, do you need anything else?

Thank you

Tom

From: Tom Rossi

Sent: Friday, October 19, 2018 1:45 PM

To: Zeigler, Nadene <NZeigler@hodgsonruss.com>

Cc: Labrake, Robin <rlabrake@rensko.com>; Paul V. Sciocchetti <psciocchetti@pvslaw.com>

Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Hi Nadene,

The new loan amount is \$3,000,000 through CPC for Freddie Mac. Our original project cost was \$2,100,000. This is for a refinance of the existing loan to remove personal guarantees and have our loan terms extended.

Thank you,

Tom

From: Zeigler, Nadene (<mailto:NZeigler@hodgsonruss.com>)

Sent: Wednesday, October 17, 2018 9:53 AM

To: Tom Rossi <trossi@redburndev.com>

Cc: Labrake, Robin <rlabrake@rensko.com>; Paul V. Sciocchetti <psciocchetti@pvslaw.com>

Subject: RE: 172 River Street Troy -- Rensselaer County IDA

Good morning Tom:

If you would like the IDA to provide the mortgage recording tax exemption benefit with respect to your refinancing, the IDA will need to be a party to the refinanced mortgage.

If so, please provide me with an e-mail requesting the IDA to enter into whatever loan documents, the lender(s) involved, the loan amount, if there is any new money and the amount of the new money and the reason for the refinancing.

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: Tom Rossi [<mailto:trossi@redburndev.com>]

Sent: Tuesday, October 16, 2018 4:35 PM

To: Zeigler, Nadene <NZeigler@hodgsonruss.com>

Subject: 172 River Street Troy -- Rensselaer County IDA

Hi Nadene,

We are looking to refinance our loan for 172 River Street and probably doing it with CPC/Freddie Mac. Robin Labrake said we would need to get approval from the IDA and to get in touch with you to prepare what the board needs. She said we can still get it on the Nov. 8 meeting?

What are the next steps?

Best Regards,

Tom



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Thomas Rossi

PRINCIPAL

Redburn Development Partners, LLC.

204 Lafayette Street, Schenectady, NY 12035

MAIN: 518-334-4543 | CELL: 518-527-2794

FAX: 518-703-9333 | WEB: redburndev.com

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