

RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR LEASE/LEASEBACK TRANSACTION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for tax exemptions and other assistance from Rensselaer County Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to acceptance by the Agency.

TO: RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
County Office Building
Troy, New York 12180
Attention: Robert L. Pasinella, Jr., Director

This application by applicant respectfully states:

APPLICANT: 3rd Street Ventures, LLC

APPLICANT'S STREET ADDRESS: 36 Belle Ave

CITY: _____ STATE: _____ PHONE NO.: _____ Troy NY 203-948-3450

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS

APPLICATION: _____
Robert Bedard

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF FIRM: _____

NAME OF ATTORNEY: _____

ATTORNEY'S STREET ADDRESS: _____

CITY: _____ STATE: _____ PHONE NO.: _____

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 BEFORE FILLING OUT THIS APPLICATION.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the "Project").
3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein. The applicant will also be expected to pay all costs incurred by general counsel and special counsel to the Agency.
9. The Agency has established an application fee of Five Hundred Dollars (\$500) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. **THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.**
10. The Agency has established a project fee for each project in which the Agency participates. **UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.**

FOR AGENCY USE ONLY

| | |
|------------------------------------------------------------|-------------|
| 1. Project Number | _____ |
| 2. Date application received by Agency | _____, 20__ |
| 3. Date application referred to attorney for review | _____, 20__ |
| 4. Date copy of application mailed to members | _____, 20__ |
| 5. Date notice of Agency meeting on application posted | _____, 20__ |
| 6. Date notice of Agency meeting on application mailed | _____, 20__ |
| 7. Date of Agency meeting on application | _____, 20__ |
| 8. Date notice of public hearing on application posted | _____, 20__ |
| 9. Date notice of public hearing on application mailed | _____, 20__ |
| 10. Date notice of public hearing on application published | _____, 20__ |
| 11. Date public hearing conducted | _____, 20__ |
| 12. Date Environmental Assessment Form ("EAF") received | _____, 20__ |
| 13. Date Agency completed environmental review | _____, 20__ |
| 14. Date of final approval of application | _____, 20__ |

I. INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT (HEREINAFTER, THE "COMPANY").

A. Identity of Company:

1. Company Name: 3rd Street Ventures, LLC

Present Address: 36 Belle Ave., Troy, NY

Zip Code: 12180

Employer's ID No.: 83-3455597

2. If the Company differs from the Applicant, give details of relationship: _____

3. Indicate type of business organization of Company:

a. Corporation. If so, incorporated in what country? _____; What USA State? _____; Date Incorporated _____; Type of Corporation? _____; Authorized to do business in New York? Yes ___; No ___.

b. Partnership. If so, indicate type of partnership _____; Number of general partners _____; Number of limited partners _____.

c. Limited Liability Company. If so, indicate type of company _____; NYS Corporation Number of members 1 _____.

d. Sole proprietorship.

4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship:

deFacto Global, Inc, 12th Street Ventures, LLC, AI Center of Excellence, Inc. and 3rd Street Ventures, LLC are held in common ownership by Robert Bedard

B. Management of Company:

1. List all owners, officers, directors and partners (complete all columns for each person):

| NAME AND HOME ADDRESS | OFFICE HELD | OTHER PRINCIPAL BUSINESS |
|-----------------------|-------------|--------------------------|
|-----------------------|-------------|--------------------------|

| | | |
|----------------------------------|---------------|--|
| Robert Bedard. 36 Belle Ave Troy | President/CEO | |
| | | |
| | | |
| | | |

2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ___; No x__.
3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ___; No x__.
4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ___; No x__.
5. If the answer to any of questions 2 through 4 is yes, please, furnish details in a separate attachment.

C. Principal owners of Company:

1. Is Company publicly held? Yes ___; No x__. If yes, please list exchanges where stock is traded:
2. If no, list all stockholders having a 5% or more interest in the Company:

| NAME | ADDRESS | PERCENTAGE OF HOLDING |
|---------------|------------------------------|-----------------------|
| Robert Bedard | 36 Belle Ave, Troy, NY 12180 | 100% |
| | | |
| | | |
| | | |

D. Company's principal bank(s) of account: Key Bank

II. DATA REGARDING PROPOSED PROJECT.

A. Description of the Project: (Please provide a brief narrative description of the Project.): 3rd Street Ventures, LLC will own and operate 19 3rd Street with the principal tenant the AI Center of Excellence (AICoE), deFacto Global and other software and hardware development organizations. The AICoE is a not for profit organization that will be facilitating the creation of an AI ecosystem in the Capital District. AICoE will rent from 3rd Street Ventures, an LLC designed to insulate any building-related liability from the AICoE and other entities. It will also rent to key partners that will help drive the creation of the AI Center and related programs.

B. Location of the Project:

- 1. Street Address: 19 3rd street
- 2. City Of Troy
- 3. Town of _____ 4.
- Village of _____ 5.
- County of Rensselaer

C. Description of the Project site:

1. Approximate size (in acres or square feet) of the Project site: 9,000. Is a SF map, survey or sketch of the Project site attached? Yes ___; No ___.

2. Are there existing buildings on the Project site? Yes X; No ___.

a. If yes, indicate the number of buildings on the site: One. Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each such existing building: The current building is a 3 story former Masonic Hall building that is currently used as a senior center. It is about 9,000 sq ft per floor plus the basement.

b. Are the existing buildings in operation? Yes ___; No ___. If yes, describe present use of present buildings: Rensselaer County Senior Center

Are the existing buildings abandoned? Yes ___; No X. About to be abandoned? Yes X; No ___. If yes, describe: The Senior Center is being relocated.

c. Attach photograph of present buildings.

3. Utilities serving the Project site:

Water-Municipal: Troy
Other (describe) _____

Sewer-Municipal: Troy
Other (describe) _____

Electric-Utility: National Grid

Other (describe) _____

Heat-Utility: Gas - National Grid

Other (describe) _____

4. Present legal owner of the Project site: Rensselaer County Capital Resource Corporation

a. If the Company owns the Project site, indicate date of purchase: _____, 20____; purchase price: \$_____.

b. If Company does not own the Project site, does Company have an option signed with the owner to purchase the Project site? Yes__*__; No____. If yes, indicate date option signed with the owner: _____, 20____; and the date the option expires: _____, 20____.

* Company's affiliate responded to an RFP to purchase, purchase agreement under negotiation.*

c. If the Company does not own the Project site, is there a relationship legally or by common control between the Company and the present owner of the Project site? Yes____; No__X__. If yes, describe; _____

5. a. Zoning District in which the Project site is located: Commercial

b. Are there any variances or special permits affecting the Project site? Yes____; No__X__. If yes, list below and attach copies of all such variances or special permits:

D. Description of Proposed Construction:

1. Does part of the Project consist of the acquisition or construction of a new building or buildings? Yes____; No__X__. If yes, indicate number and size of new buildings: _____

2. Does part of the Project consist of additions and/or renovations to existing buildings located on the Project site? Yes__X__; No____. If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:
The building will be renovated with the intent to restore much of the architecture back to its original condition.
The renovation will take place on each floor and include extensive repairs to ceilings, walls, floors, facade, bathrooms, basement, windows, lighting, fire escape and more. Installation of AC, upgrade electrical and plumbing,

3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded: Office space for software and hardware development, meetings, business incubators and events, retail space for an AI Cafe

E. Description of the Equipment:

1. Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes X; No . If yes, describe the Equipment: HVAC, computer servers, networking equipment and office furniture. Kitchen equipment for a small cafe.

2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes X; No . If yes, please provide detail: Some of the computer servers will be used.

3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed: HVAC to add A/C, computer servers for software development, networking equipment for communications throughout the building. Kitchen equipment to be used by the AI Cafe

F. Project Use:

1. What are the principal products to be produced at the Project? Analytics and Artificial Intelligence-based software applications and devices.

2. What are the principal activities to be conducted at the Project? Software and hardware development

3. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes X; No . If yes, please provide detail: A small amount of the space will be used for an AI Cafe that will promote and showcase the work and projects being worked on at the AI Center. It will also be used for teaching AI to visitors. The AI Cafe is expected to occupy about 750 St Ft on the first floor. The Rensselaer County Senior Center operates a thrift shop which I assume will continue while they lease.

4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or

services to customers who personally visit the Project? 5% for AI Cafe, 0% for thrift store.

5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:

a. Will the Project be operated by a not-for-profit corporation? Yes ___; No ___. If yes, please explain: _____

b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes ___; No ___. If yes, please explain: _____

c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes ___; No ___. If yes, please explain: _____

d. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town, or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes ___; No ___. If yes, please provide detail: _____

e. Will the Project be located in one of the following: (i) the City of New York; (ii) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (iii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes ___; No ___. If yes, please explain: _____

6. If the answers to any of subdivisions c. through e. of question 5 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes ___; No ___. If yes, please explain:

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes ; No . If yes, please explain: deFacto Global employees are currently located at 333 Broadway, Troy and will be moving to the 19 3rd Street to larger space.

8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes ; No . If yes, please provide detail: _____

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:

a. Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes ; No . If yes, please provide detail: Moving to 19 3rd Street will preserve our competitive position, provide for more appropriate facilities and allow further growth

b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes ; No . If yes, please provide detail: Moving to 19 3rd Street will preserve our competitive position, provide for more appropriate facilities and allow further growth.

G. Project Status:

1. If the Project includes the acquisition of any land or buildings, have any steps been taken toward acquiring same? Yes ; No . If yes, please discuss in detail the approximate stage of such acquisition: Final purchase agreement has not yet been signed

2. If the Project includes the acquisition of any Equipment, have any steps been taken toward acquiring same? Yes ; No . If yes, please discuss in detail the approximate stage of such acquisition:

3. If the Project involves the construction or reconstruction of any building or other improvement, has construction work on any such building or improvement begun? Yes____; No X. If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.: _____
4. Please indicate amount of funds expended on the Project by the Company in the past three (3) years and the purposes of such expenditures: \$200,000 on staff time developing feasibility studies, plans and programs, legal fees and professional fees.
5. Please indicate the date the applicant estimates the Project will be completed: 12/2020

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes x; No _____. If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name: AI Center of Excellence, Inc
 Present Address: 36 Belle Ave City: Troy State: NY Zip: Troy NY 12180
 Employer's ID No.: 83-3470323
 Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship: _____ Other; X
 If Other, Indicate Type: 501 (c) (3)
 Relationship to Company: Held in common ownership
 Percentage of Project to be leased or subleased: 50%
 Use of Project intended by Sublessee Operate AI project and programs, operate shared workspace for start-ups, etc.
 Date of lease or sublease to Sublessee: TBD
 Term of lease or sublease to Sublessee: 20 years
 Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes____; x No____.
 If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

2. Sublessee name: _____ deFacto Global, Inc
 Present Address: _____
 333 Broadway, Suite 380 City: _____ State: _____

Zip: _____ Troy NY 12180 Employer's ID No.:
27-1500377

Sublessee is: ___ Corporation: ___ Partnership: ___ Sole Proprietorship: ___ Other;
X

If Other, Indicate Type: _____

Relationship to Company: _____

Held in common ownership

Percentage of Project to be leased or subleased: _____

20%

Use of Project intended by Sublessee: _____

Software development

Date of lease or sublease to Sublessee: _____

TBD

Term of lease or sublease to Sublessee: _____

20 years

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes ___; No ___. If yes, please provide on a separate attachment (a) details and (b) the answers x to questions II(F)(4) through (6) with respect to such sublessee.

3. Sublessee name: _____ Renesselaer
County - Senior Center

Present Address: _____

19 3rd street

City: _____ State: _____ Zip: _____ Troy NY

12180

Employer's ID No.: _____

Sublessee is: ___ Corporation: ___ Partnership: ___ Sole Proprietorship: ___ Other;

If Other, Indicate Type: _____ Public entity

Relationship to Company: _____

None

Percentage of Project to be leased or subleased: _____ 30%

Use of Project intended by Sublessee: _____

Temporary Senior Center Date of lease or sublease to Sublessee:

Upon closing

Term of lease or sublease to Sublessee: _____ Month to month

for up to approximately 18 months from closing.

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes ___; x No ___.

If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease? _____ None

IV. Employment Impact.

A. Indicate the number of people presently employed at the Project site and the **additional** number that will be employed at the Project site at the end of the first and second years after the

Project has been completed, using the tables below for (1) employees of the Applicant, (2) independent contractors, and (3) employees of independent contractors. (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

| TYPE OF EMPLOYMENT | | | | | |
|-------------------------------|----------------------------|---------|--------------|------------|--------|
| Employees of Applicant | | | | | |
| | Professional or Managerial | Skilled | Semi-Skilled | Un-Skilled | Totals |
| Present Full Time | 4 | 0 | 0 | 0 | 4 |
| Present Part Time | 1 | 1 | 0 | 0 | 2 |
| Present Seasonal | 0 | 5 | 0 | 0 | 5 |

* Represent current full time employees of deFacto Global.

| | | | | | |
|-----------------------|---|---|---|---|----|
| First Year Full Time | 7 | 1 | 1 | 0 | 9 |
| First Year Part Time | 3 | 2 | 0 | 0 | 5 |
| First Year Seasonal | 0 | 6 | 0 | 0 | 6 |
| Second Year Full Time | 9 | 2 | 1 | 1 | 12 |
| Second Year Part Time | 3 | 2 | 0 | 0 | 5 |

| | | | | | |
|----------------------|---|----|---|---|----|
| Second Year Seasonal | 0 | 12 | 0 | 0 | 12 |
|----------------------|---|----|---|---|----|

* Represent employees of 3rd Street Ventures, deFacto Global and AI Center of Excellence

| TYPE OF EMPLOYMENT | | | | | |
|--------------------------------|----------------------------|---------|--------------|------------|--------|
| Independent Contractors | | | | | |
| | Professional or Managerial | Skilled | Semi-Skilled | Un-Skilled | Totals |
| Present Full Time | 0 | 0 | 0 | 0 | 0 |
| Present Part Time | 4 | 0 | 0 | 0 | 4 |
| Present Seasonal | 0 | 0 | 0 | 0 | 0 |
| First Year Full Time | 0 | 5 | 5 | 0 | 10 |
| First Year Part Time | 5 | 0 | 0 | 0 | 5 |
| First Year Seasonal | 0 | 0 | 0 | 0 | 0 |
| Second Year Full Time | 0 | 0 | 0 | 0 | 0 |
| Second Year Part Time | 5 | 5 | 5 | 5 | 15 |

| | | | | | |
|----------------------|---|---|---|---|---|
| Second Year Seasonal | 0 | 0 | 0 | 0 | 0 |
|----------------------|---|---|---|---|---|

* Represent independent contractors used by 3rd Street Ventures, deFacto Global and AI Center.

| TYPE OF EMPLOYMENT | | | | | |
|---------------------------------------------|----------------------------|---------|--------------|------------|--------|
| Employees of Independent Contractors | | | | | |
| | Professional or Managerial | Skilled | Semi-Skilled | Un-Skilled | Totals |
| Present Full Time | 0 | 0 | 0 | 0 | 0 |
| Present Part Time | 0 | 0 | 0 | 0 | 0 |
| Present Seasonal | 0 | 0 | 0 | 0 | 0 |
| First Year Full Time | 0 | 0 | 0 | 0 | 0 |
| First Year Part Time | 0 | 0 | 0 | 0 | 0 |
| First Year Seasonal | 0 | 0 | 0 | 0 | 0 |
| Second Year Full Time | 0 | 0 | 0 | 0 | 0 |
| Second Year Part Time | 0 | 0 | 0 | 0 | 0 |
| Second Year Seasonal | 0 | 0 | 0 | 0 | 0 |

- B. Indicate below (1) the estimated salary and fringe benefit averages or ranges and (2) the estimated number of employees residing in the Capital District Economic Development Region for all the jobs at the Project site, both retained and created, listed in the tables described in subsection A above for each of the categories of positions listed in the chart below.

| RELATED EMPLOYMENT INFORMATION | | | | |
|-------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------|-----------------------------|-------------------|
| | Professional or Managerial | Skilled | Semi-Skilled | Un-Skilled |
| Estimated Salary and Fringe Benefit Averages or Ranges | \$ 80,000 to \$135,000 | \$45,000 to \$60,000 | \$35,000 to \$45,000 | \$ 25,000 |
| Estimated Number of | | | | |
| Employees Residing in the Capital District Economic Development Region¹ | 100% | 100% | 100% | 100% |

- C. Please describe the projected timeframe for the creation of any new jobs with respect to the undertaking of the Project: It is anticipated that new jobs will begin 4th Qtr 2019.

- D. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activities or work performed for each type of employment.

Project Cost and Financing Sources.

- A. **Anticipated Project Costs.** State the costs reasonably necessary for the acquisition of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

| <u>Description of Cost</u> | <u>Amount</u> |
|-----------------------------------------------------|---------------------|
| Land | \$ Incl building |
| Buildings | \$ 450,000 |
| Machinery and equipment costs | \$ 45,000 |
| Utilities, roads and appurtenant costs | \$ 15,000 |
| Architects and engineering fees | \$ 28,000 |
| Costs of financing | \$ TBD |
| Construction loan fees and interest (if applicable) | \$ TBD |
| Other (specify) | \$ N/A |
| Renovations/Construction | \$ 645,000 |
| Fixtures/Furnishings. | \$ 226,000 _____ |
| TOTAL PROJECT COSTS | \$ 1,409,000 |
| Excludes Financing \$ | |

- B. **Anticipated Project Financing Sources.** State the sources reasonably necessary for the financing of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

| <u>Description of Sources</u> | <u>Amount</u> |
|-------------------------------|---------------|
| Private Sector Financing | \$ TBD |

¹ The Capital District Economic Development Region consists of the following counties: Albany, Schenectady, Rensselaer, Greene, Columbia, Saratoga, Warren, and Washington.

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Public Sector | \$ TBD |
| Federal Programs | |
| State Programs | \$ 281,800 |
| Local Programs | \$ TBD |
| Applicant Equity | \$ 797,200 |
| Other (specify, e.g., tax credits) | |
| HTC - Net Phase 1 approved. Phase 2 requirements reviewed with SHPO and being reflected in final plans. SHPO fully supports our plan and anticipates approval. | \$ 330,000 |
| | \$ _____ |
| TOTAL AMOUNT OF PROJECT FINANCING SOURCES | \$ _____ |
| | \$ 1,409,000 |

C. Have any of the above expenditures already been made by the applicant?
Yes ____; No _____. If yes, indicate particulars. **X**

\$8,000 asbestos survey and architect fees

D. Amount of loan requested: \$ N/A
Maturity requested: _____ years.

E. Has a commitment for financing been received as of this application date, and if so, from whom? N/A
Yes ____; No _____. Institution Name: _____

Provide name and telephone number of the person we may contact.
Name: _____ Phone: _____

F. The percentage of Project costs to be financed from public sector sources is estimated to equal the following: **32%**

G. The total amount estimated to be borrowed to finance the Project is equal to the following:
\$ N/A _____

VI. FINANCIAL ASSISTANCE EXPECTED FROM THE AGENCY.

A. Tax Benefits.

1. Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency? Yes X; No _____. If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes ____; No X
2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes ____; No _____. If yes, what is the approximate amount of financing to be X secured by mortgages? \$ _____.
3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes ____; No X. If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$ _____.
4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption.
 - a. N.Y.S. Sales and Compensating Use Taxes: \$ -----0
 - b. Mortgage Recording Taxes: \$ 0
 - c. Real Property Tax Exemptions: Estimated tax savings over Pilot. \$ 72,800
5. d. Other (please specify):

6. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's Uniform Tax-exemption Policy? Yes ____; No _____. If yes, please x explain how the request of the applicant differs from the Agency's Uniform Tax-

Exemption Policy: _____

B. **Project Cost/Benefit Information.** Complete the attached Cost/Benefit Analysis so that the Agency can perform a cost/benefit analysis of undertaking the Project. Such information should consist of a list and detailed description of the benefits of the Agency undertaking the Project (e.g., number of jobs created, types of jobs created, economic development in the area, etc.). Such information should also consist of a list and detailed description of the costs of the Agency undertaking the Project (e.g., tax revenues lost, buildings abandoned, etc.).

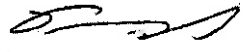
VII. REPRESENTATIONS BY THE APPLICANT. The applicant understands and agrees with the Agency as follows:

- A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97300) ("JTPA"), as replaced by the Workforce Investment Act of 1998 (Public Law 105-220), in which the Project is located.
- B. First Consideration for Employment: In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.
- C. Annual Sales Tax Filings: In accordance with Section 874(8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.
- D. Annual Employment Reports: The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.
- E. Representation of Financial Information. Neither this Application nor any other agreement, document, certificate, project financials, or written statement furnished to the Agency or by or on behalf of the applicant in connection with the project contemplated by this Application contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading. There is no fact within the special knowledge of any of the officers of the applicant which has not been disclosed herein or in writing by them to the Agency and which materially adversely affects or in the future in their opinion may, insofar as they can now reasonably foresee, materially adversely affect the business, properties, assets or condition, financial or otherwise, of the applicant.
- F. Agency Financial Assistance Required for Project. The Project would not be undertaken but for the Financial Assistance provided by the Agency or, if the Project could be undertaken without the Financial Assistance provided by the Agency, then the Project should be undertaken by the Agency for the following reasons:

- G. Relocation or Abandonment. The provisions of subdivision one of Section 862 of the General Municipal Law will not be violated if Financial Assistance is provided for the Project.
- H. Compliance with Federal, State, and Local Laws. The applicant is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.
- I. False or Misleading Information. The applicant understands that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of Agency involvement in the Project.
- J. Absence of Conflicts of Interest. The applicant acknowledges that the members, officers, and employees of the Agency are listed on the Agency's website. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:
- K. Uniform Agency Project Agreement. The applicant agrees to enter into a project benefits agreement with the Agency where the applicant agrees that (1) the amount of Financial Assistance to be received shall be contingent upon, and shall bear a direct relationship to the success or lack of success of such project in delivering certain described public benefits (the "Public Benefits") and (2) the Agency will be entitled to recapture some or all of the Financial Assistance granted to the applicant if the project is unsuccessful in whole or in part in delivering the promised Public Benefits.
- L. Additional Information. Additional information regarding the requirements noted in this Application and other requirements of the Agency is included the Agency's Policy Manual which can be accessed at <http://www.discoverrensselaer.com/econ/About.aspx>.

I affirm under penalty of perjury that all statements made on this application are true, accurate, and complete to the best of my knowledge.

Applicant 3rd Street Ventures. LLC

By: _____  _____
 Title: President/CEO 3rd Street Ventures

 NOTE: APPLICANT MUST COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 22 THROUGH 25 HEREOF BEFORE A NOTARY PUBLIC AND MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 26.

VERIFICATION

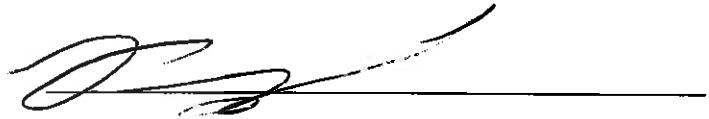
(If applicant is limited liability company)

STATE OF New York) SS.:
COUNTY OF Rensselaer

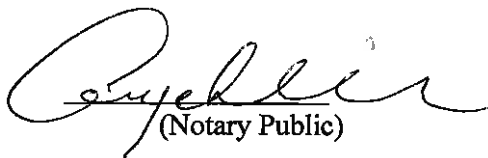
Robert Bedard, deposes and says
(Name of Individual)

that he is one of the members of the firm of 3rd St. Ventures, LLC,
(Limited Liability Company)

the limited liability company named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as a member of and from the books and papers of said limited liability company.



Sworn to before me this 29 day
of January, 2020


(Notary Public)

ANGELA THRAILKILL
Notary Public, State of New York
Qualified in Saratoga County
Reg. No. 01TH6388743
My Commission Expires 3/11/2023

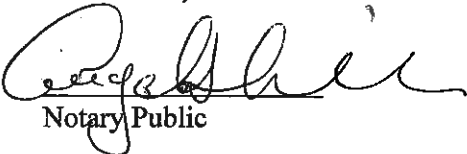
HOLD HARMLESS AGREEMENT

Applicant hereby releases Rensselaer County Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

_____ 3rd Street Ventures, LLC Type text here
(Applicant)

BY:  _____

Sworn to before me this 29 day
of January, 2020


Notary Public

ANGELA THRAILKILL
Notary Public, State of New York
Qualified in Saratoga County
Reg. No. 01TH6388743
My Commission Expires 3/11/2020

Type text here

TO: Project Applicants
FROM: Rensselaer County Industrial Development Agency
RE: Cost/Benefit Analysis

In order for the Rensselaer County Industrial Development Agency (the "Agency") to prepare a Cost/Benefit Analysis for a proposed project (the "Project"), the Applicant must answer the questions contained in this Project Questionnaire (the "Questionnaire") and complete the attached Schedules. This Questionnaire and the attached Schedule will provide information regarding various aspects of the Project, and the costs and benefits associated therewith.

This Questionnaire must be completed before we can finalize the Cost/Benefit Analysis, please complete this Questionnaire and forward it to us at your earliest convenience.

PROJECT QUESTIONNAIRE

| | |
|-----------------------------------------------------|--------------------------|
| 1. Name of Project Beneficiary ("Company"): | 3rd Street Ventures, LLC |
| 2. Brief Identification of the Project: | 19 3rd street |
| 3. Estimated Amount of Project Benefits Sought: | |
| A. Value of Sales Tax Exemption Sought | \$ |
| B. Value of Real Property Tax Exemption Sought | \$ 72,850 |
| C. Value of Mortgage Recording Tax Exemption Sought | \$ 0 |

PROJECTED PROJECT INVESTMENT

| | |
|----------------------------------------------|------------|
| A. Land-Related Costs | |
| 1. Land acquisition | \$ _____ |
| 2. Site preparation | \$ _____ |
| 3. Landscaping | \$ _____ |
| 4. Utilities and infrastructure development | \$15,000 |
| 5. Access roads and parking development | \$ _____ |
| 6. Other land-related costs (describe) | \$ _____ |
| B. Building-Related Costs | |
| 1. Acquisition of existing structures | \$ 450,000 |
| 2. Renovation of existing structures | \$ 398,000 |
| 3. New construction costs | \$ see #2 |
| 4. Electrical systems | \$ 29,000 |
| 5. Heating, ventilation and air conditioning | \$ 195,000 |
| 6. Plumbing | \$ 23,000 |

| | |
|--------------------------------------------|----|
| 7. Other building-related costs (describe) | \$ |
| | |

| | |
|------------------------------------------------------------|--------------|
| C. Machinery and Equipment Costs | |
| 1. Production and process equipment | \$ _____ |
| 2. Packaging equipment | \$ _____ |
| 3. Warehousing equipment | \$ _____ |
| 4. Installation costs for various equipment | \$ _____ |
| 5. Other equipment-related costs (describe): Kitchen, A/V, | \$ 45,000 |
| D. Furniture and Fixture Costs | |
| 1. Office furniture | \$186,000 |
| 2. Office equipment | \$15,000 |
| 3. Computers | \$25,000 |
| 4. Other furniture-related costs (describe) | |
| E. Working Capital Costs | |
| 1. Operation costs | \$ _____ |
| 2. Production costs | \$ _____ |
| 3. Raw materials | \$ _____ |
| 4. Debt service | \$ _____ |
| 5. Relocation costs | \$ _____ |
| 6. Skills training | \$ _____ |
| 7. Other working capital-related costs (describe) | \$ _____ |
| F. Professional Service Costs | |
| 1. Architecture and engineering | \$20,000 |
| 2. Accounting/legal | \$3,000 |
| 3. Other service-related costs (describe) Asbestos survey | \$5,000 |
| G. Other Costs | |
| 1. _____ | \$ _____ |
| 2. _____ | \$ _____ |
| H. Summary of Expenditures | |
| 1. Total Land-Related Costs | \$15,000 |
| 2. Total Building-Related Costs | \$ 1,095,000 |
| 3. Total Machinery and Equipment Costs | \$ 45,000, |
| 4. Total Furniture and Fixture Costs | \$ 226,000 |
| 5. Total Working Capital Costs | \$ _____ |
| 6. Total Professional Service Costs | \$28,000 |
| 7. Total Other Costs | N/A |

A. Creation of New Job Skills relating to permanent jobs. Please complete Schedule A.

IV. Provide the projected percentage of employment that would be filled by Rensselaer County residents: 75%

A. Provide a brief description of how the project expects to meet this percentage:

The AI Center of Excellence will be hiring largely younger, more recent graduates that tend to live and work in Troy and the immediate area. It's downtown location will draw professionals and entrepreneurs looking to live and work in Troy.

PROJECTED OPERATING IMPACT

I. Please provide estimates for the impact of Project operating purchases and sales:

| | | |
|-----------------------------------------------------------------------------------------------------------------------------|----------|-------------------------|
| Additional Purchases (1 st year following project completion) | \$ _____ | 50,000 |
| Additional Sales Tax Paid on Additional Purchases | \$ _____ | 3,500 |
| Estimated Additional Sales (1 st full year following project completion) | \$ _____ | 201,000 |
| Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion) | \$ _____ | 0 (sales are corporate) |

II. Please provide estimates for the impact of Project on existing real property taxes and new payments in lieu of taxes ("Pilot Payments"):

| Year | Existing Real Property Taxes (Without IDA involvement) | New Pilot Payments (With IDA) | Total (Difference) |
|--------------|-----------------------------------------------------------|----------------------------------|-----------------------|
| Current Year | N/A | | |
| Year 1 | 18,000 X 50% | 9,000 | 9,000 |
| Year 2 | 18,000 X 52.5% | 9,450 | 8,550 |
| Year 3 | 20,000 X 55% | 11,000 | 9,000 |
| Year 4 | 20,000 X 57.5% | 11,500 | 8,500 |
| Year 5 | 21,000 X 60% | 12,600 | 8,400 |
| Year 6 | 21,000 X 65% | 13,650 | 7,350 |
| Year 7 | 21,000 X 70% | 14,700 | 6,300 |
| Year 8 | 21,000 X 75% | 15,950 | 5,250 |
| Year 9 | 21,000 X 80% | 16,800 | 4,200 |
| Year 10 | 21,000 X 85% | 17,850 | 3,150 |
| Year 11 | 21,000 X 90% | 18,900 | 2,100 |
| Year 12 | 21,000 x 95% | 19,950 | 1,050 |

PROJECTED PROFIT

I. Please provide projected profit as defined by earnings after income tax but before depreciation and amortization:

| YEAR | Without IDA benefits | With IDA benefits |
|------|----------------------|--------------------|
| 1 | \$ _____ (47,800) | \$ _____ (38,800) |
| 2 | \$ _____ (125,100) | \$ _____ (116,850) |
| 3 | \$ _____ (12,180) | \$ _____ 1,300 |
| 4 | \$ _____ 59,900 | \$ _____ 76,500 |
| 5 | \$ _____ 121,500 | \$ _____ 137,500 |

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

I. Please provide estimates of total construction jobs and the total annual wages and benefits of construction jobs at the Project:

| Year | Number of Construction Jobs | Total Annual Wages and Benefits | Estimated Additional NYS Income Tax |
|--------------|-----------------------------|---------------------------------|-------------------------------------|
| Current Year | 2 | \$ _____ 100,000 | \$ _____ 5,600 |
| Year 1 | 5 | \$ _____ 250,000 | \$ _____ 14,000 |
| Year 2 | 3 | \$ _____ 150,000 | \$ _____ 8,400 |
| Year 3 | 2 | \$ _____ 100,000 | \$ _____ 5,600 |
| Year 4 | 0 | \$ _____ 0 | \$ _____ 0 |
| Year 5 | 0 | \$ _____ 0 | \$ _____ 0 |

PROJECTED PERMANENT EMPLOYMENT IMPACT

I. Estimates of the total number of existing permanent jobs to be preserved or retained as a result of the Project are described in the tables in Section IV of the Application.

All existing jobs outlined in Section IV will be preserved as a result of this project.

II. Estimates of the total new permanent jobs to be created at the Project are described in the tables in Section IV of the Application.

All permanent jobs outlined in section IV will be created by this project. III. Please provide estimates for the following:

SCHEDULE A

CREATION OF NEW JOB SKILLS

Please list the projected new job skills for the new permanent jobs to be created at the Project as a result of the undertaking of the Project by the Company.

For first 2 years

| New Job Skills | Number of Positions Created | Range of Salary and Benefits |
|-----------------------|------------------------------------|-------------------------------------|
| AI Developer | 3 | \$75,000-120,000 |
| Project Manager | 2 | \$75,000-100,000 |
| Marketing Manager | 1 | \$50,000 - 75,000 |
| Data Scientist | 1 | \$95,000-120,000 |
| Hardware Developers | 3 | \$65,000- \$95,000 |
| Business Analyst | 2 | \$50,000 - 75,000 |
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Should you need additional space, please attach a separate sheet.

III. Please provide a brief description for the impact of other economic benefits expected to be produced as a result of the Project:


The AI Center of Excellence is will impact every organization in the Capital District by driving an AI ecosystem that goes far beyond job creation in the AI Center itself. The AICoE has partnerships with universities in the region to support intern programs and course. It will empower companies in the Capital District to be more competitive, adding to economic strength in the region. It will both draw and retain high potential professionals in the Capital District.

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge; such responses are true, correct, and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

I affirm under penalty of perjury that all statements made on this application are true, accurate, and complete to the best of my knowledge.

| | |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date Signed: <u>1/21/20</u> , 20 | Name of Person Completing Project Questionnaire on behalf of the Company. Name: _____ Robert Bedard Title: <u>President/CEO</u> Phone Number: _____ (203) 948-3450 Address: _____ 36 Belle Ave, Troy, NY 12180 Signature:  |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|