RESOLUTION AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE
PSR HOLDINGS TWO, LLC

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 14, 2021 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Cynthia A. Henninger	Chair
Ronald Bounds	Secretary/Treasurer
John H. Clinton, Jr.	Member
Douglas Baldrey	Member
Renee Powell	Member

ABSENT:

Michael Della Rocco	Vice Chair

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Robin LaBrake	Assistant to the Director
John E. Sweeney, Esq.	Agency Counsel
Melissa C. Bennett, Esq.	Special Counsel

The following resolution was offered by Douglas Baldrey, seconded by Ronald Bounds, to wit:

Resolution No. 1021-6

RESOLUTION AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE AND THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH WITH RESPECT TO THE PSR HOLDINGS TWO, LLC PROJECT, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

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, pursuant to a resolution adopted by the Agency on May 13, 2021, on September 10, 2021 (the "Closing"), the Agency granted certain financial assistance to PSR Holdings Two, LLC, a New York limited liability company (the "Company") in connection with a project (the "Project") for the benefit of the Company, consisting of the following: (A)(1) the acquisition of an interest in an approximately 0.48 acre parcel of land located at 1040 Broadway (tax map no. 144.37-8-19) in the City of Rensselaer, Rensselaer County, New York (the "Land"), (2) the construction on the Land of an approximately 15,000 square foot building consisting of approximately 15 market rate apartments, together with related amenities and improvements (collectively, the "Facility"), and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to constitute a residential facility and associated uses and other directly and indirectly related activities; (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, mortgage recording taxes (subject to statutory limitations) and real estate transfer taxes (collectively, the "Original Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to a lease agreement dated as of September 1, 2021 (the "Lease Agreement") by and between the Agency and the Company; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (and a memorandum thereof), (A) the Company executed and delivered to the Agency (1) a certain underlying lease (and a memorandum thereof) dated as of September 1, 2021 by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company, along with a memorandum of underlying lease dated as of September 1, 2021; (2) a bill of sale dated as of September 1, 2021 (the "Bill of Sale to Agency"), which conveyed to the Agency all right, title and interest of the Company in the Equipment; (3) a Section 875 GML Recapture Agreement dated as of September 1, 2021 by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; and (4) a Uniform Project Benefits Agreement dated as of September 1, 2021 by and between the Agency and the Company, which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company; and (B) the Agency filed with the New York State Department of Taxation and Finance the form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") (the above enumerated documents being collectively referred to as the "Project Documents"); and

WHEREAS, at the time of the Closing the Company's sole member was Todd Drake (the "Original Membership Owner"); and

WHEREAS, pursuant to the Consent/Public Hearing/Deviation Process Resolution (as hereinafter defined), the Agency consented to transfer of ownership of the Company from the Original Membership Owner to Paul Bonacquisti and John Bonacquisti (collectively, the "New Membership Owners"); and

WHEREAS, Paul Bonacquisti and John Bonacquisti (collectively, the "New Membership Owners") requested (the "Request") that the Agency approve additional financial assistance to the Company in the form of (1) an increase in the originally approved mortgage recording tax exemption for a mortgage in an amount of $1,789,812 up to a mortgage in an amount of $1,978,500, for an additional mortgage recording tax exemption benefit of $1,887; (2) an increase in the originally approved sales and use tax exemption amount from $60,000 to $80,0000, for an additional sales tax exemption benefit of $20,000, and (3) real property tax exemption benefits (collectively, the "Additional Financial Assistance"), as more specifically set forth in the Request; and

WHEREAS, in connection with the Request the Company made a request to the Agency that the Agency (a) join with the Company in the execution and delivery of a payment in lieu of tax agreement (the "Proposed PILOT Agreement") with respect to the Project Facility, the terms of which deviate from the standard terms of a payment in lieu of tax agreement under the Agency's Uniform Tax Exemption Policy (the "UTEP") with respect to real property tax payments; and (b) amend and restate certain Project Documents; and

WHEREAS, the Proposed PILOT Agreement would provide for payments in lieu of taxes as set forth in Exhibit A hereto; and

WHEREAS, by resolution adopted by the members of the Agency on September 9, 2021 (the "Consent/Public Hearing/Deviation Process Resolution"), the Agency (1) considered the Request, (2) consented to the proposed transfer in the ownership of the membership interests in the Company from the Original Membership Owner to the New Membership Owners, and (3) authorized a public hearing with respect to the Additional Financial Assistance to be held pursuant to Section 859-a of the Act and the deviation process with respect to the proposed payment in lieu of tax agreement to be followed in compliance with the provisions of Section 874(4)(b) of the Act and the Agency's UTEP; and

WHEREAS, in compliance with the provisions of Section 859-a of the Act, the Consent/Public Hearing/Deviation Process Resolution indicated that the undertakings of the Agency contained therein are contingent upon the Agency making a determination to proceed with the Proposed PILOT Agreement and the Additional Financial Assistance for the Project following compliance by the Agency with the public notice and public hearing requirements set forth in Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Consent/Public Hearing/Deviation Process 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 Additional Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on October 4, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is located, (B) caused notice of the Public Hearing to be posted on September 30, 2021 on the Agency's website, (C) caused notice of the Public Hearing to be published on October 5, 2021 in The Record, a newspaper of general circulation available to the residents of the County of Rensselaer, New York and the City of Rensselaer, Rensselaer County, New York, (D) conducted the Public Hearing on October 14, 2021 at 3:30 p.m., by telephone conference (pursuant to Chapter 417 of the Laws of 2021 of New York State, effective September 2, 2021 through January 15, 2022), 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 the authorization contained in the Consent/Public Hearing/Deviation Process Resolution and in compliance with the provisions of Section 874(4)(b) of the Act and the UTEP, the Agency caused a letter (the "PILOT Deviation Letter") to be mailed on September 30, 2021 to the chief executive officers of each Affected Tax Jurisdiction, informing said individuals that the Agency would, at its meeting to be held on October 14, 2021, consider a proposed deviation from the UTEP with respect to the Proposed Amended PILOT Agreement to be entered into by the Agency with respect to the Project Facility and the reasons for said proposed deviation; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the Affected Tax Jurisdictions regarding the proposed deviation from the UTEP; and

WHEREAS, the Agency allowed representatives from the Affected Tax Jurisdictions present at this meeting to address the Agency regarding such proposed deviation; and

WHEREAS, in connection with the Agency's evaluation of the Project for the provision of the Additional Financial Assistance constituting "financial assistance" within the meaning of the Act, the Agency has (i) assessed all material information relating to the Project and the Additional Financial Assistance included in the Request in order to afford a reasonable basis for the decision of the Agency to provide the Additional Financial Assistance; and (ii) reviewed the Agency's written cost benefit analysis for the Additional Financial Assistance; and

WHEREAS, in order to consummate the granting of the Additional Financial Assistance, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Transaction Documents"): (A) a certain amended and restated underlying lease by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Land and all improvements now or hereafter located on the Land; (B) an amended and restated lease agreement (and a memorandum thereof) (the "Amended and Restated Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the

Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility (the "PILOT Agreement"); (D) an amended and restated Section 875 GML Recapture Agreement by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (E) an amended and restated uniform project benefits agreement by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance that complies with the requirements of Section 859-a(6) of the Act; (F) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender(s) with respect to the Project (the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (G) various certificates relating to the Additional Financial Assistance; and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (a "Real Property Tax Exemption Form") relating to the Additional Financial Assistance; and

WHEREAS, simultaneously with the execution and delivery of the Amended and Restated Lease Agreement, the Agency will file with the State Department of Taxation and Finance amended Thirty-Day Sales Tax Reports reflecting the Additional Financial Assistance and provide a copy of the Thirty-Day Sales Tax Reports to the Company; and

WHEREAS, for purposes of exemption from New York State (the "State") sales and use taxation as part of the Additional Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; 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 Agency must determine the potential environmental significance of the granting of the Additional Financial Assistance (the "Transaction");

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Transaction is a "Type II action" (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Transaction.

Section 2. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Additional Financial Assistance is hereby ratified and confirmed.

Section 3. The Agency, based upon the representations made by the Company to the Agency in the Request, hereby finds and determines that:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the PILOT Deviation Letter;

(B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation;

(C) The Agency has given all representatives from any Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation;

(D) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(E) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(F) The Project constitutes a "project," as such term is defined in the Act;

(G) The Project site is located entirely within the boundaries of Rensselaer County, New York;

(H) The undertaking of the Additional Financial Assistance is for a proper purpose, to wit, to preserve and/or create permanent private sector jobs and to advance the job opportunities, health, general prosperity and economic welfare of the inhabitants of Rensselaer County and the State of New York;

(I) It is estimated at the present time that the costs of the planning, development, acquisition, construction, and installation of the Project Facility (collectively, the "Project Costs") will be approximately $2,780,550;

(J) The Additional Financial Assistance will not result in the removal of a plant or facility of the proposed occupant of the Project Facility from one area of the

State to another area of the State or in the abandonment of a plant or facility of the proposed occupant of the Project Facility located in the State;

(K) (1) The Project does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(L) The granting of the Additional Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Rensselaer County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(M) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(N) The Project should receive the Additional Financial Assistance in the form of exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit B attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event, as described on Exhibit C attached hereto; and

(O) It is desirable and in the public interest for the Agency to enter into the Transaction Documents.

(P) The Agency, based upon its review of the following factors, finds and determines that it is desirable and in the public interest of the Agency to deviate from its Policy and to approve the execution and delivery of the PILOT Agreement:

1. **The nature of the proposed project:** The Project will create a new residential building containing approximately 15 residential rental units, with approximately 21 on-site parking spaces for the residents.

2. **The nature of the property before the project begins:** Vacant Land (existing single family home was demolished around 2017).

3. **The economic condition of the area at the time of the application:** The downtown area of the City of Rensselaer (the "City") is beginning to revitalize. There is increased demand for residential dwellings in the City, particularly due to the constantly increasing workforce at the nearby Regeneron campus. The Project Facility is centrally located in the Broadway corridor and near the Amtrak train station.

4. **The extent to which the project will create or retain permanent, private sector jobs:** When fully operational, the Project will create 2 part-time permanent jobs. These

jobs will range in salary from $4,000 to $9,500 per year.

5. **The estimated value of the tax exemptions to be provided:** Sales and Use Tax Exemption: $80,000. Mortgage Recording Tax Exemption: $19,785. Real Property Tax Exemption: $326,750 (based on estimated assessed value; actual assessed value may differ).

6. **The impact of the project and proposed tax exemptions on affected tax jurisdictions:** The Project will generate additional revenue for the affected tax jurisdictions from real estate taxes by the increase value of the property and from sales and use taxes generated by the tenants located at the Project Facility. The affected tax jurisdictions will receive higher payments under the Proposed PILOT Agreement than are currently received on the vacant land. The Proposed PILOT Agreement will increase those amounts over its term, with the final result being substantially higher real estate taxes at the end of the Proposed PILOT Agreement. The Project Facility would also result in increased sales and use tax revenue from the Project Facility's residents making purchases in the City and the County.

7. **The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity:** As mentioned, the Project helps to fulfill a need within the City and within the greater Rensselaer County area (the "County") for residential apartment units. It will also help revitalize the housing options in the City, given that many existing housing options are over 50 years old. Residents residing in the Project Facility will patronize the nearby retail, commercial and professional businesses in the City and the County. The Project furthers the revitalization efforts in the City. It is likely that the Project Facility will have a positive effect on existing and proposed businesses and economic development projects in the City and the County.

8. **The amount of private sector investment generated or likely to be generated by the proposed project:** The Company anticipates investing approximately $2.73 million into the development of the Project Facility.

9. **The demonstrated public support for the proposed project:** The proposed project has received the support of the County Executive and the Mayor.

10. **The likelihood of accomplishing the proposed project in a timely fashion:** The Company anticipates that this Project will be completed in 2022 and the Agency believes there is a strong likelihood of meeting this anticipated completion date because the principals involved have done several successful residential projects in the Capital District.

11. **The effect of the proposed project upon the environment:** The Agency has reviewed the Project pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, 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, and has determined that the Project will not have a significant effect on the environment.

12. **The extent to which the proposed project will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** It is anticipated the tenants of the residential units

will create minimal demand for educational services. The Company expects that many of the tenants of the Project Facility will use their own cars but there may be some increased demand in public transportation to the Project Facility. The building will be sprinkled as required. Minimal demand for police, fire and emergency medical services (EMT) services is anticipated.

13. **The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located:** The Project will generate additional revenue for the affected tax jurisdictions from real estate taxes by the increase value of the property and from sales and use taxes generated by the residents of the Project Facility. The municipalities and school districts will receive higher payments under the Proposed PILOT Agreement than are currently received on the vacant land. The Proposed PILOT Agreement will increase those amounts over its term, with the final result being substantially higher real estate taxes at the end of the Proposed PILOT Agreement. The Project Facility would also result in increased sales and use tax revenue from the Project Facility's residents making purchases in the City and the County.

14. **The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located:** As noted earlier, the Project Facility contributes to filling a need within the City and the County for residential apartments. The proposed project will provide significant economic benefits to the City and the County and assist with the Broadway revitalization in the City. The Project is consistent with the City's and the County's overall development and revitalization efforts.

<u>Section 4.</u> In consequence of the foregoing, the Agency hereby determines to: (A) enter into the Transaction Documents; and (B) grant the Additional Financial Assistance with respect to the Project.

<u>Section 5.</u> The Agency is hereby authorized to do all things necessary or appropriate for the granting of the Additional Financial Assistance, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

<u>Section 6.</u> The Chair (or Vice Chair) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Transaction Documents.

<u>Section 7.</u> (A) The Chair (or Vice Chair) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction 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 Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

(B) The Chair (or Vice Chair) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

<u>Section 8.</u> The Agency shall maintain records of the amount of State and local sales and use tax exemption benefits provided to the Project and each agent or Project operator and

shall make such records available to the State Commissioner of Taxation and Finance (the "Commissioner") upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its agents and/or operators to make, all records and information regarding State and local sales and use tax exemption benefits available to the Agency upon request.

Section 9. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from New York State sales and use taxes.

Section 10. 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 Transaction 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 Transaction Documents binding upon the Agency.

Section 11. Neither the members nor officers of the Agency, nor any person executing the Transaction Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof or the transaction contemplated thereby.

Section 12. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefit for the Project, comprising together the Original Financial Assistance and the Additional Financial Assistance approved herein, shall not exceed **$80,000 and shall last no longer than two years from the Closing**. The Agency may consider any request by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 13. Notwithstanding anything herein to the contrary, the amount of mortgage recording tax exemption benefit for the Project, comprising together the Original Financial Assistance and the Additional Financial Assistance approved herein, shall not exceed **$19,785.**

Section 14. Notwithstanding anything herein to the contrary, the amount of real property tax exemption benefits comprising the Additional Financial Assistance approved herein shall be approximately **$326,750**, which such amount reflects the total estimated real property tax exemptions for the Project Facility with respect to the Additional Financial Assistance (which constitute those taxes that would have been paid if the Project Facility were on the tax rolls and not subject to the PILOT Agreement) of approximately $675,000 less the payments in lieu of taxes of $348,250 to be made by the Company to the affected tax jurisdictions with respect to the Project

Facility during the term of the PILOT Agreement (as reflects the Additional Financial Assistance). The approximate amount of estimated real property tax exemptions are estimated based on an assumed assessed value of the Project Facility and assumed future tax rates of the affected tax jurisdictions. The actual amount of real property tax abatement benefit is subject to change over the terms of the PILOT Agreement depending on any changes to assessed value and/or tax rates of the Affected Tax Jurisdictions. Exhibit A attached hereto reflects the annual amount of the payments in lieu of taxes to be made to the affected tax jurisdictions in each year.

Section 15. 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:

Cynthia A. Henninger	VOTING	AYE
Michael Della Rocco	VOTING	ABSENT
Ronald Bounds	VOTING	AYE
Douglas Baldrey	VOTING	AYE
John H. Clinton, Jr.	VOTING	AYE
Renee Powell	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 14, 2021 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 14th day of October, 2021.

Ronald W. Bounds
Secretary

(SEAL)

EXHIBIT A

PILOT REQUEST

The Proposed PILOT Agreement would not provide any abatements for any special assessments levied on the Project Facility. The Proposed PILOT Agreement would be for a term of 15 years, with the Company making the following payments in each year as a PILOT Payment on a pro rata basis to each Affected Tax Jurisdiction as follows:

Tax Year	Fixed PILOT Payment
1	$17,500
2	$17,500
3	$17,500
4	$19,250
5	$19,250
6	$19,250
7	$21,000
8	$21,000
9	$22,750
10	$24,500
11	$26,250
12	$28,000
13	$29,750
14	$31,500
15	$33,250
16 and thereafter	100% of normal taxes

EXHIBIT B

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Rensselaer County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or No)		Expected Benefit
1.	Creation of new permanent jobs	■ Yes	☐ No	0.5 full time equivalent new job at the Project Facility within 1 year of the completion date.
2.	Creation of construction employment for local labor (i.e., labor resident in the area comprised of the Capital District Region)	■ Yes	☐ No	Average 54 full time equivalent construction jobs at the Project Facility for local labor during an estimated construction period of 12 months, commencing within 4 months of the date hereof.
3.	Private sector investment	■ Yes	☐ No	$2,780,550 at the Project Facility within 2 years of the date hereof.
4.	Creation of new revenues for local taxing jurisdictions	■ Yes	☐ No	$128,177 of new revenues for local taxing jurisdictions with respect to the Project Facility within 10 years of the date hereof.
5.	Attract customers from outside the Economic Development Region	☐ Yes	■ No	Quantify by (% or number of customers, or % or amount of sales): __% Within __ years of the date hereof.
6.	Provide infrastructure necessary to support existing businesses or proposed businesses	☐ Yes	■ No	Describe: Existing urban infrastructure.
7.	Other (describe): ____________	☐ Yes	■ No	Describe: ____________

EXHIBIT C

DESCRIPTION OF THE RECAPTURE EVENTS

In connection with the Project and the granting of the Financial Assistance, the Agency and the Project Beneficiary agree that the following shall constitute recapture events with respect to the Project and the granting of the Original Financial Assistance and the Additional Financial Assistance:

1. Failure of the Project Beneficiary to document to the satisfaction of the Agency the commencement of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 6 months of the date hereof.
2. Failure of the Project Beneficiary to document to the satisfaction of the Agency the completion of the acquisition, construction, reconstruction, renovation, and/or installation of the Project Facility within 2 years of the date hereof.
3. Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 75% of the average full time equivalent local labor construction jobs at the Project Facility during the construction period described on **Exhibit B** attached hereto.
4. Failure by the Project Beneficiary to document to the satisfaction of the Agency the creation of at least 90% of the full time equivalent new jobs at the Project Facility listed on **Exhibit B** attached hereto within 2 years of the date hereof.
5. Failure by the Project Beneficiary to document to the satisfaction of the Agency that at least 90% of the private sector investment described on **Exhibit B** attached hereto occurred with respect to the Project Facility within 2 years of the date hereof.
6. Failure by the Project Beneficiary to document to the satisfaction of the Agency that the Project provided the other Public Benefits described on **Exhibit B** attached hereto within the time frames assigned to such benefits.
7. Liquidation of substantially all of the Project Beneficiary's operating assets at the Project Facility.
8. Sale, lease or other disposition of all or substantially all of the Project Facility.
9. Failure by the Project Beneficiary to comply with the annual reporting requirements or to provide the Agency with requested information.
10. Sublease (other than in the ordinary course of business) or assignment of all or part of the Project Facility in violation of any Transaction Documents.
11. A change in the use of the Project Facility, other than as described on **Exhibit B** and other directly and indirectly related uses, in violation of any Transaction Documents.