

CLOSING ITEM NO.: B-1

GENERAL CERTIFICATE
OF
CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY

This certificate is made in connection with the execution by City of Cohoes Industrial Development Agency (the "Agency") of a lease agreement dated as of January 1, 2017 (the "Lease Agreement") by and between Capital District Apartments LLC (the "Company") and the Agency, the Memorandum of Lease Agreement, the Underlying Lease, the Memorandum of Underlying Lease, the License to Agency, the Payment in Lieu of Tax Agreement, the Uniform Agency Project Agreement, the Section 875 GML Recapture Agreement, the Mortgage, the Assignment and Intercreditor Agreement, the Regulatory Agreement, (as each of said documents is defined in the Lease Agreement) and any other document to be executed by the Agency (all of the preceding documents being collectively referred to as the "Agency Documents") in connection with the undertaking by the Agency of a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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 sales and use 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 the Lease Agreement.

Capitalized terms used herein which are not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement except that, for purposes of this certificate, (A) all definitions with respect to any document shall be deemed to refer to such document only as it exists as of the date of this certificate and not as of any future date, and (B) all definitions with respect to any Person shall be deemed to refer to such Person only as it exists as of the date of this certificate and not as of any future date or to any successor or assign.

THE UNDERSIGNED OFFICER OF THE AGENCY HEREBY CERTIFIES THAT:

1. I am an officer of the Agency and am duly authorized to execute and deliver this certificate in the name of and on behalf of the Agency.
2. The Agency is a corporate governmental agency constituting a public benefit corporation of the State of New York (the "State") duly established under 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 313 of the Laws of 1972 of the State, as amended, constituting Section 896-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act"). A copy of Chapter 313 of the Laws of 1972 of the State is attached hereto as Exhibit A.

3. The Agency (A) has full legal power and authority to own its Properties, conduct its business, execute, deliver and perform its obligations under each of the Agency Documents and (B) has taken all actions and obtained all approvals required in connection therewith by the Act and any other applicable laws and regulations.

4. Under the Act, it is the purpose of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, and research facilities, including commercial facilities, and the Agency has the power to acquire, construct, reconstruct, lease, sell, improve, maintain, equip or furnish certain properties, including commercial facilities.

5. Pursuant to the Act, the governing body of City of Cohoes, New York, for whose benefit the Agency was established filed or caused to be filed within six (6) months after the effective date of such Chapter 313 of the Laws of 1972 of the State, in the office of the New York State Department of State, Miscellaneous Records Unit, the Certificate of Establishment of the Agency pursuant to Section 856(1)(a) of the New York General Municipal Law. The Certificate of Establishment of the Agency described in the preceding sentence also named the members and officers of the Agency as appointed by the governing body of City of Cohoes, New York. Attached hereto as Exhibit B is a certified copy of said Certificate of Establishment of the Agency and certificates of appointment relating to all of the current members of the Agency.

6. The current members and officers of the Agency are as follows: Ralph Signoracci, IV, Chair, Michael Jacobson, Vice Chair/Secretary, Marie Clark, Treasurer, Rod Dion, Member and Dr. Jennifer Spring, Member. The foregoing named individuals constitute all of the members of the Agency; each of such individuals was and is duly appointed, qualified and acting as such member; each of such individuals who is indicated as an officer of the Agency was and is duly elected or appointed, qualified and acting as such officer; and each of such individuals has been a member of the Agency since at least September 27, 2016.

7. Attached hereto as Exhibit C is a true, correct and complete copy of the by-laws of the Agency, together with all amendments thereto or modifications thereof; and said by-laws as so amended and modified are in full force and effect in accordance with their terms as of the date of this certificate.

8. The execution, delivery and performance of all agreements, certificates and documents required to be executed, delivered and performed by the Agency in order to carry out, give effect to and consummate the transactions contemplated by the Agency Documents have been duly authorized by all necessary action of the Agency. The Agency Documents are in full force and effect on and as of the date hereof, and no authority for the execution, delivery or performance of the Agency Documents has been repealed, revoked or rescinded.

9. The execution, delivery and performance of the Agency Documents, the consummation of the transactions therein contemplated and compliance with the provisions of each by the Agency do not and will not (A) violate the Act or the by-laws of the Agency, (B) require consent under (which has not heretofore been received) or result in a breach of or default under any credit agreement, purchase agreement, indenture, mortgage, deed of trust, commitment, guaranty, lease or other agreement or instrument to which the Agency is a party or by which the Agency may be bound or affected, or (C)

conflict with or violate any existing law, rule, regulation, judgment, order, writ, injunction or decree of any government, governmental instrumentality or court, domestic or foreign, having jurisdiction over the Agency or any of the Property of the Agency.

10. The Agency has duly authorized the taking of and has taken any and all actions necessary to carry out and give effect to the transactions contemplated to be performed on its part by the Agency Documents.

11. Each of the representations and warranties of the Agency contained in each of the Agency Documents is true, accurate and complete on and as of the date of this certificate with the same force and effect as though such representations and warranties were made on and as of the date hereof.

12. There is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body pending or, to our knowledge, threatened against or affecting the Agency (nor, to our knowledge, any basis therefor), wherein an unfavorable decision, ruling or finding would adversely affect (A) the transactions contemplated by the Approving Resolution (as hereinafter defined), (B) the validity or the enforceability of the Approving Resolution or the Agency Documents or the transactions contemplated therein, or (C) the existence or organization of the Agency.

13. The Agency Documents have been each duly executed, acknowledged, where appropriate, and delivered on behalf of the Agency by the Chairman or Vice Chairman of the Agency; the signature of said officer thereon is the genuine signature of such officer; and said executed Agency Documents are in substantially the same form as the forms thereof presented to the members of the Agency and approved by the Approving Resolution.

14. Pursuant to a resolution adopted by the members of the Agency on September 27, 2016 (the "Public Hearing Resolution"), the Agency authorized the Executive Director to conduct a public hearing with respect to the Project. Attached hereto as Exhibit D is a certified copy of the Public Hearing Resolution.

15. Attached hereto as Exhibit E is proof of mailing of notice of the public hearing, held with respect to the Project (the "Public Hearing"), to the chief executive officers of the "affected tax jurisdictions" with respect to the Project (as such quoted term is defined in Section 854(16) of the Act).

16. Attached hereto as Exhibit F is an affidavit of publication of notice of the Public Hearing pursuant to Section 859-a of the Act.

17. Attached hereto as Exhibit G are proofs of posting of the notice of Public Hearing.

18. Attached hereto as Exhibit H is the report of the Public Hearing (the "Hearing Report").

19. 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 (collectively, "SEQRA"), by resolution adopted by the members of the Agency on November 28, 2016 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA. Attached hereto as Exhibit I is a certified copy of the SEQR Resolution.

20. By further resolution adopted by the members of the Agency on November 28, 2016 (the "Commercial/Retail Finding Resolution"), the Agency (A) determined that the Project constituted a

“commercial project” within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project is located within census tract 129, which is considered to be a distressed census tract and therefore is in a “highly distressed area”, as that term is defined in Section 854(18) of the Act, (C) determined, following a review of the Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, as chief executive officer of the City of Cohoes, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project.

21. Pursuant to the resolution adopted by the members of the Agency on November 28, 2016 (the “Pilot Deviation Approval Resolution”), the members of the Agency determined to deviate from the Agency’s Policy with respect to the Project. Attached hereto as Exhibit K is a certified copy of the Pilot Deviation Approval Resolution.

22. Attached hereto as Exhibit L is a true, correct and complete copy of the resolution of the members of the Agency adopted on November 28, 2016 (the “Approving Resolution”) approving and authorizing execution by the Agency of the Agency Documents. Such Approving Resolution was duly adopted by the members of the Agency, has not been amended or modified since its adoption and is in full force and effect as of the date of this certificate in accordance with its terms.

23. By certificate dated December 16, 2016 (the “Mayor Approval”), the Mayor of the City of Cohoes approved the proposed action to be taken by the Agency with respect to the Project for purposes of Section 862(2) of the Act. Attached hereto as Exhibit M is a certified copy of the Mayor Approval.

24. The Agency is not contemplating instituting bankruptcy, insolvency or similar proceedings against itself.

25. The Agency has complied with all of the agreements and satisfied all of the conditions on its part to be performed and satisfied by the terms of the Agency Documents on or prior to the Closing Date.

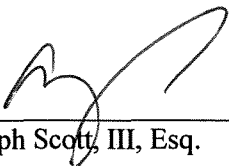
IN WITNESS WHEREOF, I have hereunto set my signature as (Vice) Chairman the Agency this 12th day of January, 2017.

CITY OF COHOES INDUSTRIAL
DEVELOPMENT AGENCY

BY: 

(Vice) Chairman

The undersigned, A. Joseph Scott, III, Esq., counsel for the Agency, hereby certifies that the signature of the officer of the Agency subscribed to and contained in the foregoing General Certificate of the Agency is true and genuine.



A. Joseph Scott, III, Esq.

A. Joseph Scott III
Notary Public, State of New York
Qualified in Albany County
No. 02SC4811591
Commission Expires December 31, 2018

EXHIBIT A

CHAPTER 313 OF THE LAWS OF 1972

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 9, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

LAWS OF NEW YORK.—By Authority

CHAPTER 313

AN ACT to amend the general municipal law, in relation to creating and establishing the city of Cohoes industrial development agency, and providing for its functions, powers and duties

Became a law May 15, 1972, with the approval of the Governor. Passed on Home Rule request pursuant to article IX, section 2(b)(2) of the Constitution by a majority vote, three-fifths being present

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The general municipal law is hereby amended by inserting in title two of article eighteen-A, a new section, to be section eight hundred ninety-six-a, to read as follows:

§ 896-a. *The city of Cohoes industrial development agency. For the benefit of the city of Cohoes and the inhabitants thereof, an industrial development agency, to be known as the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of this chapter. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of this chapter upon industrial development agencies and provided that the exercise of the powers by such agency with respect to the acquisition of real property whether by purchase, condemnation or otherwise, shall be limited to the corporate limits of the city of Cohoes, and such agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of this chapter. Its members shall be appointed by the governing body of the city of Cohoes. The agency, its members, officers and employees and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of this chapter.*

§ 2. This act shall take effect immediately.

EXPLANATION—Matter in *italics* is new; matter in brackets [] is old law to be omitted.

STATE OF NEW YORK }
Department of State } ss:

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

JOHN P. LOMENZO
Secretary of State

EXHIBIT B

**CERTIFICATE OF ESTABLISHMENT OF THE AGENCY AND
CERTIFICATES OF APPOINTMENT OF CURRENT MEMBERS**

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on September 9, 2016.



Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

C E R T I F I C A T I O N

I, LETITIA V. RIGNEY, City Clerk of the City of Cohoes and keeper of the records of the Common Council of the City of Cohoes, DO HEREBY CERTIFY:

1. The special legislative act establishing the City of Cohoes Industrial Development Agency was passed on May 15, 1972.
2. The official name of the agency is "City of Cohoes Industrial Development Agency".
3. The names of the members of the agency, the Chairman, and terms of office are as follows:

William Magee ----- 5 years - Chairman
Myron Mooradian ----- 4 years
Frank O'Connor ----- 3 years
George Robinson ----- 2 years
Leo Heslin ----- 1 year

4. The enactment of this legislation will provide a means for the City of Cohoes to attract new industry, encourage plant modernization and create new job opportunities and will enable the City of Cohoes to compete more effectively with other communities in the State of New York and in forty other states where industrial agencies are now operating.

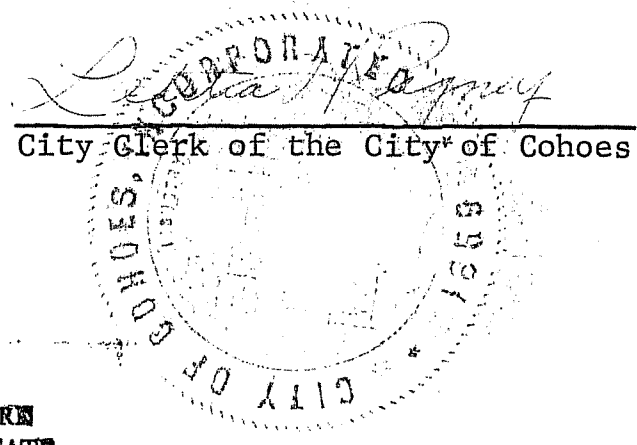
Letitia V. Rigney

City Clerk of the City of Cohoes

Dated: September 27, 1972.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 28 1972



STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 9, 2016.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CERTIFICATE OF APPOINTMENT
AS MEMBER OF
CITY OF COHOES
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

FILED
STATE RECORDS
AUG 25 2016
DEPARTMENT OF STATE

THIS is to certify that

Rod Dion

has been appointed as a

MEMBER

of the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 313 of the Laws of 1972.

CITY OF COHOES, ALBANY COUNTY,
NEW YORK

BY: 
City Clerk

(SEAL)

CERTIFICATE OF APPOINTMENT
AS MEMBER OF
CITY OF COHOES
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

FILED
STATE RECORDS
AUG 25 2016
DEPARTMENT OF STATE

THIS is to certify that

Dr. Jennifer Spring

has been appointed as a

MEMBER

of the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 313 of the Laws of 1972.

CITY OF COHOES, ALBANY COUNTY,
NEW YORK

BY: *Sari A York*
City Clerk

(SEAL)

CERTIFICATE OF APPOINTMENT
AS MEMBER OF
CITY OF COHOES
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

FILED
STATE RECORDS
AUG 25 2016
DEPARTMENT OF STATE

THIS is to certify that

Marie Stark

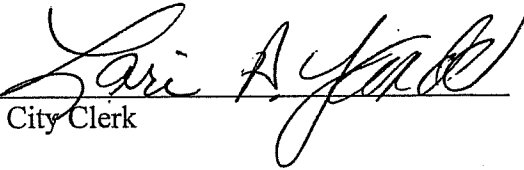
has been appointed as a

MEMBER

of the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 313 of the Laws of 1972.

CITY OF COHOES, ALBANY COUNTY,
NEW YORK

BY:


City Clerk

(SEAL)

CERTIFICATE OF APPOINTMENT
AS MEMBER OF
CITY OF COHOES
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

FILED
STATE RECORDS
AUG 25 2016
DEPARTMENT OF STATE

THIS is to certify that

Michael Jacobson

has been appointed as a

MEMBER

of the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 313 of the Laws of 1972.

CITY OF COHOES, ALBANY COUNTY,
NEW YORK

BY: *Lari A. Yonck*
City Clerk

(SEAL)

CERTIFICATE OF APPOINTMENT
AS MEMBER OF
CITY OF COHOES
INDUSTRIAL DEVELOPMENT AGENCY
FOR FILING
WITH
SECRETARY OF STATE

FILED
STATE RECORDS
AUG 25 2016
DEPARTMENT OF STATE

THIS is to certify that

Ralph Signoracci, IV


has been appointed as a

MEMBER

of the CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY which has been duly established by Chapter 313 of the Laws of 1972.

CITY OF COHOES, ALBANY COUNTY,
NEW YORK

BY:


City Clerk

(SEAL)

EXHIBIT C
BY-LAWS OF THE AGENCY

BY-LAWS
OF
CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY

ARTICLE I
THE AGENCY

Section 1. Name.

The name of the Agency shall be “City of Cohoes Industrial Development Agency”, and it shall hereinafter be referred to in these by-laws as the Agency.

Section 2. Seal.

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Offices of the Agency.

The principal office of the Agency shall be located at City Hall, 97 Mohawk Street, Cohoes, Albany County, State of New York. The Agency may have such other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II

MEMBERS

Section 1. Members.

The Members of the Agency shall number not less than (3) three nor more than (7) seven. All references in these by-laws to Members or to the “IDA Board” or the “Board” shall be

references to Members of the Agency. Members shall be appointed by the Common Council of the City of Cohoes, New York (the "City") and shall serve at the pleasure of the Common Council. A Member shall continue to hold office until his or her successor is appointed and has qualified. Any one or more of the Members may be an official or employee of the City of Cohoes. A majority of the Members shall be "independent" as defined within the New York State Public Authorities Law. Members shall not receive any compensation for their services but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

ARTICLE III

MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Agency shall be held each year on the first Friday in January, at 12:00 noon, at the regular meeting place of the Agency. In the event that day falls on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a Saturday, Sunday or legal holiday.

Section 2. Regular Meetings.

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by the Agency.

Section 3. Special Meetings.

The Chairperson of the Agency may, when he/she deems it desirable, and shall, on the written request of two Members, call a special meeting of the Agency for the purpose of transacting any business designated in the notice for that meeting. At that special meeting, no

business shall be considered other than as designated in the notice for that meeting, but if all the Members are present at a special meeting, with or without notice thereof, any and all business may be transacted at that special meeting.

Section 4. Open Meetings Law.

All meetings of Members shall be conducted in accordance with the applicable provisions of the Open Meetings Law of the State of New York.

Section 5. Notices of Meetings.

Except as provided in this Section 5 with respect to waivers of notice, written notice stating the place, day and hour of the meeting shall be given for all meetings of Members. Such notice shall state the person or persons calling the meeting. Notices of any special meeting shall state the purpose or purposes for which the meeting is called. Notice of any meeting of Members shall be given, either personally, by first class mail, or by electronic mail, not less than two (2) days or more than ten (10) days before the date of the meeting, to each Member at his/her address recorded on the records of the Agency, or at such other address which the Member may have furnished in writing to the Secretary of the Agency. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Postal Service or sent via electronic mail and no "undeliverable message" is received by the sender. Any meeting of Members may be adjourned from time to time. In that event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event a new date for an adjourned meeting is fixed, a new notice shall be given, in the same manner as provided in this Section 5. No notice

of any meeting need be given to any Member who executes and delivers a waiver of notice before or after the meeting. The attendance of a Member in person at a meeting without protesting the lack of notice of that meeting shall constitute a waiver of notice by that Member.

Section 6. Quorum.

Except as provided by law, the Members entitled to cast a majority of the total number of votes entitled to be cast at the meeting shall constitute a quorum at a meeting of Members for the transaction of any business. The Members present may adjourn the meeting despite the absence of a quorum.

Section 7. Procedure at Meetings.

(a) Meetings of Members shall be presided over by the following officers, in order of seniority - the Chairperson, Vice Chairperson or, if neither the Chairperson nor Vice Chairperson is in office or present at the meeting, by a chairperson to be chose by a majority of the Members in attendance. The Secretary or an Assistant Secretary of the Agency shall act as Secretary of every meeting of Members. When neither the Secretary nor an Assistant Secretary is available, the presiding officer may appoint a secretary of the meeting.

(b) The order of business at all meetings of Members shall be as follows:

- (1) Roll call;
- (2) Proof of Notice of Meeting;
- (3) Reading and approval of minutes of the previous meeting;
- (4) Bills and communications;
- (5) Report of the CFO;
- (6) Reports of Committees;

- (7) Unfinished business;
- (8) New business;
- (9) Adjournment.

(c) Except as otherwise provided by the Members, all resolutions shall be in writing and shall be copied in or attached to the journal of the proceedings of the Agency.

(d) The voting on all questions coming before the Members shall be by roll call, and the yeas and nays shall be entered on the minutes of that meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE IV

OFFICERS

Section 1. Officers.

The officers of the Agency shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The Agency may also have as officers an Assistant Secretary and an Assistant Treasurer. Any two or more offices, except the offices of the Chairperson and Secretary, may be held by the same person.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairperson shall execute (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidences of indebtedness, and other instruments of the Agency on behalf of the Agency. At each meeting the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and polices of the Agency.

Section 3. Vice Chairperson.

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Agency shall appoint a new Chairperson.

Section 4. Secretary.

The Secretary shall keep the records of the Agency, shall act as secretary at meetings of the Agency and record all votes, shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to that office. The Secretary shall keep in safe custody the seal of the Agency and shall have the power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

Section 5. Assistant Secretary.

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Agency shall appoint a new Secretary.

Section 6. Treasurer.

The Treasurer shall have the care and custody of all funds of the Agency and shall deposit those funds in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Treasurer and the CFO. The Treasurer shall be a member of the Audit Committee, and shall oversee the CFO and the financial books and records

of the Agency. The Treasurer shall give such bond for the faithful performance of his/her duties as Agency may determine.

Section 7. Assistant Treasurer.

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. The Assistant Treasurer shall give such bond for the faithful performance of his/her duties as the Agency may determine.

Section 8. Additional Duties.

All officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by these By-Laws, or by the rules and regulations or policies of the Agency.

Section 9. Appointment of Officers.

All officers of the Agency, except the first Chairperson, shall be appointed at the annual meeting of the Agency from among the Members, and each officer shall hold office for one year or until his/her successor is appointed. The first Chairperson of the Agency shall be designated by the Common Council of the City.

Section 10. Vacancies.

If any office becomes vacant, the Agency shall appoint a successor from among its Members at the next regular meeting, and that appointment shall be for the unexpired term of that office.

Section 11. Chief Executive Officer and Chief Financial Officer.

A Chief Executive Officer (CEO) shall be appointed by the Agency. The CEO shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The CEO shall be charged with the management of all projects of the Agency, and shall report to and work with the Governance and Audit Committees as appropriate.

The Chief Financial Officer (CFO) shall handle the day to day financial matters of the Agency. The CFO shall keep regular books of account showing receipts and expenditures and shall render to the Agency at each regular meeting an account of all financial transactions and also of the financial condition of the Agency and make same available to the Treasurer or Audit Committee for review upon request. The CFO shall prepare the annual budget and present same to the Audit Committee prior to approval by the Members. Except as otherwise authorized by resolution of the Agency, the CFO shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and disburse such monies under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Treasurer.

Section 12. Additional Personnel.

The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable to the Agency. The selection and compensation of all personnel shall be determined by the Agency, subject to the laws of the State of New York, and the Agency's Personnel and Compensation Policies.

ARTICLE V
COMMITTEES

Section 1. Audit Committee

There shall be an Audit Committee made up of three independent Members appointed by the Agency board. The purpose of the audit committee shall be to (1) assure that the Agency's board fulfills its responsibilities for the Agency's internal and external audit process, the financial reporting process, and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the Members. The powers and duties of the Audit Committee shall be set forth fully within the Audit Committee Charter, which shall be adopted by the Committee and approved by the Members of the Agency.

Section 2. Governance Committee

There shall be a Governance Committee made up of three independent Members appointed by the Agency board. The purpose of the governance committee is to assist the Board by (1) keeping the Board informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Agency; (3) updating the Agency's corporate governance principles and governance practices; and (4) advising those responsible for appointing Members of the Agency on the skills, qualities and professional or educational experiences necessary to be effective Agency Members. The powers and duties of the Governance Committee shall be set forth fully within the Governance Committee Charter, which shall be adopted by the Committee and approved by the Members of the Agency.

ARTICLE VI
MISCELLANEOUS

Section 1. Books and Records.

The Agency shall keep, at the principal office of the Agency, complete and correct records and books of account, and shall keep minutes of the proceedings of the Members, or any committee appointed by the Members, as well as a list or record containing the names and addresses of all Members.

Section 2. Indemnification.

To the extent permitted by law, the Agency shall indemnify any person made a party to an action by reason of the fact that he/she, his/her testator or intestate, is or was a member, officer, or employee of the Agency, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such officer is adjudged to have breached his fiduciary duty to the Agency. The foregoing rights of indemnification shall not be exclusive of other rights to which such an officer may be entitled.

Section 3. Amendments.

The by-laws of the Agency may be amended only with the approval of a majority of all of the Members at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice of that meeting has been previously given to all Members.

EXHIBIT D
PUBLIC HEARING RESOLUTION

**PUBLIC HEARING RESOLUTION
CAPITAL DISTRICT HOUSING DEVELOPMENT FUND CORP. PROJECT**

A regular meeting of City of Cohoes Industrial Development Agency (the "Agency") was convened in public session in the City Hall of Cohoes in the second floor Common Council Chambers located at 97 Mohawk Street in the City of Cohoes, Albany County, New York on September 27, 2016 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Ralph Signoracci, IV	Chairman
Michael Jacobson	Vice Chairman/Secretary
Marie Stark	Treasurer
Rod Dion	Member
Dr. Jennifer Spring	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Hon. Shawn M. Morse	CEO
Michael Durocher	CFO
Debbie Jacques	Executive Assistant
Catherine Hedgeman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Agency Special Counsel

The following resolution was offered by Ralph Signoracci, seconded by Jennifer Spring, to wit:

Resolution No. 0916-

RESOLUTION AUTHORIZING THE CHAIRMAN OF CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF CAPITAL DISTRICT HOUSING DEVELOPMENT FUND CORP.

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a 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 industrial, manufacturing, warehousing, commercial, research and recreation 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, Capital District Housing Development Fund Corp., a New York business corporation (the “Company”), has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (the “Land”), together with the existing 11 story building containing approximately 99,000 square feet of space located on the Land and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, and (3) the acquisition and installation thereon and therein of various machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Chairman of the Agency, after consultation with the members of the Agency and Agency Special Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in the City of Cohoes, New York, where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such

further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chairman of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. 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:

Ralph Signoracci, IV	VOTING	<u>Yes</u>
Michael Jacobson	VOTING	<u>Yes</u>
Marie Stark	VOTING	<u>Yes</u>
Rod Dion	VOTING	<u>Yes</u>
Dr. Jennifer Spring	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared duly adopted.

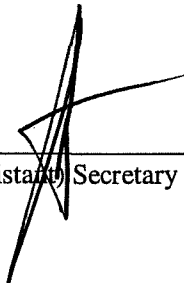
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (~~Assistant~~) Secretary of City of Cohoes 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 September 27, 2016 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 27th day of September, 2016.



(Assistant) Secretary

(SEAL)

EXHIBIT E

PROOF OF MAILING OF NOTICE OF PUBLIC HEARING

AFFIDAVIT OF MAILING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE
RELATING THERETO

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

The undersigned, being duly sworn, hereby states:

1. That on November 1, 2016, I mailed to the following individuals a copy of a notice of public hearing entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (the "Notice of Hearing") relating to the proposed Capital District Housing Development Fund Corp. Project to be undertaken by the City of Cohoes Industrial Development Agency for the benefit of Capital District Housing Development Fund Corp. (the "Company"):

7016 0340 0000 4931 7881
Daniel P. McCoy, Albany County Executive
112 State Street
Room 200
Albany New York 12207

7016 0340 0000 4931 7874
Shawn M. Morse, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047

7016 0340 0000 4931 7867
Jennifer Spring, Superintendent of Schools
Cohoes City School District
7 Bevan Street
Cohoes, New York 12049

7016 0340 0000 4931 7560
Jeremy McDonald, Board President
Cohoes City School District
7 Bevan Street
Cohoes, New York 12047

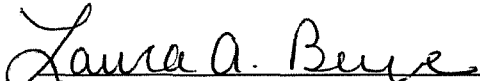
2. That the notice of hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of November, 2016.



Adam Carson

Sworn to before me this
1st day of November, 2016.



Notary Public

LAURA A. BEYER
No. 01BE6278746
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 25, 2017

7016 0340 0000 4931 7867

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Certified Mail Fee \$ <u>3.30</u>	AFFIDAVIT OF MAILING / NOV 1 2016 Notice of Public Hearing 083413.00004
Extra Services & Fees (check box, add fee as appropriate)	
<input checked="" type="checkbox"/> Return Receipt (hardcopy) \$ <u>2.70</u>	
<input type="checkbox"/> Return Receipt (electronic) \$ _____	
<input type="checkbox"/> Certified Mail Restricted Delivery \$ _____	
<input type="checkbox"/> Adult Signature Required \$ _____	
<input type="checkbox"/> Adult Signature Restricted Delivery \$ _____	
Postage \$ <u>4.65</u>	Postmark Here
Total Postage and Fees \$ <u>6.465</u>	
Sent To <u>Jennifer Spring</u>	
Street and Apt. No., or PO Box No. <u>7 Beyer Street</u>	
City, State, ZIP+4® <u>Cohoes, NY 12049</u>	

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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Extra Services & Fees (check box, add fee as appropriate)	
<input checked="" type="checkbox"/> Return Receipt (hardcopy) \$ <u>2.70</u>	
<input type="checkbox"/> Return Receipt (electronic) \$ _____	
<input type="checkbox"/> Certified Mail Restricted Delivery \$ _____	
<input type="checkbox"/> Adult Signature Required \$ _____	
<input type="checkbox"/> Adult Signature Restricted Delivery \$ _____	
Postage \$ <u>4.65</u>	Postmark Here
Total Postage and Fees \$ <u>6.460</u>	
Sent To <u>Shawn M. Morse</u>	
Street and Apt. No., or PO Box No. <u>97 McRAWK Street</u>	
City, State, ZIP+4® <u>Cohoes, New York 12047</u>	

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Extra Services & Fees (check box, add fee as appropriate)	
<input type="checkbox"/> Return Receipt (hardcopy) \$ _____	
<input type="checkbox"/> Return Receipt (electronic) \$ _____	
<input type="checkbox"/> Certified Mail Restricted Delivery \$ _____	
<input type="checkbox"/> Adult Signature Required \$ _____	
<input type="checkbox"/> Adult Signature Restricted Delivery \$ _____	
Postage \$ _____	Postmark Here
Total Postage and Fees \$ _____	
Sent To <u>Jeremy McDonald</u>	
Street and Apt. No., or PO Box No. <u>7 Beyer Street</u>	
City, State, ZIP+4® <u>Cohoes, New York 12047</u>	

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OFFICIAL USE

Certified Mail Fee \$ <u>3.30</u>	AFFIDAVIT OF MAILING / Notice of Public Hearing 083413.00004
Extra Services & Fees (check box, add fee as appropriate)	
<input checked="" type="checkbox"/> Return Receipt (hardcopy) \$ <u>2.70</u>	
<input type="checkbox"/> Return Receipt (electronic) \$ _____	
<input type="checkbox"/> Certified Mail Restricted Delivery \$ _____	
<input type="checkbox"/> Adult Signature Required \$ _____	
<input type="checkbox"/> Adult Signature Restricted Delivery \$ _____	
Postage \$ <u>4.65</u>	Postmark Here
Total Postage and Fees \$ <u>6.465</u>	
Sent To <u>Daniel P. McCoy</u>	
Street and Apt. No., or PO Box No. <u>112 State Street Rm 200</u>	
City, State, ZIP+4® <u>Albany, NY 12207</u>	

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<p>■ Complete items 1, 2, and 3.</p> <p>■ Print your name and address on the reverse so that we can return the card to you.</p> <p>■ Attach this card to the back of the mailpiece, or on the front if space permits.</p> <p>1. Article Addressed to: Daniel P. McCoy 112 State Street Albany, NY 12207</p>	<p>A. Signature <input checked="" type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee <i>Kelly Bayle</i></p>	<p>B. Received by (Printed Name) Kelly Bayle</p> <p>C. Date of Delivery 11/3</p>
<p>2. Article Number (Transfer from service label) 7016-0340-0000-4931-7881</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>3. Service Type: <input type="checkbox"/> Adult Signature <input type="checkbox"/> Adult Signature Restricted Delivery <input checked="" type="checkbox"/> Certified Mail® <input type="checkbox"/> Certified Mail Restricted Delivery <input type="checkbox"/> Collect on Delivery <input type="checkbox"/> Collect on Delivery Restricted Delivery <input type="checkbox"/> Insured Mail <input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</p>	<p><input type="checkbox"/> Priority Mail Express® <input type="checkbox"/> Registered Mail™ <input type="checkbox"/> Registered Mail Restricted Delivery <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Signature Confirmation™ <input type="checkbox"/> Signature Confirmation Restricted Delivery</p>	
<p>PS Form 3811, April 2015 PSN 7530-02-000-9053</p>		

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SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<p>■ Complete items 1, 2, and 3.</p> <p>■ Print your name and address on the reverse so that we can return the card to you.</p> <p>■ Attach this card to the back of the mailpiece, or on the front if space permits.</p> <p>1. Article Addressed to: Shawn M. Morse 17 Mohawk Street Cohoes, NY 12047</p>	<p>A. Signature <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee <i>S. Morse</i></p>	<p>B. Received by (Printed Name) S. Morse</p> <p>C. Date of Delivery 11/7/16</p>
<p>2. Article Number (Transfer from service label) 016-0340-0000-4931-7874</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>3. Service Type: <input type="checkbox"/> Adult Signature <input type="checkbox"/> Adult Signature Restricted Delivery <input checked="" type="checkbox"/> Certified Mail® <input type="checkbox"/> Certified Mail Restricted Delivery <input type="checkbox"/> Collect on Delivery <input type="checkbox"/> Collect on Delivery Restricted Delivery <input type="checkbox"/> Insured Mail <input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</p>	<p><input type="checkbox"/> Priority Mail Express® <input type="checkbox"/> Registered Mail™ <input type="checkbox"/> Registered Mail Restricted Delivery <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Signature Confirmation™ <input type="checkbox"/> Signature Confirmation Restricted Delivery</p>	
<p>PS Form 3811, April 2015 PSN 7530-02-000-9053</p>		

Domestic Return Receipt

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<p>■ Complete items 1, 2, and 3.</p> <p>■ Print your name and address on the reverse so that we can return the card to you.</p> <p>■ Attach this card to the back of the mailpiece, or on the front if space permits.</p> <p>1. Article Addressed to: Jennifer Spring 7 Bevan Street Cohoes, New York, 12049</p>	<p>A. Signature <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee <i>J. Spring</i></p>	<p>B. Received by (Printed Name) J. Spring</p> <p>C. Date of Delivery 11/7/16</p>
<p>2. Article Number (Transfer from service label) 7016-0340-0000-4931-7867</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>3. Service Type: <input type="checkbox"/> Adult Signature <input type="checkbox"/> Adult Signature Restricted Delivery <input checked="" type="checkbox"/> Certified Mail® <input type="checkbox"/> Certified Mail Restricted Delivery <input type="checkbox"/> Collect on Delivery <input type="checkbox"/> Collect on Delivery Restricted Delivery <input type="checkbox"/> Insured Mail <input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</p>	<p><input type="checkbox"/> Priority Mail Express® <input type="checkbox"/> Registered Mail™ <input type="checkbox"/> Registered Mail Restricted Delivery <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Signature Confirmation™ <input type="checkbox"/> Signature Confirmation Restricted Delivery</p>	
<p>PS Form 3811, July 2015 PSN 7530-02-000-9053</p>		

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SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<p> <input type="checkbox"/> Complete items 1, 2, and 3. <input type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits. </p>	<p> A. Signature: <input checked="" type="checkbox"/> <i>Janelan</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee B. Received by (Printed Name): _____ C. Date of Delivery: <i>12/7/16</i> </p>
<p> 1. Article Addressed to: <i>Jeremy McDonald</i> <i>7 Bryan Street</i> <i>Cohasset, New York 12047</i> </p>  <p>9590 9403 0257 5155 3107 48</p>	<p> D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No </p>
<p> 2. Article Number (Transfer from service label): <i>7016 ~ 0340 ~ 0000 ~ 4931 ~ TSGO</i> </p>	<p> 3. Service Type: <input type="checkbox"/> Priority Mail Express® <input type="checkbox"/> Adult Signature <input type="checkbox"/> Registered Mail™ <input type="checkbox"/> Adult Signature Restricted Delivery <input type="checkbox"/> Registered Mail Restricted Delivery <input checked="" type="checkbox"/> Certified Mail® <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Certified Mail Restricted Delivery <input type="checkbox"/> Signature Confirmation™ <input type="checkbox"/> Collect on Delivery <input type="checkbox"/> Signature Confirmation Restricted Delivery <input type="checkbox"/> Collect on Delivery Restricted Delivery <input type="checkbox"/> Insured Mail (over \$500) <input type="checkbox"/> Insured Mail Restricted Delivery (over \$500) </p>
<p>PS Form 3811, April 2015 PSN 7530-02-000-9053 Domestic Return Receipt</p>	

EXHIBIT A
COPY OF THE NOTICE OF HEARING

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the City of Cohoes Industrial Development Agency (the "Agency") on the 17th day of November, 2016 at 12:00 o'clock p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York in connection with the following matters:

Capital District Apartments LLC, a New York limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Albany County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, reconstruction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, reconstructed, renovated and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

The Agency will at said time and place hear all persons with views on either the location, nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to: Ralph Signoracci, IV, Chairman, City of Cohoes Industrial Development Agency, 97 Mohawk Street, Cohoes, New York 12043; Telephone: (518) 233-2153.

Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Ralph Signoracci, IV
Chairman

CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY

97 Mohawk Street
Cohoes, New York 12047
TEL: 518-233-2117
FAX: 518-233-2168

November 1, 2016

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Daniel P. McCoy, County Executive
112 State Street
Room 200
Albany New York 12207

Jennifer Spring, Superintendent of Schools
Cohoes City School District
7 Bevan Street
Cohoes, New York 12049

Shawn M. Morse, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047

Jeremy McDonald, Board President
Cohoes City School District
7 Bevan Street
Cohoes, New York 12047

RE: Notice of Public Hearing
City of Cohoes Industrial Development Agency
Proposed Capital District Housing Development Fund Corp. Project

Ladies and Gentlemen:

Pursuant to Section 859-a(3) of the New York General Municipal Law (the Act”), City of Cohoes Industrial Development Agency (the “Agency”) hereby informs you that the Agency has received an application (the “Application”) from Capital District Apartments LLC (the “Applicant”) on behalf of Capital District Housing Development Fund Corp., a State of New York business corporation to be formed (the “Company”), for financial assistance in connection with a project (the “Project”) proposed to be undertaken by the Agency for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the “Land”), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment being hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

Daniel P. McCoy, Albany County Executive
Shawn M. Morse, Mayor
Jennifer Spring, Superintendent of Schools
Jeremy McDonald, Board President
November 1, 2016
Page 2

Enclosed is a notice of a public hearing to be held by the Agency pursuant to Section 859-a(3) of the Act relating to the proposed Project (the "Notice of Hearing"). The financial assistance being contemplated by the Agency in connection with the Project is described in said Notice of Hearing.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

By: s/Ralph Signoracci, IV
Chairman

Enclosure

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the City of Cohoes Industrial Development Agency (the "Agency") on the 17th day of November, 2016 at 12:00 o'clock p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York in connection with the following matters:

Capital District Apartments LLC, a New York limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Albany County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, reconstruction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, reconstructed, renovated and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

The Agency will at said time and place hear all persons with views on either the location, nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to: Ralph Signoracci, IV, Chairman, City of Cohoes Industrial Development Agency, 97 Mohawk Street, Cohoes, New York 12043; Telephone: (518) 233-2153.

Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Ralph Signoracci, IV
Chairman

EXHIBIT F

PROOF OF PUBLICATION OF
NOTICE OF PUBLIC HEARING

ALBANY TIMES UNION
FOR THE INFORMATION OF THE PEOPLE
FOR THE CAPITAL OF THE STATE

TIMES UNION

In Print. Online. All the Time.

Albany Times Union
News Plaza
Box 15000
Albany, New York 12212

HODGSON RUSS
677 BROADWAY STE 301
ALBANY, NY 12207

Account Number: 015365000
Order Number: 0003909340
Order Identifier: NOTICE OF PUBLIC

T Dollard / B Goodwin / S Rawling / R Bernard of the city of Albany, being duly sworn, says that he/she is principal Clerk of THE TIMES UNION, a daily newspaper printed in the county of Albany, Town of Colonie, and Published in the County of Albany, Town of Colonie and the city of Albany, aforesaid and that notice of which a printed copy is annexed has been regularly published in the said ALBANY TIMES UNION on the following dates

11-03-2016

Dollard

Sworn to before me, this Friday, November 04, 2016

JOHN W. CLEMENTS
NOTARY PUBLIC, State of New York
Qualified in Saratoga County
No. 01CL6318970
Commission Expires March 2, 2019

John W. Clements

Notary Public
Albany County

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the City of Cohoes Industrial Development Agency (the "Agency") on the 17th day of November, 2016 at 12:00 o'clock p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York in connection with the following matters:

Capital District Apartments LLC, a New York limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project, and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of Albany County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project, (3) exemption from sales taxes relating to the acquisition, reconstruction, renovation and installation of the Project Facility, and (4) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, re-constructed, renovated and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency. The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQRA Act") regarding the potential environmental impact of the Project.

The Agency will at said time and place hear all persons with views on either the location, nature of the proposed Project, or the Financial Assistance being contemplated by the Agency in connection with the proposed Project. A copy of the Application filed by the Company with the Agency with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Agency. A transcript or summary report of the hearing will be made available to the members of the Agency.

Additional information can be obtained from, and written comments may be addressed to: Ralph Signoracci, IV, Chairman, City of Cohoes Industrial Development Agency, 97 Mohawk Street, Cohoes, New York 12043; Telephone: (518) 233-2153.

Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY

BY: s/Ralph Signoracci, IV
Chairman

TU 11 (909340)

EXHIBIT G

PROOFS OF POSTING OF NOTICE
OF THE PUBLIC HEARING

BULLETIN BOARD
AFFIDAVIT OF POSTING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

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

The undersigned, being duly sworn, hereby states:

1. That on November 1, 2016, I posted a copy of a notice of public hearing entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (the "Notice of Hearing") relating to the proposed Capital District Apartments LLC Project to be undertaken by the City of Cohoes Industrial Development Agency (the "Agency") for the benefit of Capital District Apartments LLC on a public bulletin board located at Lobby of City Hall in the City of Cohoes, Albany County, New York. front door

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such bulletin board.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of November, 2016.

Andrew J. Greig

Sworn to before me this
1 day of November, 2016.

Lori A. Yando
Notary Public

LORI A. YANDO
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01-YA6063542
QUALIFIED IN ALBANY COUNTY
MY COMMISSION EXPIRES 09-04-2017

EXHIBIT A
COPY OF THE NOTICE OF HEARING

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the City of Cohoes Industrial Development Agency (the "Agency") on the 17th day of November, 2016 at 12:00 o'clock p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York in connection with the following matters:

Capital District Apartments LLC, a New York limited liability company (the "Company"), has presented an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

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Additional information can be obtained from, and written comments may be addressed to: Ralph Signoracci, IV, Chairman, City of Cohoes Industrial Development Agency, 97 Mohawk Street, Cohoes, New York 12043; Telephone: (518) 233-2153.

Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Ralph Signoracci, IV
Chairman

WEBSITE
AFFIDAVIT OF POSTING
OF NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

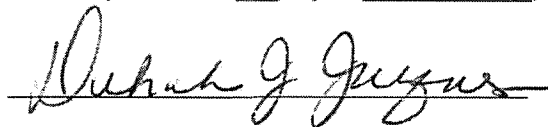
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

The undersigned, being duly sworn, hereby states:

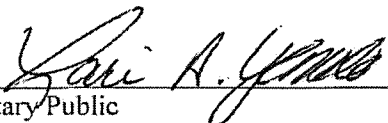
1. That on November 1, 2016, I posted a copy of a notice of public hearing entitled "Notice of Public Hearing on Proposed Project and Financial Assistance Relating Thereto" (the "Notice of Hearing") relating to the proposed Capital District Apartments LLC Project to be undertaken by City of Cohoes Industrial Development Agency (the "Agency") for the benefit of Capital District Apartments LLC (the "Company") on the Agency's website.

2. That the Notice of Hearing attached hereto as Exhibit A is a duplicate copy of the Notice of Hearing which was posted on such website.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of November, 2016.



Sworn to before me this
1 day of November, 2016.



Notary Public

LORI A. YANDO
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01-YA6063542
QUALIFIED IN ALBANY COUNTY
MY COMMISSION EXPIRES 09-04-2017

EXHIBIT A
COPY OF THE NOTICE OF HEARING

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by the City of Cohoes Industrial Development Agency (the "Agency") on the 17th day of November, 2016 at 12:00 o'clock p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York in connection with the following matters:

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Additional information can be obtained from, and written comments may be addressed to: Ralph Signoracci, IV, Chairman, City of Cohoes Industrial Development Agency, 97 Mohawk Street, Cohoes, New York 12043; Telephone: (518) 233-2153.

Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Ralph Signoracci, IV
Chairman

EXHIBIT H
REPORT OF PUBLIC HEARING

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CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY

PUBLIC HEARING

RE: Capital District Apartments LLC

Cohoes City Hall
97 Mohawk Street
Cohoes, New York 12047

Thursday, November 17, 2016
12:00 p.m. - 12:23 p.m.

PRESENT:

RALPH SIGNORACCI, IV, Chairman
MICHAEL JACOBSON, VICE CHAIRMAN/SECRETARY

AGENCY STAFF

NADENE E. ZEIGLER, AGENCY COUNSEL

ALSO PRESENT:

FRANCINE KELLMAN, PRESERVATION DEVELOPMENT
PARTNERS

ORIGINAL



info@mfreportingny.com

M-F
Reporting Inc.

MFReportingNY.com

5 Southside Drive, Suite 11
Clifton Park, New York 12065
518-478-7220 - Office
518-371-8517 - Fax

NOTICE OF PUBLIC HEARING
ON PROPOSED PROJECT
AND FINANCIAL ASSISTANCE
RELATING THERETO

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Dated: October 31, 2016.

CITY OF COHOES INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Ralph Signoracci, IV
Chairman

1 MR. SIGNORACCI: Good afternoon.
2 My name is Ralph Signoracci. I am the
3 Chairman of the City of Cohoes
4 Industrial Development Agency, or "the
5 Agency," in connection with the
6 project which is subject to this
7 Public Hearing.

8 Today we are holding this Public
9 Hearing to allow citizens to make a
10 statement for the record, relating to
11 the involvement of the Agency with the
12 project, the Proposed Project, for the
13 benefit of the Capital District
14 Apartments LLC, a New York limited
15 liability company.

16 The Proposed Project consists of
17 the following:

18 The acquisition of an interest
19 or interests in a parcel of land
20 containing approximately 1.6 acres
21 located at 100 Cayuga Plaza in the
22 City of Cohoes, Albany County, New
23 York. Tax Map Number 10.12-1-45 (the

1 Land), together with the existing
2 approximately 99,000-square-foot,
3 11-story building located thereon and
4 known as The Cayuga Plaza Apartment
5 Complex or the Facility;

6 Two, the reconstruction and
7 renovation of the Facility, including,
8 but not limited to parking resurfacing
9 and landscaping improvements; and

10 Three, the acquisition and
11 installation thereon of various
12 machinery and equipment, collectively
13 as Equipment. The Land, the Facility
14 and the Equipment being hereinafter
15 collectively referred to as the
16 Project Facility, all of the foregoing
17 to constitute a Section 8, senior and
18 handicapped housing facility to be
19 owned by the Company and leased to
20 residential tenants and any other
21 directly and indirectly related
22 activities;

23 B, the granting of certain

1 financial assistance within the
2 meaning of Section 854(14) of the Act,
3 with respect to the foregoing,
4 including potential exemptions from
5 certain sales and use taxes, real
6 property taxes, real estate transfer
7 taxes and mortgage recording taxes;
8 collectively the Financial Assistance;
9 and

10 C, the lease with an obligation
11 to purchase or sale of the Project
12 Facility to the Company or such other
13 person as may be designated by the
14 Company and agreed upon by the Agency.

15 I intend to provide general
16 information on the Agency's general
17 authority and public purpose to
18 provide assistance with this project
19 and I will open the comment period to
20 receive comments from all who wish to
21 comment on either the Proposed Project
22 or the Financial Assistance
23 contemplated by the Agency with

1 respect to the Proposed Project.

2 Legal authorization and powers
3 of the Agency empower Chapter 1030 of
4 the Laws of 1969 of New York,
5 constituting Title 1 of Article 18-A
6 of the General Municipal Law, Chapter
7 14 of the Consolidated Laws of New
8 York as amended, and Chapter 313 of
9 1972 laws of New York as amended,
10 constituting Section 896-A of said
11 General Municipal Law collectively,
12 the act authorizing the Agency to
13 promote, develop, encourage and assist
14 in the acquiring, constructing,
15 reconstructing, improving and
16 maintaining and furnishing of
17 manufacturing warehousing, research,
18 commercial and industrial facilities,
19 among others.

20 The purpose of this Public
21 Hearing, pursuant to Section 859-a,
22 Section 2 of General Municipal Law of
23 the State of New York, the Act, prior

1 to the Agency providing any financial
2 assistance, as defined in the Act, of
3 more than \$100,000 to any project, the
4 Agency, among other things, must hold
5 a public hearing pursuant to Section
6 859-a of the Act with respect to said
7 project. Since the proposed financial
8 assistance to be provided by the
9 Agency with respect to the Proposed
10 Project may exceed \$100,000, then
11 prior to providing any financial
12 assistance, as defined in the Act, of
13 more than \$100,000 to the Proposed
14 Project, the Agency must hold the
15 public hearing on the nature and
16 location of the Project Facility and
17 proposed financial assistance to be
18 provided by the Agency with respect to
19 the Proposed Project.

20 After consideration of the
21 Application received from the Company,
22 the members of the Agency adopted a
23 resolution on September 27, 2016, the

1 Public Hearing resolution, authorizing
2 the Agency to conduct this Public
3 Hearing with respect to the Proposed
4 Project, pursuant to Section 859-a,
5 section 2 of the Act.

6 By way of background, notice of
7 this Public Hearing was published on
8 November 3, 2016 in the Times Union, a
9 newspaper of general circulation
10 available to residents of the City of
11 Cohoes, Albany County, New York. In
12 addition, as required by the Act, the
13 notice of this Public Hearing was
14 mailed to the chief tax officers of
15 the City of Cohoes, the Cohoes School
16 District and Albany County on November
17 1, 2016.

18 Lastly, copies of the Public
19 Hearing Notice were posted on November
20 1, 2016 in the lobby of Cohoes City
21 Hall, located at 97 Mohawk Street in
22 the City of Cohoes, Albany County, New
23 York, and also posted on the Agency's

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website.

Copies of the notice of this Public Hearing are available on the table.

Now, unless there is any objection, I am going to suggest waiving the full reading of the notice of this Public Hearing and, instead, request that the full text of the notice of this public hearing be inserted into the record of the Public Hearing.

The comments received today at this Public Hearing will be presented to the members of the Agency at or prior to the meeting at which the members of the Agency will consider whether to approve the undertaking of the Project by the Agency and the granting by the Agency of any financial assistance in excess of \$100,000 with respect to this project.

Written comments. The notice of

1 this Public Hearing indicated that
2 written comments could be addressed to
3 Ralph Signoracci, Chairman of the City
4 of Cohoes IDA, Industrial Development
5 Agency. No written comments have been
6 received by the Agency prior to this
7 Public Hearing.

8 Remarks by the company:
9 Francine Kellman is here representing
10 the Company, who I described in the
11 project in further detail, if she
12 would like to make any comments.

13 MR. JACOBSON: Do you waive your
14 public comments at this point?

15 MS. KELLMAN: Yes, we waive the
16 public comments.

17 MR. SIGNORACCI: I will now open
18 this Public Hearing for public
19 comments at 12:10 p.m.

20 By way of operating rules, if
21 you wish to make a public comment,
22 please raise your hand and I will call
23 on you. Please be recognized. Once

1 recognized, please stand and state
2 your name and address for the record.
3 Please keep your comments to three
4 minutes so that all those present
5 today may have a chance to comment for
6 the record. If your comments mirror
7 those of someone else who has already
8 spoken, you may so indicate and then
9 relinquish the podium to another
10 speaker so that all views represented
11 at this hearing may be heard.

12 When everyone has had the
13 opportunity to speak, I will conclude
14 this Public Hearing. The record of
15 this Public Hearing will be prepared
16 and reviewed by the members of the
17 Agency in connection with the Agency's
18 consideration of the Proposed Project.

19 Again, the purpose of the Public
20 Hearing is to solicit public comment.
21 We are not here to answer questions.
22 However, we will, in the course of
23 this Public Hearing, consider

1 questions if we have the information
2 to answer the questions and there is
3 sufficient time to consider such
4 questions.

5 I will now ask if there is
6 anyone in attendance who wishes to
7 comment on either the nature and
8 location of the Project Facility or
9 the proposed financial assistance
10 being contemplated by the Agency with
11 respect to the Proposed Project.

12 For the record, please state
13 your name and indicate your comments
14 on either the proposed project or the
15 proposed financial assistance being
16 contemplated by the Agency with
17 respect to the proposed project.

18 MR. JACOBSON: Is it time for
19 public comment?

20 MR. SIGNORACCI: Yes.

21 Mr. Michael Jacobson.

22 MR. JACOBSON: My name is
23 Michael Jacobson. I am the Director

1 of Economic and Community Development
2 for the City of Cohoes. And for
3 matter of public record, I wanted to
4 exercise my extraordinary delight with
5 your organization, Francine, for
6 acquiring, or attempting to acquire
7 Cayuga Towers, restoring them to a
8 level of prominence that will ensure
9 that our wonderful seniors have a
10 safe, decent and affordable place to
11 live. We are very happy that you are
12 participating with us and you can
13 continue to count on our unwavering
14 support.

15 Thank you very much.

16 MR. SIGNORACCI: Is there anyone
17 else in the audience that would like
18 to speak?

19 With no other individuals
20 looking to speak, we will keep the --
21 it is currently 12:12. We will keep
22 the open comment for 15 minutes.

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(Pause in the proceedings from
12:12 p.m. until 12:23 p.m.)

* * *

MR. SIGNORACCI: So if there are
no other further comments, I will now
close the Public Hearing at 12:23 p.m.
Thank you all for attending.

(Whereupon the above-titled matter
was concluded at 12:23 p.m.)

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C E R T I F I C A T I O N .

I, Deborah M. McByrne, a Shorthand Reporter and Notary Public of the State of New York, do hereby certify that the above and foregoing is a true and correct transcript of the proceedings as mentioned in the heading hereof, to the best of my knowledge and belief.

A handwritten signature in cursive script, appearing to read 'D. McByrne', is written over a horizontal line.

Deborah M. McByrne

\$	affordable [1] 12/10	authorizing [2] 5/12 7/1	2/15 3/19 4/12 4/14 6/21 9/8 9/10	12/1
\$100,000 [4] 6/3 6/10 6/13 8/22	After [1] 6/20	available [2] 7/10 8/3	Complex [1] 3/5	either [3] 4/21 11/7 11/14
1	afternoon [1] 2/1	B	conclude [1] 10/13	else [2] 10/7 12/17
1.6 [1] 2/20	Again [1] 10/19	background [1] 7/6	concluded [1] 13/9	empower [1] 5/3
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1030 [1] 5/3	4/16 7/23 10/17	8/10 8/14 9/2	consider [3]	equipment [3] 3/12 3/13 3/14
11-story [1] 3/3	agreed [1] 4/14	9/23 10/11	consideration [2]	estate [1] 4/6
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12:10 [1] 9/19	all [5] 3/16	11/10 11/15	2/16	excess [1] 8/21
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13/2 13/6 13/9	already [1] 10/7	building [1] 3/3	3/17	extraordinary [1] 12/4
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2	among [2] 5/19	Cayuga [3] 2/21	contemplated [3]	facility [8] 3/5 3/7 3/13
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7/20	answer [2]	3/23 4/5	continue [1]	financial [10] 4/1 4/8 4/22
27 [1] 6/23	10/21 11/2	certify [1] 14/5	8/2	6/1 6/7 6/11
3	any [7] 3/20	Chairman [4]	14/6	6/17 8/21 11/9
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4	8/5 8/20 9/12	9/3	COUNSEL [1]	following [1] 2/17
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8	12/16	1/11	count [1] 12/13	foregoing [3] 3/16 4/3 14/5
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9	approximately [2] 2/20 3/2	circulation [1] 7/9	currently [1] 12/21	G
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EXHIBIT I
SEQR RESOLUTION

**SEQR RESOLUTION
CAPITAL DISTRICT APARTMENTS LLC PROJECT**

A special meeting of City of Cohoes Industrial Development Agency (the "Agency") was convened in public session in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York on November 28, 2016 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Ralph Signoracci, IV	Chairman
Michael Jacobson	Vice Chairman/Secretary
Marie Stark	Treasurer
Rod Dion	Member
Dr. Jennifer Spring	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Hon. Shawn M. Morse	CEO
Michael Durocher	CFO
Debbie Jacques	Executive Assistant
Catherine Hedgeman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Agency Special Counsel

The following resolution was offered by Michael Jacobson, seconded by Rod Dion, to wit:

Resolution No. 1116-

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF CAPITAL DISTRICT APARTMENTS LLC IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a 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, 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Capital District Apartments LLC, a State of New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the “Land”), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment being hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on September 27, 2016 (the “Public Hearing Resolution”), the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on November 1, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on November 1, 2016 on a bulletin board located in the lobby of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on November 3, 2016 in the Times Union, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (D) conducted the Public Hearing on November 17, 2016, at 12:00 p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (E) prepared a report of the Public Hearing (the “Report”) which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental

assessment form (the "EAF") with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make an determination as to the potential environmental significance of the Project; and

WHEREAS, the Project appears to constitute a "Type II action" (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application and the EAF submitted to the Agency by the Company with respect thereto (collectively, the "Reviewed Documents") and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

(A) The project (the "Project") consists of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any other directly and indirectly related activities; (B) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

(B) The Project consists of the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site and the purchase of equipment.

Section 2. Based upon the foregoing, the Agency makes the following findings and determinations with respect to the Project:

(A) Pursuant to Sections 617.5(c)(2) and 617.5(c)(25) of the Regulations, the Project 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.

Section 3. The Chairman of the Agency is hereby directed to file a copy of this Resolution with respect to the Project in the office of the Agency.

Section 4. 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:

Ralph Signoracci, IV	VOTING	<u>YES</u>
Michael Jacobson	VOTING	<u>YES</u>
Marie Stark	VOTING	<u>YES</u>
Rod Dion	VOTING	<u>YES</u>
Jennifer Spring	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

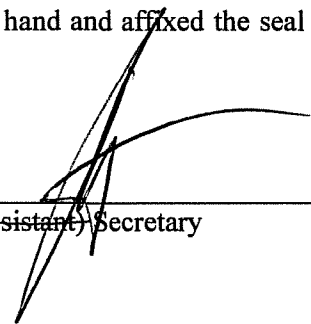
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (~~Assistant~~) Secretary of City of Cohoes 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 November 28, 2016 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 28th day of November, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT J

COMMERCIAL/RETAIL FINDINGS RESOLUTION

**COMMERCIAL/RETAIL FINDINGS RESOLUTION
CAPITAL DISTRICT APARTMENTS LLC PROJECT**

A special meeting of City of Cohoes Industrial Development Agency (the "Agency") was convened in public session in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York on November 28, 2016 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Ralph Signoracci, IV	Chairman
Michael Jacobson	Vice Chairman/Secretary
Marie Stark	Treasurer
Rod Dion	Member
Dr. Jennifer Spring	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Hon. Shawn M. Morse	CEO
Michael Durocher	CFO
Debbie Jacques	Executive Assistant
Catherine Hedgeman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Agency Special Counsel

The following resolution was offered by Michael Jacobson, seconded by Ralph Signoracci, IV, to wit:

Resolution No. 1116-

RESOLUTION (A) DETERMINING THAT THE PROPOSED CAPITAL DISTRICT APARTMENTS LLC (THE "COMPANY") PROJECT IS A COMMERCIAL PROJECT, AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Capital District Apartments LLC, a State of New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the “Land”), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment being hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on September 27, 2016 (the “Public Hearing Resolution”), the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on November 1, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on November 1, 2016 on a bulletin board located in the lobby of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on November 3, 2016 in the Times Union, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (D) conducted the Public Hearing on November 17, 2016, at 12:00 p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (E) prepared a report of the Public Hearing (the “Report”) which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on November 28, 2016 (the “SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, in Opinion of the State Comptroller Number 85-51, the State Comptroller indicated that the determination whether a project that consists of the construction of an apartment house is a commercial

activity within the meaning of the Act is to be made by local officials based upon all of the facts relevant to the proposed project, and that any such determination should take into account the stated purpose of the Act, that is, the promotion of employment opportunities and the prevention of economic deterioration; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the "Project Qualification Documents"): (A) the Application, including the attached Cost Benefit Analysis; and (B) the City of Cohoes Community Development master plan for downtown development of the City of Cohoes (the "Master Plan"); and

WHEREAS, the Agency has given due consideration to the Project Qualification Documents, and to representations by the Company that although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located within census tract 129, which is considered to be a distressed census tract and therefore is in a "highly distressed area", as that term is defined in Section 854(18) of the Act; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the Mayor of the City of Cohoes of the proposed action by the Agency with respect to the Project; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project;

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

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

A. The Project is located in an area having a mixture of residential, not-for-profit, commercial, retail, and service uses.

B. The Master Plan makes the following comments/findings regarding housing in the City of Cohoes:

- Encourage development and improvement in the downtown
- Provide all income resident housing options
- Improving the housing stock in the City will increase job opportunities for all residents
- Encourage the revival of the downtown City of Cohoes

C. That undertaking the Project is consistent with the Master Plan and will assist and maintain current and future residential and commercial development and expansion in the neighborhood area.

D. The Company has informed representatives of the Agency that the Project is expected to create approximately three (3) full time permanent, private sector jobs.

E. The Company has informed representatives of the Agency that the Company is not aware of any adverse employment impact caused by the undertaking of the Project.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

A. That although the Project does constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located in a "highly distressed area" (as defined in the Act).

B. That (1) the Project Facility will provide necessary infrastructure for area employers and businesses, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in the City of Cohoes and in the State of New York, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in the City of Cohoes and in the State of New York.

C. That the acquisition, reconstruction, renovation and installation of the Project Facility is essential to the retention of existing employment and the creation of new employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in the City of Cohoes.

D. That the Project constitutes a "commercial" project, within the meaning of the Act.

E. That the undertaking of the Project will serve the public purposes of the Act by preserving and creating permanent private sector jobs in the State of New York.

Section 3. Having reviewed the Report, and having considered fully all comments contained therein, and based upon the findings contained in Section 1 above, the Agency hereby determines to proceed with the Project and the granting of the financial assistance described in the notice of the Public Hearing; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, New York, as chief executive officer of the City of Cohoes, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 4. 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:

Ralph Signoracci, IV	VOTING	<u>YES</u>
Michael Jacobson	VOTING	<u>YES</u>
Marie Stark	VOTING	<u>YES</u>
Rod Dion	VOTING	<u>YES</u>
Dr. Jennifer Spring	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

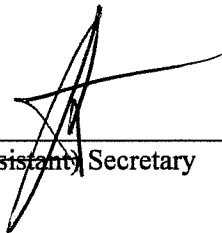
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (~~Assistant~~) Secretary of City of Cohoes 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 November 28, 2016 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 28th day of November, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT K
PILOT DEVIATION APPROVAL RESOLUTION

**PILOT DEVIATION APPROVAL RESOLUTION
CAPITAL DISTRICT APARTMENTS LLC PROJECT**

A special meeting of City of Cohoes Industrial Development Agency (the "Agency") was convened in public session in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York on November 28, 2016 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Ralph Signoracci, IV	Chairman
Michael Jacobson	Vice Chairman/Secretary
Marie Stark	Treasurer
Rod Dion	Member
Dr. Jennifer Spring	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Hon. Shawn M. Morse	CEO
Michael Durocher	CFO
Debbie Jacques	Executive Assistant
Catherine Hedgeman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Agency Special Counsel

The following resolution was offered by Michael Jacobson, seconded by Marie Stark, to wit:

Resolution No. 1116-

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED PROJECT FOR CAPITAL DISTRICT APARTMENTS LLC (THE "COMPANY").

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Capital District Apartments LLC, a State of New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the “Land”), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment being hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on September 27, 2016 (the “Public Hearing Resolution”), the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on November 1, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on November 1, 2016 on a bulletin board located in the lobby of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on November 3, 2016 in the Times Union, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (D) conducted the Public Hearing on November 17, 2016, at 12:00 p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (E) prepared a report of the Public Hearing (the “Report”) which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on November 28, 2016 (the “SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility, which proposed deviation is outlined in the letter dated November 18, 2016 (the "Pilot Deviation Letter"), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the City and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, on November 18, 2016, the Chairman of the Agency sent a copy of the Pilot Deviation Letter to the Affected Tax Jurisdictions to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy in connection with the Project; and

WHEREAS, through the Pilot Deviation Letter, the Chairman of the Agency notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(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 an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) any comments received at the Public Hearing, (C) input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project, (E) the recommendations of Agency staff, and (F) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's uniform tax exemption policy, the terms of the approved deviation to be as described in the Pilot Deviation Letter.

Section 3. Upon preparation by special counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of

Tax Agreement”) and approval of same by the Chairman (or Vice Chairman) of the Agency, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, 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 such form as is approved by the Chairman (or Vice Chairman), 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 Payment in Lieu of Tax Agreement, 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 Payment in Lieu of Tax Agreement 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:

Ralph Signoracci, IV	VOTING	<u>YES</u>
Michael Jacobson	VOTING	<u>YES</u>
Marie Stark	VOTING	<u>YES</u>
Rod Dion	VOTING	<u>YES</u>
Dr. Jennifer Spring	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

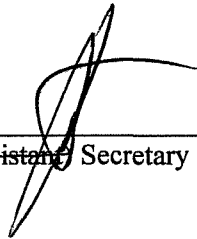
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned (~~Assistant~~) Secretary of City of Cohoes 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 November 28, 2016 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 28th day of November, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT A
PILOT DEVIATION LETTER

- SEE ATTACHED -

CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY
97 Mohawk Street
Cohoes, New York 12047

November 18, 2016

Daniel P. McCoy, County Executive
112 State Street
Room 200
Albany New York 12207

Jennifer Spring, Ed.D., Superintendent of Schools
Cohoes City School District
7 Bevan Street
Cohoes, New York 12049

Shawn M. Morse, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047-2897

Jeremy McDonald, Board President
Cohoes City School District
7 Bevan Street
Cohoes, New York 12047

RE: Proposed Deviation from Uniform Tax Exemption Policy by
City of Cohoes Industrial Development Agency
in connection with its Proposed
Capital District Apartments LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

City of Cohoes Industrial Development Agency (the "Agency") received an application (the "Application") from Capital District Apartments LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has made a request to the Agency to enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the

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Daniel P. McCoy, County Executive
Jennifer Spring, Ed.D., Superintendent of Schools
Shawn M. Morse, Mayor
Jeremy McDonald, Board President
November 18, 2016
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Agency's Uniform Tax Exemption Policy (the "Policy"). Capitalized terms not otherwise defined herein are defined in the Policy.

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 approximately 35 years, with the Company obligated to make payments as follows: for a period ending on the earlier to occur of (a) December 31, 2051 [approximately 35 years], or (b) the date on which the City of Cohoes (the "City") shall determine that the Project Facility no longer is being used as a housing facility for persons of low income, the Company will pay to the Comptroller of the City, for distribution among the Cohoes City School District, the County of Albany and the City, annual payments in lieu of taxes in an amount equal to seven and one-half percent (7.5%) of the aggregate collected annual tenant paid rents generated by the Project Facility, which shall include rent supplements and subsidies received from the federal government, the State, or a municipality on behalf of such tenants, less the aggregate annual owner paid utilities, such payments to be payable on February 1 of each year (or such other annual date), in an amount calculated pursuant to the previous sentence for the prior calendar year, commencing on February 1, 2017 for the period during the calendar year 2016 the Company owned the Project Facility.

The amount of payments of lieu of taxes will be allocated among the County, the City and the School District pro rata based on their respective tax rates.

The Policy generally provides that, for a facility similar to the Project Facility, payments in lieu of taxes will normally be determined as follows: the Company would have the benefit of a 50% abatement in real property taxes on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively with the Facility, the "Improvements") in year one of the payment in lieu of tax agreement with a five percent per year increase over the term of the ten year payment in lieu of tax agreement.

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for November 28, 2016 at 12:00 p.m., local time at the offices of the Agency located at 97 Mohawk Street in the City of Cohoes, Albany County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires written notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Agency's Uniform Tax Exemption Policy).

The Agency considered the following factors in considering the proposed deviation:

1. The nature of the Project: Section 8, senior and handicapped housing facility.
2. The present use of the property: Housing facility.
3. The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area: The economic condition of the Project site is below average to low, and the effect that the Project will have on the

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Daniel P. McCoy, County Executive
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Jeremy McDonald, Board President
November 18, 2016
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area is significant, and it is consistent with the economic development efforts of the City and the Agency.

4. **The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained:** The Company expects to create 3 full time equivalent employees by year 2019.

5. **The estimated value of new tax exemptions to be provided:** Sales Tax Exemption: \$130,142.49. With respect to the payments in lieu of taxes, the amount to be paid by the Company is greater than the existing payments being made with respect to the Project.

6. **The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:** Very positive as the amount of payments in lieu of taxes will increase.

7. **The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity:** Very positive as the building will be significantly improved and the building location is very prominent in the City's downtown.

8. **The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement:** over \$20,000,000.

9. **The effect of the Proposed Pilot Agreement on the environment:** None.

10. **Project Timing:** It is anticipated that this Project will be completed in a timely manner.

11. **The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:** None.

12. **Anticipated tax Revenues:** As noted above, the amount of payments in lieu of taxes will increase in connection with the undertaking of the Project.

13. **The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:** The Project is consistent with the City's overall downtown development efforts.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Uniform Tax Exemption Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Uniform Tax Exemption Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

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Daniel P. McCoy, County Executive
Jennifer Spring, Ed.D., Superintendent of Schools
Shawn M. Morse, Mayor
Jeremy McDonald, Board President
November 18, 2016
Page 4

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

Sincerely yours,

CITY OF COHOES INDUSTRIAL
DEVELOPMENT AGENCY

By: s/Ralph Signoracci, IV
Chairman

083413.00004 Business 15534185v2

AFFIDAVIT OF MAILING
OF PILOT DEVIATION LETTER

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

The undersigned, being duly sworn, hereby states:

1. That on November 18, 2016, I mailed to the following individuals a copy of a letter (the "Pilot Deviation Notice Letter") informing said individuals of (A) a proposed deviation (the "Deviation") by City of Cohoes Industrial Development Agency (the "Agency") from the Agency's Uniform Tax Exemption Policy relating to the Capital District Apartments LLC Project to be undertaken by the Agency for the benefit of Capital District Apartments LLC (the "Company") and (B) the time and place of the meeting of the members of the Agency at which the question of whether to proceed with said Deviation is scheduled to be considered by the Agency:

Daniel P. McCoy, County Executive
112 State Street
Room 200
Albany New York 12207

Jennifer Spring, Ed.D., Superintendent of Schools
Cohoes City School District
7 Bevan Street
Cohoes, New York 12049

Shawn M. Morse, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047-2897

Jeremy McDonald, Board President
Cohoes City School District
7 Bevan Street
Cohoes, New York 12047

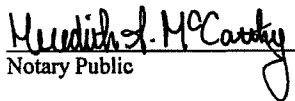
2. That the letter attached hereto as Exhibit A is a duplicate copy of the Pilot Deviation Notice Letter which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of November, 2016.



Julie Czerpak

Sworn to before me this
21st day of November, 2016.



Notary Public

Meredith A. McCarthy
Notary Public, State of New York
No. 01MC6345002
Qualified in Albany County
Commission Expires July 18, 2020

EXHIBIT L
APPROVING RESOLUTION

**APPROVING RESOLUTION
CAPITAL DISTRICT APARTMENTS LLC PROJECT**

A special meeting of City of Cohoes Industrial Development Agency (the "Agency") was convened in public session in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York on November 28, 2016 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Ralph Signoracci, IV	Chairman
Michael Jacobson	Vice Chairman/Secretary
Marie Stark	Treasurer
Rod Dion	Member
Dr. Jennifer Spring	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Hon. Shawn M. Morse	CEO
Michael Durocher	CFO
Debbie Jacques	Executive Assistant
Catherine Hedgeman, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Agency Special Counsel

The following resolution was offered by Michael Jacobson, seconded by Rod Dion, to wit:

Resolution No. 1116-

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR CAPITAL
DISTRICT APARTMENTS LLC (THE "COMPANY").**

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Capital District Apartments LLC, a State of New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the “Land”), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the “Facility”); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the “Equipment”) (the Land, the Facility and the Equipment being hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on September 27, 2016 (the “Public Hearing Resolution”), the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on November 1, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on November 1, 2016 on a bulletin board located in the lobby of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, as well as on the Agency’s website, (C) caused notice of the Public Hearing to be published on November 3, 2016 in the Times Union, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (D) conducted the Public Hearing on November 17, 2016, at 12:00 p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (E) prepared a report of the Public Hearing (the “Report”) which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency on November 28, 2016 (the “SEQR Resolution”), the Agency determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, the Uniform Tax Exemption Policy (the “Policy”) provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In

connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. The Chairman of the Agency caused a letter dated November 18, 2016 (the "Pilot Deviation Notice Letter") to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the "Payment in Lieu of Tax Agreement") and the reasons for said proposed deviation; and

WHEREAS, by resolution adopted by the members of the Agency on November 28, 2016 (the "Pilot Deviation Approval Resolution"), the members of the Agency approved the Pilot Request (as defined in said resolution) and determined to enter into the Payment in Lieu of Tax Agreement; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in City of Cohoes, New York; (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility; and (C) although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Project is located within census tract 129 which is considered to be distressed census tract, and therefore is in a "highly distressed area", as that term is defined in Section 854(18) of the Act; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of City of Cohoes, New York by undertaking the Project in City of Cohoes, New York; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the Mayor of the City of Cohoes of the proposed action by the Agency with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on November 28, 2016 (the "Commercial/Retail Finding Resolution"), the Agency (A) determined that the Project constituted a "commercial project" within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project is located within census tract 129, which is considered to be a distressed census tract and therefore is in a "highly distressed area", as that term is defined in Section 854(18) of the Act, (C) determined, following a review of the Public Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, as chief executive officer of the City of Cohoes, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (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 will grant 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 lease agreement (and a memorandum thereof) (the "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; (D) a payment in lieu of tax agreement (the "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; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "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; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance 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") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) 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 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 (J) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Chairman of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Agency Special Counsel to the Agency with respect to all matters in connection with the Project. Agency Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(A) 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;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of City of Cohoes, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, reconstruction, renovation and installation of the Project Facility (collectively, the “Project Costs”) will be approximately \$19,421,118.88;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) Although the Project constitutes a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the Company has represented to the Agency that (i) the Project is located within census tract 129, which is considered to be a distressed census tract and therefore is in a “highly distressed area”, as that term is defined in Section 854(18) of the Act, and (ii) completion of the Project will serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York.

(G) The granting of the 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 City of Cohoes, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

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

(I) The Project should receive the Financial Assistance in the form of exemption from sales tax, mortgage recording tax and real property tax abatement based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

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

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, reconstruct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Uniform Agency Project Agreement; (G) secure the Loan by entering into the Mortgage; and (H) grant the Financial Assistance with respect to the Project; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, New York, as chief executive officer of the City of Cohoes, New

York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, New York, as chief executive officer of the City of Cohoes, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 6. The Agency is hereby authorized to acquire, reconstruct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, reconstruction and installation are hereby ratified, confirmed and approved; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, New York, as chief executive officer of the City of Cohoes, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) 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).

Section 9. 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 Agency 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 Agency Documents binding upon the Agency.

Section 10. 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:

Ralph Signoracci, IV	VOTING	<u>YES</u>
Michael Jacobson	VOTING	<u>YES</u>
Marie Stark	VOTING	<u>YES</u>
Rod Dion	VOTING	<u>YES</u>
Dr. Jennifer Spring	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (~~Assistant~~) Secretary of City of Cohoes 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 November 28, 2016 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 28th day of November, 2016.



(~~Assistant~~) Secretary

(SEAL)

EXHIBIT A

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 the City of Cohoes, Albany County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	A nominal number of retained jobs.
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Approximately 3 full time equivalent new jobs at the Project Facility within 2 years of the date hereof.
3.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Nearly \$20 million at the Project Facility within 2 years of the date hereof.
4.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood that Project will be completed in a timely fashion.
5.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is reconstruction and renovation of the Facility, so represents revenue to the local taxing jurisdictions. The amount of payments in lieu of taxes being paid by the project applicant will increase due to the Project.
6.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Additional development in the community, particularly the downtown.
7.	Creation of construction employment for local labor	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Creation of some local labor jobs.
8.	Regional wealth creation (% of sales/customers outside of the City)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
9.	Locate in a highly distressed census tract	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Project is located in a highly distressed census tract.
10.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Project is consistent with City planning a development efforts.
11.	Promotes walkable community areas	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Promotes walkable community areas.
12.	Elimination or reduction in blight	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Improves a site in the City.
13.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
14.	Local or City official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Significant local support of City

				officials.
15.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
16.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A

EXHIBIT M
MAYOR APPROVAL

CERTIFICATE OF THE MAYOR

APPROVING THE PROPOSED ACTION BY CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY IN CONNECTION WITH A CERTAIN COMMERCIAL PROJECT FOR THE CAPITAL DISTRICT APARTMENTS LLC PROJECT.

WHEREAS, City of Cohoes 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 313 of the 1972 Laws of New York, as amended, constituting Section 896-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing 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, Capital District Apartments LLC, a State of New York limited liability company (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest or interests in a parcel of land containing approximately 1.60 acres located at 100 Cayuga Plaza in the City of Cohoes, Albany County, New York (Tax Map # 10.12-1-45) (the "Land"), together with an existing approximately 99,000 square foot, 11-story building located thereon and known as The Cayuga Plaza Apartment complex (the "Facility"); (2) the reconstruction and renovation of the Facility, including, but not limited to, parking resurfacing and landscaping improvements, and (3) the acquisition and installation thereon and therein of various machinery and equipment (collectively, the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute a Section 8, senior and handicapped housing facility to be owned by the Company and leased to residential tenants and any 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, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on September 27, 2016 (the "Public Hearing Resolution"), the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing") to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on November 1, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on November 1, 2016 on a bulletin board located in the lobby of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes,

Albany County, New York, as well as on the Agency's website, (C) caused notice of the Public Hearing to be published on November 3, 2016 in the Times Union, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (D) conducted the Public Hearing on November 17, 2016, at 12:00 p.m., local time in the Common Council Chambers of Cohoes City Hall located at 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (E) prepared a report of the Public Hearing (the "Hearing Report") which fairly summarized the views presented at said public hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on November 28, 2016 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, pursuant to Section 862(2)(c) of the Act, the Agency may not provide financial assistance to the Project unless the Agency shall, after satisfaction of the public hearing requirements of Section 859 of the Act, make a finding that undertaking the Project will serve the public purposes of the Act by preserving permanent, private sector jobs in the State or increasing the overall number of permanent, private sector jobs in the State; and

WHEREAS, further resolution adopted by the members of the Agency on November 28, 2016 (the "Commercial/Retail Finding Resolution"), the Agency (A) determined that the Project constituted a "commercial project" within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project is located within census tract 129, which is considered to be a distressed census tract and therefore is in a "highly distressed area", as that term is defined in Section 854(18) of the Act, (C) determined, following a review of the Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the Mayor of the City of Cohoes, as chief executive officer of the City of Cohoes, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, pursuant to Section 862(2) of the Act, prior to providing any Financial Assistance to the Project, the Mayor of the City of Cohoes, as the chief executive officer of the City of Cohoes, must confirm the proposed action of the Agency; and

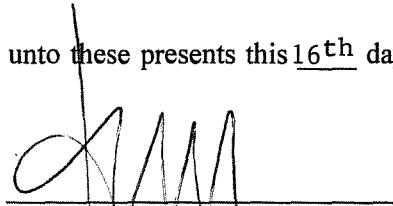
WHEREAS, Section 870 of the General Municipal Law of the State of New York specifically provides that any obligation of the Agency shall not be a debt of the City of Cohoes, New York, nor shall the City of Cohoes, New York be liable thereon;

NOW, THEREFORE, the Mayor hereby determines as follows:

Section 1. I have reviewed the notice of the Public Hearing and the Hearing Report with respect to the Project.

Section 2. Pursuant to Section 862(2)(c) of the Act, I hereby approve and confirm the proposed action by the Agency in connection with the Project.

IN WITNESS WHEREOF, I have set my hand unto these presents this 16th day of December, 2016.



Shawn M. Morse, Mayor
City of Cohoes, New York