

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 November 1, 2016 (the "Lease Agreement") by and between Prime Sherwood 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, (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 in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.31) (the "Land"), (2) the construction on the Land of two (2) buildings, with garages, containing in the aggregate approximately 234,412 square feet of space (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"), all of the foregoing to constitute an approximately 165 unit multi-family apartment complex; (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, Jennifer Spring, Member and Rod Dion, 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 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 10, 2014 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the City of Cohoes Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2014 (the "Negative Declaration"), in which the Planning Board determined that the Project will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA). Attached hereto as Exhibit D is a certified copy of the SEQR Resolution.

15. Pursuant to a resolution adopted by the members of the Agency on November 24, 2014 (the "Public Hearing Resolution"), the Agency authorized the Executive Director to conduct a public hearing with respect to the Project. Attached hereto as Exhibit E is a certified copy of the Public Hearing Resolution.

16. Attached hereto as Exhibit F 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).

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

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

19. Attached hereto as Exhibit I is a true, correct and complete copy of the resolution of the members of the Agency adopted by the members of the Agency on September 27, 2016 (the "Commercial/Retail Finding Resolution"), the Agency (A) 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 127, which is contiguous to census tracts 128 and 129, which are considered to be a distressed census tracts 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.

20. By resolution adopted by the members of the Agency on September 27, 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 J is a certified copy of the Pilot Deviation Approval Resolution.

21. Attached hereto as Exhibit K is a true, correct and complete copy of the resolution of the members of the Agency adopted on September 27, 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.


22. By certificate dated October 18, 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 L is a certified copy of the Mayor Approval.

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

24. 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.

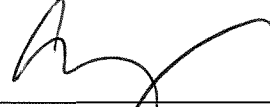
IN WITNESS WHEREOF, I have hereunto set my signature as (Vice) Chairman the Agency this 22nd day of November, 2016.

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.

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 } ss:
Department of State }

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

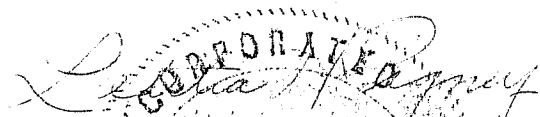
Anthony Giardina
Executive Deputy Secretary of State

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:

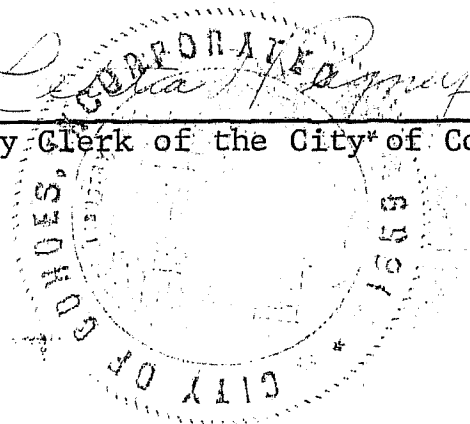
1. The special legislative act establishing the City of Cohoes Industrial Development Agency was passed on May 15, 1972.
2. The official name of the agency is "City of Cohoes Industrial Development Agency".
3. The names of the members of the agency, the Chairman, and terms of office are as follows:

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.



City Clerk of the City of Cohoes

Dated: September 27, 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

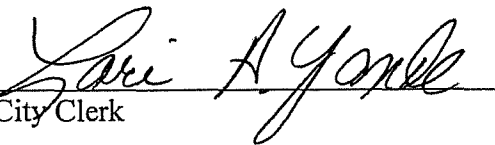
has been appointed as a

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:


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

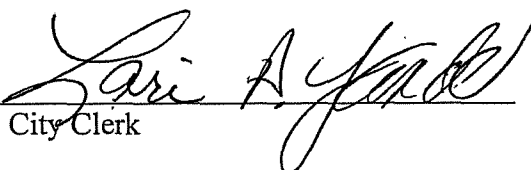
has been appointed as a

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

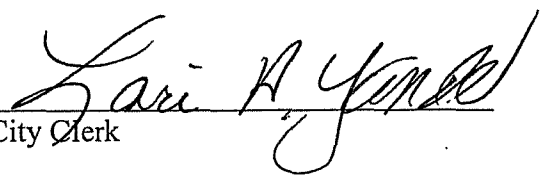
has been appointed as a

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:


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 policies 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
SEQR RESOLUTION

Resolution #21a for 2014 Cohoes Planning Board
Negative Declaration for SEQR Review of the Multi-family at SBL# 11.17-1-19.3
Member Gariepy presented the following Resolution, which was
seconded by **Member Carboni**

WHEREAS, the Planning Board of the City of Cohoes has received an application, Part I Environmental Assessment Form and related materials, from the applicant to conduct a SEQR review regarding a site plan for a multi-family at SBL# 11.17-1-19.3, City of Cohoes, New York (hereinafter the "premises");

WHEREAS, the property is located in an R-2 residential zoning district;

WHEREAS, the City of Cohoes Planning Board notified all interested and involved agencies of its intent to act as lead agency, including Cohoes Zoning Board of Appeals, and declared itself lead agency by Resolution 21-2014;

WHEREAS, based on the EAF Part I submitted by the applicant and due to the nature of the proposal the Board determines the activity meets the requirements for a Type I Action;

WHEREAS, after further investigation into the proposed multi-family construction finds that the proposal will not negatively impact the environment, specifically with regard to disruption of wildlife, additional Stormwater runoff, disruption of wetlands, increased traffic and visual obstruction as each of these can be mitigated through design;

WHEREAS, said Planning Board did meet at its offices at Cohoes City Hall, New York, on the 11th day of August, 2014, at 6:30 o'clock P.M., and did then and there hear all persons interested in the subject matter concerning the same;

WHEREAS, the Board has carefully considered the nature and scope of the proposed Project, as set forth in the Full Environmental Assessment Form and all other material prepared with respect to such action, and makes the following findings:

1. The proposed use of the property as a multi-family with 161 residential units in five buildings will not result in a substantial adverse change in existing air quality. While the construction phase of the project will result in an increase in existing noise levels, such impacts will be temporary in nature and may be mitigated through incorporation of standard restrictions limiting the times at which construction may occur.
2. The proposed use of the property will not result in a significant adverse impact to existing traffic in the area since the impacted streets are designed for higher traffic volumes and due to impending installation of a traffic signal at the intersection of Delaware Avenue and Ontario Street BEFORE construction of the proposed development.
3. The proposed use of the property should not result in a significant adverse change in the quality or quantity of ground or surface water; potential issues with stormwater may be addressed as more information is available for any future use and a site specific review may be done if necessary in conjunction with site plan review. This same finding is made with respect to water and sewer infrastructure and solid waste production.
4. The proposed use of the property will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources. A study was conducted by Hartgen Archeological and said firm did not find any evidence of archeological significance. Furthermore, the property is not located in an historic district or listed on the National Register of Historic properties.

**Full Environmental Assessment Form
Part 1 - Project and Setting**

Instructions for Completing Part 1

Part 1 is to be completed by the applicant or project sponsor. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification.

Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information; indicate whether missing information does not exist, or is not reasonably available to the sponsor; and, when possible, generally describe work or studies which would be necessary to update or fully develop that information.

Applicants/sponsors must complete all items in Sections A & B. In Sections C, D & E, most items contain an initial question that must be answered either "Yes" or "No". If the answer to the initial question is "Yes", complete the sub-questions that follow. If the answer to the initial question is "No", proceed to the next question. Section F allows the project sponsor to identify and attach any additional information. Section G requires the name and signature of the project sponsor to verify that the information contained in Part 1 is accurate and complete.

A. Project and Sponsor Information.

Name of Action or Project: Sherwood Forest		
Project Location (describe, and attach a general location map): Delaware Avenue and Van Schaick Avenue		
Brief Description of Proposed Action (include purpose or need): Development of a multi-family residential community on approximately 4.5 acre of currently undeveloped property.		
Name of Applicant/Sponsor: Prime Kain LLC		Telephone: 518-785-9000 x115
		E-Mail: ddevito@cbcprime.net
Address: 621 Columbia Street		
City/PO: Cohoes	State: NY	Zip Code: 12047
Project Contact (if not same as sponsor; give name and title/role): Dean DeVito (member)		Telephone: 518-785-9000 x115
		E-Mail: ddevito@cbcprime.net
Address: 621 Columbia Street		
City/PO: Cohoes	State: NY	Zip Code: 12047
Property Owner (if not same as sponsor):		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:

B. Government Approvals

B. Government Approvals Funding, or Sponsorship. ("Funding" includes grants, loans, tax relief, and any other forms of financial assistance.)		
Government Entity	If Yes: Identify Agency and Approval(s) Required	Application Date (Actual or projected)
a. City Council, Town Board, <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No or Village Board of Trustees	Site plan approval required	
b. City, Town or Village Planning Board or Commission <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Site plan approval required Special use permit	
c. City Council, Town or Village Zoning Board of Appeals <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Area variance approval required	
d. Other local agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	IDA	12/17/14
e. County agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Albany County Health Department	
f. Regional agencies <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
g. State agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	NYSDEC SPDES general permit required	
h. Federal agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	ACOE wetland disturbance permit required	
i. Coastal Resources.		
i. Is the project site within a Coastal Area, or the waterfront area of a Designated Inland Waterway?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If Yes,		
ii. Is the project site located in a community with an approved Local Waterfront Revitalization Program?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
iii. Is the project site within a Coastal Erosion Hazard Area?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

C. Planning and Zoning

C.1. Planning and zoning actions.	
Will administrative or legislative adoption, or amendment of a plan, local law, ordinance, rule or regulation be the only approval(s) which must be granted to enable the proposed action to proceed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<ul style="list-style-type: none"> • If Yes, complete sections C, F and G. • If No, proceed to question C.2 and complete all remaining sections and questions in Part I 	
C.2. Adopted land use plans.	
a. Do any municipally- adopted (city, town, village or county) comprehensive land use plan(s) include the site where the proposed action would be located? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If Yes, does the comprehensive plan include specific recommendations for the site where the proposed action would be located? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b. Is the site of the proposed action within any local or regional special planning district (for example: Greenway Brownfield Opportunity Area (BOA); designated State or Federal heritage area; watershed management plan; or other?) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If Yes, identify the plan(s):	

c. Is the proposed action located wholly or partially within an area listed in an adopted municipal open space plan, or an adopted municipal farmland protection plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If Yes, identify the plan(s):	

C.3. Zoning

a. Is the site of the proposed action located in a municipality with an adopted zoning law or ordinance. Yes No
 If Yes, what is the zoning classification(s) including any applicable overlay district?
The zoning is MU-2 (waterfront mixed use)

b. Is the use permitted or allowed by a special or conditional use permit? Yes No

c. Is a zoning change requested as part of the proposed action? Yes No
 If Yes,
 i. What is the proposed new zoning for the site? _____

C.4. Existing community services.

a. In what school district is the project site located? Van Schaick School / City of Cohoes Schools

b. What police or other public protection forces serve the project site?
City of Cohoes

c. Which fire protection and emergency medical services serve the project site?
City of Cohoes

d. What parks serve the project site?
Van Schaick Park

D. Project Details

D.1. Proposed and Potential Development

a. What is the general nature of the proposed action (e.g., residential, industrial, commercial, recreational; if mixed, include all components)? Residential in nature, but the units are proposed to be apartments, therefore is commercial designation.

b. a. Total acreage of the site of the proposed action? _____ 4.5 acres
 b. Total acreage to be physically disturbed? _____ 4.5 acres
 c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ 4.5 acres

c. Is the proposed action an expansion of an existing project or use? Yes No
 i. If Yes, what is the approximate percentage of the proposed expansion and identify the units (e.g., acres, miles, housing units, square feet)? % _____ Units: _____

d. Is the proposed action a subdivision, or does it include a subdivision? Yes No
 If Yes,
 i. Purpose or type of subdivision? (e.g., residential, industrial, commercial; if mixed, specify types)
Commercial
 ii. Is a cluster/conservation layout proposed? Yes No
 iii. Number of lots proposed? 1
 iv. Minimum and maximum proposed lot sizes? Minimum 4.5 Maximum 4.5

e. Will proposed action be constructed in multiple phases? Yes No
 i. If No, anticipated period of construction: _____ months
 ii. If Yes:
 • Total number of phases anticipated _____
 • Anticipated commencement date of phase 1 (including demolition) _____ month _____ year
 • Anticipated completion date of final phase _____ month _____ year
 • Generally describe connections or relationships among phases, including any contingencies where progress of one phase may determine timing or duration of future phases: _____

f. Does the project include new residential uses? Yes No
If Yes, show numbers of units proposed.

	<u>One Family</u>	<u>Two Family</u>	<u>Three Family</u>	<u>Multiple Family (four or more)</u>
Initial Phase	_____	_____	_____	161
At completion	_____	_____	_____	_____
of all phases	_____	_____	_____	161

g. Does the proposed action include new non-residential construction (including expansions)? Yes No

If Yes,
i. Total number of structures _____
ii. Dimensions (in feet) of largest proposed structure: _____ height; _____ width; and _____ length
iii. Approximate extent of building space to be heated or cooled: _____ square feet

h. Does the proposed action include construction or other activities that will result in the impoundment of any liquids, such as creation of a water supply, reservoir, pond, lake, waste lagoon or other storage? Yes No

If Yes,
i. Purpose of the impoundment: Stormwater Management Practice
ii. If a water impoundment, the principal source of the water: Ground water Surface water streams Other specify: _____
iii. If other than water, identify the type of impounded/contained liquids and their source. _____
iv. Approximate size of the proposed impoundment. Volume: _____ million gallons; surface area: _____ 0.2 acres
v. Dimensions of the proposed dam or impounding structure: _____ 2 height; _____ 130 length
vi. Construction method/materials for the proposed dam or impounding structure (e.g., earth fill, rock, wood, concrete):
Earth fill

D.2. Project Operations

a. Does the proposed action include any excavation, mining, or dredging, during construction, operations, or both? Yes No
(Not including general site preparation, grading or installation of utilities or foundations where all excavated materials will remain onsite)

If Yes:
i. What is the purpose of the excavation or dredging? Construction of utilities, foundations, stormwater management, etc.
ii. How much material (including rock, earth, sediments, etc.) is proposed to be removed from the site?
• Volume (specify tons or cubic yards): _____
• Over what duration of time? 18 months
iii. Describe nature and characteristics of materials to be excavated or dredged, and plans to use, manage or dispose of them.
Rippable shale and bedrock

iv. Will there be onsite dewatering or processing of excavated materials? Yes No
If yes, describe. _____

v. What is the total area to be dredged or excavated? _____ 4.5 acres
vi. What is the maximum area to be worked at any one time? _____ 4.5 acres
vii. What would be the maximum depth of excavation or dredging? _____ feet
viii. Will the excavation require blasting? Yes No
ix. Summarize site reclamation goals and plan: _____
Useable material to be used for fill

b. Would the proposed action cause or result in alteration of, increase or decrease in size of, or encroachment into any existing wetland, waterbody, shoreline, beach or adjacent area? Yes No

If Yes:
i. Identify the wetland or waterbody which would be affected (by name, water index number, wetland map number or geographic description): On-site isolated wetlands

ii. Describe how the proposed action would affect that waterbody or wetland, e.g. excavation, fill, placement of structures, or alteration of channels, banks and shorelines. Indicate extent of activities, alterations and additions in square feet or acres:
On-site isolated wetlands to be filled.

iii. Will proposed action cause or result in disturbance to bottom sediments? Yes No
 If Yes, describe: _____

iv. Will proposed action cause or result in the destruction or removal of aquatic vegetation? Yes No
 If Yes:
 • acres of aquatic vegetation proposed to be removed: _____
 • expected acreage of aquatic vegetation remaining after project completion: _____
 • purpose of proposed removal (e.g. beach clearing, invasive species control, boat access): _____
 • proposed method of plant removal: _____
 • if chemical/herbicide treatment will be used, specify product(s): _____

v. Describe any proposed reclamation/mitigation following disturbance: _____
None required

c. Will the proposed action use, or create a new demand for water? Yes No
 If Yes:
 i. Total anticipated water usage/demand per day: 21,560 gallons/day
 ii. Will the proposed action obtain water from an existing public water supply? Yes No
 If Yes:
 • Name of district or service area: City of Cohoes
 • Does the existing public water supply have capacity to serve the proposal? Yes No
 • Is the project site in the existing district? Yes No
 • Is expansion of the district needed? Yes No
 • Do existing lines serve the project site? Yes No
 iii. Will line extension within an existing district be necessary to supply the project? Yes No
 If Yes:
 • Describe extensions or capacity expansions proposed to serve this project: _____
Extension of 400 lf of waterline to be extended to reach the proposed buildings.
 • Source(s) of supply for the district: City of Cohoes
 iv. Is a new water supply district or service area proposed to be formed to serve the project site? Yes No
 If, Yes:
 • Applicant/sponsor for new district: _____
 • Date application submitted or anticipated: _____
 • Proposed source(s) of supply for new district: _____
 v. If a public water supply will not be used, describe plans to provide water supply for the project: _____
 vi. If water supply will be from wells (public or private), maximum pumping capacity: _____ gallons/minute.

d. Will the proposed action generate liquid wastes? Yes No
 If Yes:
 i. Total anticipated liquid waste generation per day: 21,560 gallons/day
 ii. Nature of liquid wastes to be generated (c.g., sanitary wastewater, industrial; if combination, describe all components and approximate volumes or proportions of each): _____
Sanitary wastewater

iii. Will the proposed action use any existing public wastewater treatment facilities? Yes No
 If Yes:
 • Name of wastewater treatment plant to be used: Albany County North Wastewater Treatment Plant
 • Name of district: City of Cohoes
 • Does the existing wastewater treatment plant have capacity to serve the project? Yes No
 • Is the project site in the existing district? Yes No
 • Is expansion of the district needed? Yes No

- Do existing sewer lines serve the project site? Yes No
- Will line extension within an existing district be necessary to serve the project? Yes No

If Yes:

- Describe extensions or capacity expansions proposed to serve this project: _____
Extension of 400 lf of waterline to be extended to reach the proposed buildings.

- iv. Will a new wastewater (sewage) treatment district be formed to serve the project site? Yes No

If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- What is the receiving water for the wastewater discharge? _____

- v. If public facilities will not be used, describe plans to provide wastewater treatment for the project, including specifying proposed receiving water (name and classification if surface discharge, or describe subsurface disposal plans):

- vi. Describe any plans or designs to capture, recycle or reuse liquid waste: _____

- e. Will the proposed action disturb more than one acre and create stormwater runoff, either from new point sources (i.e. ditches, pipes, swales, curbs, gutters or other concentrated flows of stormwater) or non-point source (i.e. sheet flow) during construction or post construction? Yes No

If Yes:

- i. How much impervious surface will the project create in relation to total size of project parcel?

_____ Square feet or 1.71 acres (impervious surface)

_____ Square feet or 4.5 acres (parcel size)

- ii. Describe types of new point sources. _____

- iii. Where will the stormwater runoff be directed (i.e. on-site stormwater management facility/structures, adjacent properties, groundwater, on-site surface water or off-site surface waters)?

Stormwater management practice overflow to outlet to existing culverts.

- If to surface waters, identify receiving water bodies or wetlands: _____

- Will stormwater runoff flow to adjacent properties? Yes No

- iv. Does proposed plan minimize impervious surfaces, use pervious materials or collect and re-use stormwater? Yes No

- f. Does the proposed action include, or will it use on-site, one or more sources of air emissions, including fuel combustion, waste incineration, or other processes or operations? Yes No

If Yes, identify:

- i. Mobile sources during project operations (e.g., heavy equipment, fleet or delivery vehicles)

- ii. Stationary sources during construction (e.g., power generation, structural heating, batch plant, crushers)

- iii. Stationary sources during operations (e.g., process emissions, large boilers, electric generation)

- g. Will any air emission sources named in D.2.f (above), require a NY State Air Registration, Air Facility Permit, or Federal Clean Air Act Title IV or Title V Permit? Yes No

If Yes:

- i. Is the project site located in an Air quality non-attainment area? (Area routinely or periodically fails to meet ambient air quality standards for all or some parts of the year) Yes No

- ii. In addition to emissions as calculated in the application, the project will generate:

- _____ Tons/year (short tons) of Carbon Dioxide (CO₂)
- _____ Tons/year (short tons) of Nitrous Oxide (N₂O)
- _____ Tons/year (short tons) of Perfluorocarbons (PFCs)
- _____ Tons/year (short tons) of Sulfur Hexafluoride (SF₆)
- _____ Tons/year (short tons) of Carbon Dioxide equivalent of Hydrofluorocarbons (HFCs)
- _____ Tons/year (short tons) of Hazardous Air Pollutants (HAPs)

h. Will the proposed action generate or emit methane (including, but not limited to, sewage treatment plants, landfills, composting facilities)? Yes No
 If Yes:
 i. Estimate methane generation in tons/year (metric): _____
 ii. Describe any methane capture, control or elimination measures included in project design (e.g., combustion to generate heat or electricity, flaring): _____

i. Will the proposed action result in the release of air pollutants from open-air operations or processes, such as quarry or landfill operations? Yes No
 If Yes: Describe operations and nature of emissions (e.g., diesel exhaust, rock particulates/dust): _____

j. Will the proposed action result in a substantial increase in traffic above present levels or generate substantial new demand for transportation facilities or services? Yes No
 If Yes:
 i. When is the peak traffic expected (Check all that apply): Morning Evening Weekend
 Randomly between hours of _____ to _____.
 ii. For commercial activities only, projected number of semi-trailer truck trips/day: _____
 iii. Parking spaces: Existing _____ Proposed 272 Net increase/decrease 272
 iv. Does the proposed action include any shared use parking? Yes No
 v. If the proposed action includes any modification of existing roads, creation of new roads or change in existing access, describe:
Currently no vehicular access points exist for the project parcel. Proposed condition provides two access points, and roads within the parcel.

vi. Are public/private transportation service(s) or facilities available within ½ mile of the proposed site? Yes No
 vii. Will the proposed action include access to public transportation or accommodations for use of hybrid, electric or other alternative fueled vehicles? Yes No
 viii. Will the proposed action include plans for pedestrian or bicycle accommodations for connections to existing pedestrian or bicycle routes? Yes No

k. Will the proposed action (for commercial or industrial projects only) generate new or additional demand for energy? Yes No
 If Yes:
 i. Estimate annual electricity demand during operation of the proposed action: _____
 ii. Anticipated sources/suppliers of electricity for the project (e.g., on-site combustion, on-site renewable, via grid/local utility, or other):
National Grid

iii. Will the proposed action require a new, or an upgrade to, an existing substation? Yes No

l. Hours of operation. Answer all items which apply.
 i. During Construction:
 • Monday - Friday: _____
 • Saturday: _____
 • Sunday: _____
 • Holidays: _____
 ii. During Operations:
 • Monday - Friday: _____
 • Saturday: _____
 • Sunday: _____
 • Holidays: _____

<p>m. Will the proposed action produce noise that will exceed existing ambient noise levels during construction, operation, or both? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes:</p> <p>i. Provide details including sources, time of day and duration:</p> <p>_____</p>
<p>ii. Will proposed action remove existing natural barriers that could act as a noise barrier or screen? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p>
<p>n.. Will the proposed action have outdoor lighting? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes:</p> <p>i. Describe source(s), location(s), height of fixture(s), direction/aim, and proximity to nearest occupied structures:</p> <p>Outdoor parking lighting proposed on 18' high poles directed at the parking areas, and ambient lighting at the entrance points of the units.</p>
<p>ii. Will proposed action remove existing natural barriers that could act as a light barrier or screen? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p>
<p>o. Does the proposed action have the potential to produce odors for more than one hour per day? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes, describe possible sources, potential frequency and duration of odor emissions, and proximity to nearest occupied structures: _____</p>
<p>p. Will the proposed action include any bulk storage of petroleum (combined capacity of over 1,100 gallons) or chemical products 185 gallons in above ground storage or any amount in underground storage? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Product(s) to be stored _____</p> <p>ii. Volume(s) _____ per unit time _____ (e.g., month, year)</p> <p>iii. Generally describe proposed storage facilities: _____</p>
<p>q. Will the proposed action (commercial, industrial and recreational projects only) use pesticides (i.e., herbicides, insecticides) during construction or operation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Describe proposed treatment(s):</p> <p>_____</p> <p>_____</p>
<p>ii. Will the proposed action use Integrated Pest Management Practices? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>r. Will the proposed action (commercial or industrial projects only) involve or require the management or disposal of solid waste (excluding hazardous materials)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Describe any solid waste(s) to be generated during construction or operation of the facility:</p> <ul style="list-style-type: none"> • Construction: _____ tons per _____ (unit of time) • Operation : _____ tons per _____ (unit of time) <p>ii. Describe any proposals for on-site minimization, recycling or reuse of materials to avoid disposal as solid waste:</p> <ul style="list-style-type: none"> • Construction: _____ • Operation: _____ <p>iii. Proposed disposal methods/facilities for solid waste generated on-site:</p> <ul style="list-style-type: none"> • Construction: _____ • Operation: _____

s. Does the proposed action include construction or modification of a solid waste management facility? Yes No
 If Yes:
 i. Type of management or handling of waste proposed for the site (e.g., recycling or transfer station, composting, landfill, or other disposal activities): _____
 ii. Anticipated rate of disposal/processing:
 • _____ Tons/month, if transfer or other non-combustion/thermal treatment, or
 • _____ Tons/hour, if combustion or thermal treatment
 iii. If landfill, anticipated site life: _____ years

t. Will proposed action at the site involve the commercial generation, treatment, storage, or disposal of hazardous waste? Yes No
 If Yes:
 i. Name(s) of all hazardous wastes or constituents to be generated, handled or managed at facility: _____

 ii. Generally describe processes or activities involving hazardous wastes or constituents: _____

 iii. Specify amount to be handled or generated _____ tons/month
 iv. Describe any proposals for on-site minimization, recycling or reuse of hazardous constituents: _____

 v. Will any hazardous wastes be disposed at an existing offsite hazardous waste facility? Yes No
 If Yes: provide name and location of facility: _____
 If No: describe proposed management of any hazardous wastes which will not be sent to a hazardous waste facility:

E. Site and Setting of Proposed Action

E.1. Land uses on and surrounding the project site

a. Existing land uses.

i. Check all uses that occur on, adjoining and near the project site.

- Urban Industrial Commercial Residential (suburban) Rural (non-farm)
 Forest Agriculture Aquatic Other (specify): _____

ii. If mix of uses, generally describe:

b. Land uses and covertypes on the project site.

Land use or Covertype	Current Acreage	Acreage After Project Completion	Change (Acres +/-)
• Roads, buildings, and other paved or impervious surfaces	0	1.7	1.7
• Forested	4.35	0.07	-4.43
• Meadows, grasslands or brushlands (non-agricultural, including abandoned agricultural)	0	0	0
• Agricultural (includes active orchards, field, greenhouse etc.)	0	0	0
• Surface water features (lakes, ponds, streams, rivers, etc.)	0	0	0
• Wetlands (freshwater or tidal)	0.15	0	-0.15
• Non-vegetated (bare rock, earth or fill)	0	0	0
• Other Describe: _____			

c. Is the project site presently used by members of the community for public recreation? Yes No
 i. If Yes: explain: _____

d. Are there any facilities serving children, the elderly, people with disabilities (e.g., schools, hospitals, licensed day care centers, or group homes) within 1500 feet of the project site? Yes No
 If Yes,
 i. Identify Facilities:
Van Schaick Elementary School located adjacent to the site.

c. Does the project site contain an existing dam? Yes No
 If Yes:
 i. Dimensions of the dam and impoundment:
 • Dam height: _____ feet
 • Dam length: _____ feet
 • Surface area: _____ acres
 • Volume impounded: _____ gallons OR acre-feet
 ii. Dam's existing hazard classification: _____
 iii. Provide date and summarize results of last inspection: _____

f. Has the project site ever been used as a municipal, commercial or industrial solid waste management facility, or does the project site adjoin property which is now, or was at one time, used as a solid waste management facility? Yes No
 If Yes:
 i. Has the facility been formally closed? Yes No
 • If yes, cite sources/documentation: _____
 ii. Describe the location of the project site relative to the boundaries of the solid waste management facility: _____
 iii. Describe any development constraints due to the prior solid waste activities: _____

g. Have hazardous wastes been generated, treated and/or disposed of at the site, or does the project site adjoin property which is now or was at one time used to commercially treat, store and/or dispose of hazardous waste? Yes No
 If Yes:
 i. Describe waste(s) handled and waste management activities, including approximate time when activities occurred: _____

h. Potential contamination history. Has there been a reported spill at the proposed project site, or have any remedial actions been conducted at or adjacent to the proposed site? Yes No
 If Yes:
 i. Is any portion of the site listed on the NYSDEC Spills Incidents database or Environmental Site Remediation database? Check all that apply: Yes No
 Yes – Spills Incidents database Provide DEC ID number(s): _____
 Yes – Environmental Site Remediation database Provide DEC ID number(s): _____
 Neither database
 ii. If site has been subject of RCRA corrective activities, describe control measures: _____
 iii. Is the project within 2000 feet of any site in the NYSDEC Environmental Site Remediation database? Yes No
 If yes, provide DEC ID number(s): _____
 iv. If yes to (i), (ii) or (iii) above, describe current status of site(s): _____

v. Is the project site subject to an institutional control limiting property uses? Yes No

- If yes, DEC site ID number: _____
- Describe the type of institutional control (e.g., deed restriction or easement): _____
- Describe any use limitations: _____
- Describe any engineering controls: _____
- Will the project affect the institutional or engineering controls in place? Yes No
- Explain: _____

E.2. Natural Resources On or Near Project Site

a. What is the average depth to bedrock on the project site? _____ 0-2 feet

b. Are there bedrock outcroppings on the project site? Yes No
 If Yes, what proportion of the site is comprised of bedrock outcroppings? _____ %

c. Predominant soil type(s) present on project site:

Ug (HSG A)	_____	83 %
NrC (HSG D)	_____	17 %
	_____	%

d. What is the average depth to the water table on the project site? Average: _____ feet

e. Drainage status of project site soils: Well Drained: _____ 83 % of site
 Moderately Well Drained: _____ % of site
 Poorly Drained _____ 17 % of site

f. Approximate proportion of proposed action site with slopes: 0-10%: _____ % of site
 10-15%: _____ % of site
 15% or greater: _____ % of site

g. Are there any unique geologic features on the project site? Yes No
 If Yes, describe: _____

h. Surface water features.

i. Does any portion of the project site contain wetlands or other waterbodies (including streams, rivers, ponds or lakes)? Yes No

ii. Do any wetlands or other waterbodies adjoin the project site? Yes No
 If Yes to either i or ii, continue. If No, skip to E.2.i.

iii. Are any of the wetlands or waterbodies within or adjoining the project site regulated by any federal, state or local agency? Yes No

iv. For each identified regulated wetland and waterbody on the project site, provide the following information:

- Streams: Name _____ Classification _____
- Lakes or Ponds: Name _____ Classification _____
- Wetlands: Name None _____ Approximate Size 6,500 sf
- Wetland No. (if regulated by DEC) _____

v. Are any of the above water bodies listed in the most recent compilation of NYS water quality-impaired waterbodies? Yes No
 If yes, name of impaired water body/bodies and basis for listing as impaired: _____

i. Is the project site in a designated Floodway? Yes No

j. Is the project site in the 100 year Floodplain? Yes No

k. Is the project site in the 500 year Floodplain? Yes No

l. Is the project site located over, or immediately adjoining, a primary, principal or sole source aquifer? Yes No
 If Yes:

i. Name of aquifer: _____

<p>m. Identify the predominant wildlife species that occupy or use the project site: _____ _____ _____</p>	
<p>n. Does the project site contain a designated significant natural community? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes:</p> <p style="margin-left: 20px;">i. Describe the habitat/community (composition, function, and basis for designation): _____</p> <p style="margin-left: 20px;">ii. Source(s) of description or evaluation: _____</p> <p style="margin-left: 20px;">iii. Extent of community/habitat:</p> <ul style="list-style-type: none"> • Currently: _____ acres • Following completion of project as proposed: _____ acres • Gain or loss (indicate + or -): _____ acres 	
<p>o. Does project site contain any species of plant or animal that is listed by the federal government or NYS as endangered or threatened, or does it contain any areas identified as habitat for an endangered or threatened species? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>p. Does the project site contain any species of plant or animal that is listed by NYS as rare, or as a species of special concern? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>q. Is the project site or adjoining area currently used for hunting, trapping, fishing or shell fishing? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, give a brief description of how the proposed action may affect that use: _____ _____</p>	
E.3. Designated Public Resources On or Near Project Site	
<p>a. Is the project site, or any portion of it, located in a designated agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, provide county plus district name/number: _____</p>	
<p>b. Are agricultural lands consisting of highly productive soils present? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p style="margin-left: 20px;">i. If Yes: acreage(s) on project site? _____</p> <p style="margin-left: 20px;">ii. Source(s) of soil rating(s): _____</p>	
<p>c. Does the project site contain all or part of, or is it substantially contiguous to, a registered National Natural Landmark? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p style="margin-left: 20px;">i. Nature of the natural landmark: <input type="checkbox"/> Biological Community <input type="checkbox"/> Geological Feature</p> <p style="margin-left: 20px;">ii. Provide brief description of landmark, including values behind designation and approximate size/extent: _____ _____</p>	
<p>d. Is the project site located in or does it adjoin a state listed Critical Environmental Area? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If Yes:</p> <p style="margin-left: 20px;">i. CEA name: _____</p> <p style="margin-left: 20px;">ii. Basis for designation: _____</p> <p style="margin-left: 20px;">iii. Designating agency and date: _____</p>	

c. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on, or has been nominated by the NYS Board of Historic Preservation for inclusion on, the State or National Register of Historic Places?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If Yes:		
i. Nature of historic/archaeological resource: <input type="checkbox"/> Archaeological Site <input checked="" type="checkbox"/> Historic Building or District		
ii. Name: <u>Van Schaick House and Van Schaick School</u>		
iii. Brief description of attributes on which listing is based: <u>Historical house dated 1700ss utilized as military headquarters. 1950s brick school</u>		
f. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
g. Have additional archaeological or historic site(s) or resources been identified on the project site?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If Yes:		
i. Describe possible resource(s): _____		
ii. Basis for identification: _____		
h. Is the project site within five miles of any officially designated and publicly accessible federal, state, or local scenic or aesthetic resource?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If Yes:		
i. Identify resource: _____		
ii. Nature of, or basis for, designation (e.g., established highway overlook, state or local park, state historic trail or scenic byway, etc.): _____		
iii. Distance between project and resource: _____ miles.		
i. Is the project site located within a designated river corridor under the Wild, Scenic and Recreational Rivers Program 6 NYCRR 666?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If Yes:		
i. Identify the name of the river and its designation: _____		
ii. Is the activity consistent with development restrictions contained in 6 NYCRR Part 666?		<input type="checkbox"/> Yes <input type="checkbox"/> No

F. Additional Information

Attach any additional information which may be needed to clarify your project.

If you have identified any adverse impacts which could be associated with your proposal, please describe those impacts plus any measures which you propose to avoid or minimize them.

G. Verification

I certify that the information provided is true to the best of my knowledge.

Applicant/Sponsor Name _____ Date _____

Signature _____ Title _____

PRINT FORM

EXHIBIT E
PUBLIC HEARING RESOLUTION

A meeting of the City of Cohoes Industrial Development Agency (the "Agency") was convened in public session on November 24, 2014 at 5:30 p.m., local time.

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

PRESENT:

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Edward Tremblay	Executive Director
M. Cornelia Cahill, Esq.	Transaction Counsel

The following resolution was offered by _____, seconded by _____, to wit:

RESOLUTION OF THE CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTIVE DIRECTOR TO HOLD A PUBLIC HEARING WITH RESPECT TO A CERTAIN PROJECT FOR PRIME SHERWOOD, LLC.

WHEREAS, the City of Cohoes Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 Laws of 1972 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, renovating, 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 "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, Prime Sherwood, LLC (the “Company”) has presented an application (the “Application”) to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, County of Albany, New York (the “Land”), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the “Facility”), and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the “Equipment”, and collectively with the Land and the Facility, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes and real property 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 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 has not yet made a preliminary determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project; and

WHEREAS, the Agency desires to comply with the public hearing and notice requirements contained in Section 859-a of the Act;

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

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and the Agency’s Counsel, to (A) 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) cause the Public Hearing to be held in a city, town or village where the Project Facility is located, and 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 located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) cause notice of the Public Hearing to be given to the chief executive officer of the County of Schenectady and of each city, town, village and school district in which the Project Facility is

located, such notice or notices to comply with the requirements of Section 859-a of the Act; and (D) conduct such Public Hearing.

Section 2. The Executive Director 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 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:

VOTING
VOTING
VOTING
VOTING
VOTING

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of the City of Cohoes Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing copy of the minutes of the meeting of the Agency, including the Resolution contained therein, held on November 24, 2014, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and such resolution set forth 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 and rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of November, 2014.

(Assistant) Secretary

(SEAL)

EXHIBIT F

PROOF OF MAILING OF NOTICE OF PUBLIC HEARING

CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY
97 Mohawk Street
Cohoes, New York 12047-2897

December 5, 2014

Daniel P. McCoy, County Executive
County of Albany
County Office Building
112 State Street
Albany, New York 12207

Robert K. Libby
Superintendent
City School District of the City of Cohoes
7 Bevan Street
Cohoes, New York 12047

George Primeau, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047-2897

Christopher Briggs, President
Board of Education
City School District of the City of Cohoes
7 Bevan Street
Cohoes, New York 12047

Re: City of Cohoes Industrial Development Agency
Sherwood Forest Project

Gentlemen:

Pursuant to Section 859-a(2) of the General Municipal Law of the State of New York, (the "Act"), the City of Cohoes Industrial Development Agency (the "Agency") hereby informs you that the Agency has received an application (the "Application") from Prime Sherwood, LLC (the "Company") for financial assistance in connection with a project (the "Project") consisting of: (A)(1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, County of Albany, New York (the "Land"), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the "Facility"), and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and the Facility, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes and real property 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.

Enclosed is a notice of public hearing to be held by the Agency relating to the proposed Project. 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/ Adam Hotaling
Chairman

Enclosure

EXHIBIT G

PROOF OF PUBLICATION OF
NOTICE OF PUBLIC HEARING

RECEIPT

New York Classified
20 Lake Avenue
Saratoga Springs, NY 12666

12/05/14

— **Ad sample** —

Phone: **(518) 584-4242** Fax: **(518) 584-2645**

<p>Account: 13612</p> <p>Name: Company: HISCOCK & BARCLAY, LLP</p> <p>Address: ATTN: JOANN KILMER 80 STATE STREET 6TH FLOOR ALBANY, NY 12207</p> <p>(518) 429-4259</p> <p>Telephone: NOTICE OF PUBLIC HEARING ON Description: GRANTING</p>	<p>Date: 12/05/14</p> <p>Ad Date: 12/06/14</p> <p>Class: 1201</p> <p>Ad ID: 454834</p> <p>Ad Taker: CRASCHAAL</p> <p>Sales Person: Ashley Schaal- Class Rep (06831)</p> <p>Words: 458</p> <p>Lines: 136</p> <p>Agate Lines: 136</p> <p>Depth: 15.208</p> <p>Inserts: 2</p>
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Gross: **\$98.96**

Paid Amount: **- \$0.00**

Amount Due: **\$98.96**

Publication
The Record, troyrecord.com

NOTICE OF PUBLIC HEARING ON GRANTING OF FINANCIAL ASSISTANCE

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 December, 2014 at 5:30 p.m., local time, at City Hall, 97 Mohawk Street, Cohoes, New York in connection with the following matters:

Prime Sherwood, LLC (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, County of Albany, New York (the "Land"), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the "Facility"), and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and the Facility, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing limited to potential exemptions

*We Appreciate Your Business!
Thank You !*

from certain sales and use taxes, transfer taxes, mortgage recording taxes and real property 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 has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations") regarding the potential environmental impact of the Project.

A copy of the Application, including an analysis of the costs and benefits of the proposed Project, filed by the Company with the Agency with respect to the Project, is available for public inspection during business hours at the offices of the Agency located at 97 Mohawk Street, Cohoes, New York.

The Agency will at said time and place hear all persons with views on the nature of the proposed Project and the granting of Financial Assistance with respect thereto.

Dated: December 5,
2014

CITY OF COHOES IN-
DUSTRIAL DEVELOP-
MENT AGENCY

By: /s/ Adam Hotaling
Chairman
12/6, 1x/454834

EXHIBIT H
REPORT OF THE PUBLIC HEARING

**MINUTES OF THE MEETING OF THE INDUSTRIAL DEVELOPMENT AGENCY,
HELD IN THE OFFICE OF THE MAYOR ON DECEMBER 17, 2014
AT 5:30 PM**

MEMBERS PRESENT: Adam Hotaling Chair
Jeanne Potts, Vice Chair
Katie Mayo, Treasurer
Peter Frangie
Steven Schifley

MEMBERS ABSENT:

ALSO PRESENT: George Primeau
Ralph Pascale
Mike Durocher

Adam called the meeting to order at 5:30 PM

PUBLIC HEARING

A public hearing was opened at 5:30 to discuss a PILOT agreement for the Sherwood Forest development. The taxing entities were notified and a legal notice was posted. There were no comments and the public hearing was closed at 5:35.

APPROVAL OF PILOT

Ed Tremblay reviewed the documents that we received from Connie Cahill. The project will not close until the spring, but this document allows them to move forward with the financial partners. Adam Hotaling made a motion to approve and Steve Schifley seconded.

Adam Hotaling	AYE
Jeanne Potts	ABSTAINED
Katie Mayo	AYE
Pete Frangie	AYE
Steve Schifley	AYE

MINUTES

The minutes of the November 24, 2014 meeting were presented to the Board. Adam Hotaling made a motion to approve the minutes and Jeanne Potts seconded and all approved.

2014 CFA GRANTS

The City of Cohoes was successful with two CFA applications this year. The Planning grant to consolidate the Cities current planning documents like the Brownfield Opportunity Area and Waterfront rediscovery and several Gate way grants will be the basis of the new plan. The IDA approved the match portion of this grant last spring.

PART TIME EMPLOYEE

Ralph Pascale gave an overview of the series of grants that the City of Cohoes and the CLDC have submitted for consideration for updating the Cohoes Visitor Center and to pursue a White Water Play Wave in the Mohawk River.

One of the key elements of the plan is to have a part time employee at the Visitor Center. This person could also provide Administrative Assistant type of work for the IDA. Up until February the CLD paid a part time employee to keep the door open. This position would provide someone at the VC Tuesday through Saturday. They would help to coordinate other volunteers and work with the Choose Cohoes Group to market events in the City of Cohoes.

We are proposing an intermunicipal agreement between the CLDC and the IDA. This will authorize the CLDC to hire a part time employee and allow them to also do clerical work for the IDA. This agreement will also provide for CLDC to develop a plan to provide economic development through the CLDC.

Ed will draft an agreement for Greg to review and present at the next meeting

Adam made a motion to adjourn and Pete seconded and the meeting was closed at 6:45 PM.

**MINUTES OF THE MEETING OF THE INDUSTRIAL DEVELOPMENT
AGENCY, HELD IN THE OFFICE OF THE MAYOR ON JANUARY 26, 2015 AT
5:30PM**

MEMBERS PRESENT: Adam Hotaling, Chair
Katie Mayo, Treasurer
Peter Frangie
Steven Schifley

ALSO PRESENT: George Primeau, Mayor
Michael Durocher, IDA CFO
Greg Teresi, Corporation Counsel
Joann Kilmer, Hiscock & Barclay

Adam called the meeting to order at 5:35PM.

REVIEW OF BANKING DOCUMENTS FOR HARMONY MILL LOFTS WEST

Given the lack of time granted to the city to appropriately review the documents related to Harmony Mill Lofts West, the Board agreed to table this agenda item.

A meeting will be scheduled in the near future to address this item.

Adam made a motion to table the agenda item. Steve seconded the motion.

Adam Hotaling	AYE
Katie Mayo	AYE
Peter Frangie	AYE
Steve Schifley	AYE

MINUTES

The minutes of the December 17, 2014 meeting were presented to the Board. Katie Mayo made a motion to approve the minutes, with amendment. Adam seconded the motion.

Adam Hotaling	AYE
Katie Mayo	AYE
Peter Frangie	AYE
Steve Schifley	AYE

IDA BOARD MEMBER RESIGNATION

Jeannie Potts has resigned as a member of the IDA Board. The Mayor in consultation with the City Council, will appoint a new member.

MOTION TO ADJOURN

Adam made a motion to adjourn the meeting. Peter Frangie seconded the motion.

The meeting adjourned at 5:45PM.

EXHIBIT I
COMMERCIAL/RETAIL FINDINGS RESOLUTION

**COMMERCIAL/RETAIL FINDINGS RESOLUTION
PRIME SHERWOOD LLC 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 Michael Jacobson, seconded by Rod Dion, to wit:

Resolution No. 0916-

RESOLUTION (A) DETERMINING THAT THE PROPOSED PRIME SHERWOOD 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, Prime Sherwood 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 in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.3) (the "Land"), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real 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 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 10, 2014 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the City of Cohoes Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2014 (the "Negative Declaration"), in which the Planning Board determined that the Project will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on November 24, 2014 (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 December 5, 2014 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 published on December 5, 2014 in the Troy Record, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (C) conducted the Public Hearing on December 17, 2014, at 5:30 p.m., local time at the City Hall, 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (D) 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, the Agency has been informed that the Project has changed since the submission of the Application, so the Project is now as follows: (A) (1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.31) (the "Land"), (2) the construction on the Land of two (2) buildings, with garages, containing in the aggregate approximately 234,412 square feet of

space (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"), all of the foregoing to constitute an approximately 165 unit multi-family apartment complex; (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, 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) (1) the City's Urban Waterfront Rediscovery Report dated April 2005 and (2) a draft of the City's Master Plan (collectively, the "Studies");

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 127, which is contiguous to census tracts 128 and 129, which are considered to be a distressed census tracts 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 Studies make the following comments/findings regarding housing in the City of Cohoes:

- Encourage development of vacant sites
- Provide moderate-to-high 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 Studies 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 eight (8) 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, construction, 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 Public Hearing 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.

EXHIBIT J

PILOT DEVIATION APPROVAL RESOLUTION

**PILOT DEVIATION APPROVAL RESOLUTION
PRIME SHERWOOD LLC 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 Rod Dion, seconded by Jennifer Spring, to wit:

Resolution No. 0916-

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 PRIME SHERWOOD 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, Prime Sherwood 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 in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.3) (the “Land”), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the “Facility”) and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the “Equipment”, and collectively with the Land and Facility, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real 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 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 10, 2014 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the City of Cohoes Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2014 (the “Negative Declaration”), in which the Planning Board determined that the Project will not have a “significant environmental impact on the environment” and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on November 24, 2014 (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 December 5, 2014 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 published on December 5, 2014 in the Troy Record, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (C) conducted the Public Hearing on December 17, 2014, at 5:30 p.m., local time at the City Hall, 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (D) 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, the Agency has been informed that the Project has changed since the submission of the Application, so the Project is now as follows: (A) (1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes,

Albany County, New York (currently known as Tax ID # 11.17-1-19.31) (the "Land"), (2) the construction on the Land of two (2) buildings, with garages, containing in the aggregate approximately 234,412 square feet of space (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"), all of the foregoing to constitute an approximately 165 unit multi-family apartment complex; (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, 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 December 5, 2014 (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 December 5, 2014, the Chief Executive Officer 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 Chief Executive Officer 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 attached hereto as Exhibit A.

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.

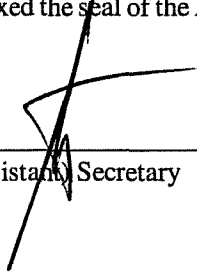
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

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 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 A
PILOT DEVIATION LETTER

- SEE ATTACHED -

CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY
97 Mohawk Street
Cohoes, New York 12047-2897

December 5, 2014

Daniel P. McCoy, County Executive
County of Albany
County Office Building
112 State Street
Albany, New York 12207

Robert K. Libby
Superintendent
City School District of the City of Cohoes
7 Bevan Street
Cohoes, New York 12047

George Primeau, Mayor
City of Cohoes
97 Mohawk Street
Cohoes, New York 12047-2897

Christopher Briggs, President
Board of Education
City School District of the City of Cohoes
7 Bevan Street
Cohoes, New York 12047

Re: City of Cohoes Industrial Development Agency
Sherwood Forest Project

Pursuant to Section 859-a(2) of the General Municipal Law of the State of New York, (the "Act"), the City of Cohoes Industrial Development Agency (the "Agency") hereby informs you that the Agency has received an application (the "Application") from Prime Sherwood, LLC ("Company") for financial assistance in connection with a project (the "Project") consisting of (A)(1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, County of Albany, New York (the "Land"), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 multi-family apartment units (the "Facility"), and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and the Facility, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing limited to potential exemptions from certain sales and use taxes, transfer taxes, mortgage recording taxes and real property 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 hereby notifies you that, at the request of the Company, it is contemplating entering into a payment in lieu of taxes agreement (a "PILOT Agreement") with the Company, the terms of which would deviate from its Uniform Tax Exemption Policy (the "UTEP Policy"). The proposed deviation is outlined in Exhibit A attached to this letter.

8685761.1

The Agency desires to comply with the provisions of the Act and the UTEP Policy with respect to the requested Financial Assistance.

The Agency is contemplating a deviation from the Policy for the following reasons: (1) the Project Facility will employ the equivalent of five (5) full time employees; (2) the operation of the Project Facility will have a positive community impact, including, but not limited to, increased patronage of local businesses by the occupants of the apartment units located within the Project Facility; and (3) the forecasted increase in the assessed valuation of the parcel upon completion of the Project Facility.

The Agency shall consider whether to approve the deviation at its meeting to be held on December 17, 2014 at 5:30 p.m., local time, in City Hall, 97 Mohawk Street, Cohoes, New York. Prior to taking final action at such meeting, the Agency will review and respond to any correspondence received from any affected tax jurisdiction regarding such proposed deviation. At such time, the Agency will allow any representative of the affected tax jurisdictions present at such meeting to address the Agency regarding such proposed deviation.

Very truly yours,

CITY OF COHOES INDUSTRIAL
DEVELOPMENT AGENCY

By: /s/ Adam Hotaling
Chairman

Enclosure

8685761.1

Exhibit A

The Company has requested that the Agency enter into a payment in lieu of tax agreement providing ten (10) year term.

Year	PILOT PAYMENT
1	50%
2	55
3	60
4	65
5	70
6	75
7	80
8	85
9	90
10	95

8685761.1

EXHIBIT K
APPROVING RESOLUTION

**APPROVING RESOLUTION
PRIME SHERWOOD LLC 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 Rod Dion, seconded by Jennifer Spring, to wit:

Resolution No. 0916-

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR PRIME
SHERWOOD 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, Prime Sherwood 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 in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.3) (the “Land”), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the “Facility”) and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the “Equipment”, and collectively with the Land and Facility, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real 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 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 10, 2014 (the “SEQR Resolution”), the Agency (A) concurred in the determination that the City of Cohoes Planning Board (the “Planning Board”) is the “lead agency” with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2014 (the “Negative Declaration”), in which the Planning Board determined that the Project will not have a “significant environmental impact on the environment” and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on November 24, 2014 (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 December 5, 2014 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 published on December 5, 2014 in the Troy Record, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (C) conducted the Public Hearing on December 17, 2014, at 5:30 p.m., local time at the City Hall, 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (D) 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, the Agency has been informed that the Project has changed since the submission of the Application, so the Project is now as follows: (A) (1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.31) (the “Land”),

(2) the construction on the Land of two (2) buildings, with garages, containing in the aggregate approximately 234,412 square feet of space (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"), all of the foregoing to constitute an approximately 165 unit multi-family apartment complex; (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, by further resolution adopted by the members of the Agency on September 27, 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 127, which is contiguous to census tracts 128 and 129, which are considered to be a distressed census tracts 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, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. The Executive Director of the Agency caused a letter dated December 5, 2014 (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 September 27, 2016 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; and

WHEREAS, 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 and (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 located in the State of New York; 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) of the Act, prior to providing the Financial Assistance to the Project, the Mayor, as chief executive officer of the City of Cohoes, New York, must confirm the proposed action of the Agency; 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 Chief Executive Officer 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 Counsel to the Agency with respect to all matters in connection with the Project. Agency 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, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$25,686,850;

(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 127, which is contiguous to census tracts 128 and 129, which are considered to be a distressed census tracts 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;

(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, construct 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, construct 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, construction 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.

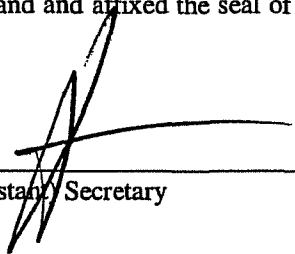
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

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 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 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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	New Project, so no retained jobs.
2. Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	8 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	\$25,686,850 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 new construction on a vacant site, so represents new revenue to the local taxing jurisdictions.
6. Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Additional development in the community.
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	Develops a vacant 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 type="checkbox"/> No	N/A
16. Provides brownfield	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

	remediation			
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EXHIBIT L
PUBLIC 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 PRIME SHERWOOD 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, Prime Sherwood 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 in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.3) (the "Land"), (2) the construction on the Land of three (3) approximately 195,000 square feet buildings, containing an aggregate 161 unit multi-family apartment units (the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real 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 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 10, 2014 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the City of Cohoes Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board dated November 10, 2014 (the "Negative Declaration"), in which the Planning Board determined that the Project will not have a "significant environmental impact on the environment" and accordingly, that an environmental impact statement is not required to be prepared with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on November 24, 2014 (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 December 5, 2014 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 published on December 5, 2014 in the Troy Record, a newspaper of general circulation available to the residents of the City of Cohoes, Albany County, New York, (C) conducted the Public Hearing on December 17, 2014, at 5:30 p.m., local time at the City Hall, 97 Mohawk Street in the City of Cohoes, Albany County, New York, and (D) 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, the Agency has been informed that the Project has changed since the submission of the Application, so the Project is now as follows: (A) (1) the acquisition of an interest in an approximately 4.5 acre parcel of land located at the intersection of Van Schaick Avenue and Delaware Avenue in the City of Cohoes, Albany County, New York (currently known as Tax ID # 11.17-1-19.31) (the "Land"), (2) the construction on the Land of two (2) buildings, with garages, containing in the aggregate approximately 234,412 square feet of space (collectively, the "Facility") and (3) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery and equipment (the "Equipment", and collectively with the Land and Facility, the "Project Facility"), all of the foregoing to constitute an approximately 165 unit multi-family apartment complex; (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 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, by further resolution adopted by the members of the Agency on September 27, 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 127, which is contiguous to census tracts 128 and 129, which are considered to be a distressed census tracts 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, 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

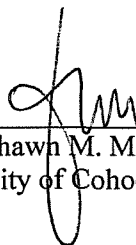
WHEREAS, Section 870 of the General Municipal Law of the State of New York specifically provides that any obligation of the Agency shall not be a debt of the City of Cohoes, New York, nor shall the City of Cohoes, New York be liable thereon;

NOW, THEREFORE, the Mayor hereby determines as follows:

Section 1. I have reviewed the notice of the Public Hearing and the 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 18 day of October,
2016.



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