

RESOLUTION

The Auburn Industrial Development Authority met in special session at the Memorial City Hall, 24 South Street, City of Auburn, New York on July 24, 2008 at 2:00 p.m.

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

PRESENT: Charles Mace, Nicholas C. Valenti, Mayor Michael Quill, William Graney, James Dacey, Ginny Kent

ABSENT: Laurie Ann Didio, Kevin Maher, Anthony DeCaro

ALSO PRESENT: Jennifer Haines, Executive Director; Richard W. Cook, Hancock & Estabrook, LLP, Counsel

The foregoing resolution was duly moved by Nicholas Valenti seconded by Ginny Kent, discussed and put to a vote, which resulted as follows:

AYE

NAY

All present

RESOLUTION NO. 2008-2

RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") CLASSIFYING THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO LOGAN STREET, LLC AS A TYPE II ACTION UNDER THE SEQRA ACT

WHEREAS, Logan Street, LLC, for itself or on behalf of an entity to be formed (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of: (i) the acquisition of title to or a leasehold interest in an approximately 1 ½ acre parcel of land (Tax Map No. 116.61-1-31) located at 9-11 Logan Street, City of Auburn, New York 13021 (the "Land") together with a two-story 10,000 square foot building and a three-story 32,000 square foot building thereon (the "Existing Improvements"), (ii) the renovation and equipping by the Company as agent of the Authority on the Land of the Existing Improvements into residential apartments (the "Improvements"), (iii) the acquisition and installation in and around the Existing Improvements and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, the Authority has reviewed Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended ("SEQRA") and the Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations") and determined that the Project appears to be a Type II action pursuant to Type II Action pursuant to 6 NYCRR § 617.5(c); and

{H0955605.1}

WHEREAS, the City of Auburn Common Council designated the Project as a Type II action as part of its approval to issue the requisite Site Plan on April 26, 2007; and

WHEREAS, pursuant to the SEQRA regulations at 6 NYCRR §§ 617.5(a) and 617.6(a)(i), Type II actions have been determined not to have a significant impact on the environment and are not subject to review under SEQRA; and

WHEREAS, the Authority now desires to make its SEQRA classification for the Project pursuant to the SEQRA regulations at 6 NYCRR § 617.6(a).

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. Based upon a thorough review of the SEQRA regulations at 6 NYCRR Part 617 and based further on the Authority's knowledge of the Project and such further investigation of the Project and its environmental effects as the Authority has deemed appropriate, the Authority finds that:
 - a. the Project constitutes a SEQRA Type II action pursuant to 6 NYCRR § 617.5(c);
 - b. the Project will not have a significant impact on the environment; and
 - c. the Project is not subject to further SEQRA review.
2. This resolution shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "Authority"), including the resolution contained therein, held on July 24, 2008, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Authority had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Authority 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this 24 day of July, 2008.



Nicholas C. Valenti, Secretary

[SEAL]

RESOLUTION

The Auburn Industrial Development Authority met in special session at the Memorial City Hall, 24 South Street, City of Auburn, New York on July 24, 2008 at 2:00p .m.

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

PRESENT: Charles Mace, ~~Anthony DeCaro~~, Nicholas C. Valenti, ~~Laurie Ann Didio~~, Mayor Michael Quill, William Graney, James Dacey, ~~Kevin Maher~~ and Ginny Kent

ABSENT: Laurie Ann Didio, Kevin Maher, Anthony DeCaro

ALSO PRESENT: Jennifer Haines, Executive Director; Richard W. Cook of Hancock & Estabrook, LLP, Counsel

The foregoing resolution was duly moved by James Dacey, seconded by Michael Quill, discussed and put to a vote, which resulted as follows:

AYE

NAY

All present

RESOLUTION NO. 2008-3

RESOLUTION AUTHORIZING THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY TO NEGOTIATE, EXECUTE AND DELIVER A PAYMENT IN LIEU OF TAX AGREEMENT FOR THE BENEFIT OF LOGAN STREET, LLC

WHEREAS, the Auburn Industrial Development Authority (the "Authority") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "Act"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, Logan Street, LLC, for itself or on behalf of an entity to be formed (the "Company"), has requested the Authority's assistance with a certain project (the "Project") consisting of: (i) the acquisition of title to or a leasehold interest in an approximately 1 ½ acre parcel of land (Tax Map No. 116.61-1-31) located at 9-11 Logan Street, City of Auburn, New York 13021 (the "Land") together with a two-story 10,000 square foot building and a three-story 32,000 square foot building thereon (the "Existing Improvements"), (ii) the renovation and equipping by the Company as agent of the Authority on the Land of the Existing Improvements into residential apartments (the "Improvements"), (iii) the acquisition and installation in and around the Existing Improvements and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, in connection with the Project the Authority will enter into a payment lieu of taxes agreement (the "PILOT Agreement") with the Company, pursuant to which the Company will make PILOT payments over a period of twenty (20) years based upon the lesser of the actual assessment or the "Present Investment Value" of the Facility, as shown on Exhibit "A" hereto, at a tax rate equal to the lesser of (i) the tax rate set forth in the PILOT Agreement; or (ii) the actual tax rate in effect at the time of such PILOT payment; and

WHEREAS, the PILOT Agreement will provide for a one hundred percent (100%) tax exemption for Facility during the first five (5) years, which exemption will decrease by six percent (6%) each year thereafter; and

WHEREAS, the Authority has considered reasons why it should deviate from its Uniform Tax Exemption Policy and enter into a PILOT Agreement providing for payments and related provisions as set forth in the draft thereof presented to this meeting; and

WHEREAS, the Authority has consulted with the Assessor of the City of Auburn regarding the valuation to be placed on the Facility for purposes of determining the payments in lieu of taxes to be made by the Company; and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn by retaining and expanding the Facility in the City of Auburn; and

WHEREAS, the execution of the PILOT Agreement will enhance opportunities of the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. The Authority hereby finds that the nature of the Facility justifies the PILOT Agreement and deviation from its Uniform Tax Exemption Policy for the reasons presented on Exhibit "B" hereto.

2. The Authority hereby finds that the nature of the Project justifies the PILOT Agreement and, subject to the conditions set forth in paragraph 3 of this Resolution, hereby authorizes execution and delivery of the PILOT Agreement by the Authority in

accordance with Exhibit "A" presented to this meeting with such changes, variations, omissions and insertions as shall be approved by the Chairman and/or Vice Chairman upon execution.

3. The execution and delivery of the PILOT Agreement by the Authority as contemplated herein shall be subject to: (A) agreement by the Company and the Authority to the final form of the PILOT Agreement; (B) agreement between the Company and the Authority as to payment by the Company of the administrative fee of the Authority, if any; and (C) the Authority's adherence to the procedures for deviation from the Authority's uniform tax exemption policy set forth in Section 2315 of the Act prior to execution and delivery of the New PILOT Agreement.

4. That the Chairman, Vice Chairman, Chief Executive Officer, Secretary or any other officer of this Authority be, and the same hereby is, authorized to negotiate, execute and deliver the PILOT Agreement and such other documents and agreements as may be necessary to carry out the intent of these Resolutions.

5. The Chairman, Vice Chairman, Chief Executive Officer and Secretary of the Authority are hereby authorized and directed to do such further things and perform such further acts as may be necessary or convenient to implement the provisions of this Resolution.

6. That this Resolution shall take effect immediately.

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

I, the undersigned Secretary of the Auburn Industrial Development Authority, do hereby certify:

That I have compared the foregoing extract of the minutes of the meeting of the members of the Auburn Industrial Development Authority (the "Authority"), including the Resolution contained therein, held on July 24, 2008, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Authority had due notice of said meeting, (ii) said meeting was in all respects duly held, (iii) pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Article 7 and (iv) there was a quorum of the members of the Authority 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 said Authority this 24th day of July, 2008.

**AUBURN INDUSTRIAL
DEVELOPMENT AUTHORITY**

By: *Nicholas C. Valenti*
Nicholas C. Valenti, Secretary

(S E A L)

EXHIBIT "A"

**LOGAN PARK LOFTS
(Proposed AIDA PILOT - 20 years)**

	<u>Present Investment Value</u>	<u>Tax Rate</u>	<u>Exemption Percentage</u>	<u>PILOT Payment</u>
1	1,300,000	39.6826	100%	0
2	1,306,500	40.0794	100%	0
3	1,313,033	40.4802	100%	0
4	1,319,598	40.8850	100%	0
5	1,326,196	41.2939	100%	0
6	1,332,827	41.7068	94%	3,335
7	1,339,491	42.1239	88%	6,771
8	1,346,188	42.5451	82%	10,309
9	1,352,919	42.9706	76%	13,953
10	1,359,684	43.4003	70%	17,703
11	1,366,482	43.8343	64%	21,564
12	1,373,315	44.2726	58%	25,536
13	1,380,181	44.7153	52%	29,623
14	1,387,082	45.1625	46%	33,828
15	1,394,017	45.6141	40%	38,152
16	1,400,988	46.0703	34%	42,599
17	1,407,992	46.5310	28%	47,171
18	1,415,032	46.9963	22%	51,871
19	1,422,108	47.4662	16%	56,702
20	1,429,218	47.9409	10%	61,666
	Total Pilot Payments			\$460,783

Notes: Tax Rate assumes 1% increase per year.
Future Investment Value assumes 1/2% increase per year.
Future Assessment assumes 1/2% increase per year.

Benefits to Taxing Jurisdictions:

PILOT payments over 20 years	460,783
Less: Taxes with no project	122,328
Increased Revenue to Taxing Jurisdictions	\$338,455

RESOLUTION

The Auburn Industrial Development Authority met in special session at the Memorial City Hall, 24 South Street, in the City of Auburn, on Thursday, July 24, 2008, at 2:00 p.m., local time.

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

PRESENT: Charles Mace, ~~Anthony DeCaro~~, Nicholas C. Valent, ~~Laurie Ann Didio~~, Mayor Michael Quill, William Graney, James Dacey, ~~Kevin Maher~~ and Ginny Kent

ABSENT: Laurie Ann Didio, Kevin Maher, Anthony DeCaro

ALSO PRESENT: Jennifer Haines, Executive Director; Richard W. Cook of Hancock & Estabrook, LLP, Counsel

The following resolution was offered by Nicholas Valent and seconded by Ginny Kent and adopted with the following members voting:

AYE

NOES

All Present

RESOLUTION NO. 2008-4

RESOLUTION APPROVING EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF A MORTGAGE, MORTGAGE TAX AFFIDAVIT AND RELATED DOCUMENTS FOR THE BENEFIT OF GEN-WEST ASSOCIATES, LLC

WHEREAS, Gen-West Associates, LLC (the "Company") and the Authority have entered into a Sale/Leaseback Agreement dated as of December 1, 1999 (the "Sale/Leaseback Agreement") whereby the Company conveyed title to the Facility (as defined in the Sale/Leaseback Agreement) to the Authority and the Company agreed to purchase the Facility from the Authority on the terms and conditions set forth therein; and

WHEREAS, the Company has requested the Authority to join in a mortgage (the "Mortgage") in the Facility in favor of New York Business Development Corporation (the "Lender") securing a new loan in the amount of Seven Hundred Thousand Dollars and 00/100 (\$700,000) to be made available to the Company by the Lender; and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general property and economic welfare of the people of the City of Auburn, New York by retaining the Facility in the City of Auburn; and

WHEREAS, the execution of the Mortgage will help to improve the Facility and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. That this Authority hereby approves the Mortgage in substantially the form presented to this meeting with such changes, variations, omissions and insertions as the officer of the Authority executing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval; and be it further
2. That the Chairman or any other officer of this Authority be and the same is hereby authorized to execute the Mortgage, a Mortgage Tax Affidavit and such other documents and agreements as may be necessary to carry out the intent of these resolutions; and be it further
3. That this Resolution shall take effect immediately.

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

I, the undersigned Secretary of the Auburn Industrial Development Authority, do hereby certify:

That I have compared the foregoing extract of the minutes of the meeting of the members of the Auburn Industrial Development Authority (the "Authority"), including the Resolution contained therein, held on July 24, 2008, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Authority had due notice of said meeting, (ii) said meeting was in all respects duly held, (iii) pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Article 7 and (iv) there was a quorum of the members of the Authority 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 said Authority this 24th day of July, 2008.

**AUBURN INDUSTRIAL
DEVELOPMENT AUTHORITY**

By: Nicholas C. Valenti
Nicholas C. Valenti, Secretary

(S E A L)