

Transcript Document No. 6(a)

**Inducement Resolution
Colonial Deerfield, LLC Facility**

RESOLUTION OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING COLONIAL DEERFIELD, LLC, THE PRINCIPALS OF COLONIAL DEERFIELD, LLC, AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT, AUTHORIZING A PUBLIC HEARING AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project") and to enter into a sale-leaseback transaction in connection with the Facility; and

WHEREAS, the Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative; or, in the alternative; and

WHEREAS, the Applicant owns or will own the Land and will transfer the Land to Colonial Deerfield, LLC (the "Company") to undertake the Project and operate and/or manage the Facility; and

WHEREAS, the Company will convey to the Agency a leasehold interest in the Facility; and

WHEREAS, the Facility will be leased back to the Company pursuant to a Leaseback Agreement between the Agency and the Company (the "Leaseback Agreement") and pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Company will further sublease the Facility to residential tenants to be determined from time to time (the "Tenant Leases"); and

WHEREAS, the Facility constitutes a "non-industrial facility" under the Act; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property tax for a period of twelve years during which time the Company will pay as PILOT Payments no taxes during years 1-3, 15% of taxes during years 4-5, 20% of taxes during years 6-8, 25% of taxes during years 9-10 and 30% of taxes during years 11-12 (the "Financial Assistance"), which Financial Assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, prior to the closing of a sale-leaseback or lease-leaseback transaction, and the granting of any Financial Assistance, the Applicant or the Company must deliver to the Agency a market study that demonstrates that the Project will provide quality housing that will help employers attract a quality workforce to the region and thereby promote employment opportunities and prevent economic deterioration in the area served by the Agency, for, and the Agency must adopt findings to that effect; and

WHEREAS, prior to the closing of a sale-leaseback or lease-leaseback transaction, and the granting of any Financial Assistance, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the

financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a sale-leaseback or lease-leaseback transaction, and the granting of any Financial Assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed sale-leaseback transaction or lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility in the City of Utica or is necessary to maintain the competitive position of the Company in its industry; and

NOW, THEREFORE, BE IT RESOLVED by the City of Utica Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. (a) The acquisition, construction and equipping of the Facility and the Agency's Financial Assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the City of Utica and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved;

(b) It is desirable and in the public interest for the Agency to enter into a sale-leaseback transaction or lease-leaseback transaction, for the purpose of providing Financial Assistance for the acquisition, construction and equipping of the Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the sale-leaseback or lease-leaseback transaction.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the sale-leaseback or lease-leaseback transaction, and the development of

the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3.

Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall assist the Company in the acquisition, construction and equipping of the Facility and will provide the Financial Assistance with respect thereto.

Section 4.

The Company is herewith and hereby appointed the agent of Agency to acquire, construct and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as Exhibit C to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the sale-leaseback transaction or lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the sale-leaseback transaction or lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

STATE OF NEW YORK)
 : ss.:
COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the City of Utica Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on March 1, 2016 at 8:30 a.m., local time, at Utica, New York which the following members were:

Members Present: Joseph Hobika, Sr., Vin Gilroy, John Buffa,
Emmett Martin

Also Present: Jack Spaeth (Executive Director), Laura Ruberto
(BS&K – Agency Counsel), Bill Flanigan (Trenton Road, LLC), Fred
Swayze – NE Regional Council of Carpenters

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

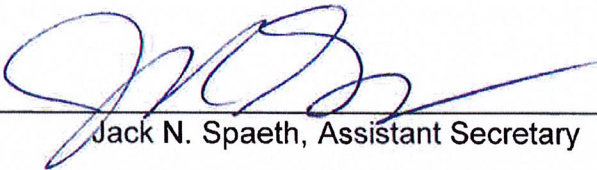
Joseph Hobika voting aye;
John Buffa voting aye;
Emmett Martin voting aye; and
Vincent Gilroy, Jr. voting aye.

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 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 duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of November 2016.



Jack N. Spaeth, Assistant Secretary

EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the City of Utica Industrial Development Agency (the "Agency") on the 29th day of March 2016 at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York, in connection with the following matters:

Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative.

The Applicant will transfer the Facility to Colonial Deerfield, LLC (the "Company") and the Company will operate and/or manage the Facility. The Company will lease the Facility to the Agency for a term of approximately twelve (12) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term, and the Company will further sublease portions of the Facility to residential tenants to be determined from time to time. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property tax for a period of twelve (12) years during which time the Company will pay as PILOT Payments no taxes during years 1-3, 15% of taxes during years 4-5, 20% of taxes during years 6-8, 25% of taxes during years 9-10 and 30% of taxes during years 11-12, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

Dated: _____, 2016

By: /s/ Joseph H. Hobika, Sr., Chairman

EXHIBIT B

MINUTES OF PUBLIC HEARING

City of Utica Industrial Development Agency
2016 Real Estate Lease
Colonial Deerfield, LLC Facility

1. _____, _____ of the City of Utica Industrial Development Agency (the "Agency"), called the hearing to order.
2. The _____ then appointed _____, Secretary of the Agency, to record the minutes of the hearing.
3. The _____ then described the proposed project and related financial assistance as follows:

Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative.

The Applicant will transfer the Facility to Colonial Deerfield, LLC (the "Company") and the Company will operate and/or manage the Facility. The Company will lease the Facility to the Agency for a term of approximately twelve (12) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term, and the Company will further sublease portions of the Facility to residential tenants to be determined from time to time. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property tax for a period

of twelve (12) years during which time the Company will pay as PILOT Payments no taxes during years 1-3, 15% of taxes during years 4-5, 20% of taxes during years 6-8, 25% of taxes during years 9-10 and 30% of taxes during years 11-12, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein. A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

4. The _____ then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The _____ then asked if there were any further comments, and, there being none, the hearing was closed at ____ a.m.

(Assistant) Secretary

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

I, the undersigned Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the City of Utica Industrial Development Agency (the "Issuer") on _____, 2016 at _____ a.m. local time, at _____, _____, New York _____ with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____, 2016.

Secretary

EXHIBIT C

(To be copied onto IDA letterhead and delivered
to the Company, when appropriate.)

_____, 2016

Michael J. Uccellini, Member
Colonial Deerfield, LLC
300 Jordan Road
Troy, New York 12180

RE: *City of Utica Industrial Development Agency
2016 Lease-Leaseback Transaction (Colonial Deerfield, LLC Facility)*

Dear Mr. Uccellini:

Pursuant to resolutions duly adopted on March 1, 2016 and on April 5, 2016, the City of Utica Industrial Development Agency (the "Issuer") appointed Colonial Deerfield, LLC, on behalf of itself and/or the principals of Colonial Deerfield, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") the true and lawful agent of the Issuer to enter into a transaction in which the Issuer will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative.

It is the intent of the Issuer that this agency appointment include, from the effective date of such appointment, authority to purchase, lease and otherwise use on behalf of the Issuer all materials, equipment, goods, services and supplies to be incorporated into and made an integral part of the Facility and also include the following activities as they relate to the construction and equipping of the Facility, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of the Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction and equipping of the Facility; (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used

in connection with the construction and equipping of the Facility including all utility services and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. Construction contracts, purchase orders and other agreements relating to the project should be executed by the Company, or any sub-agent appointed by the Company, as agent of the Issuer. Also, purchases must be billed or invoiced by the vendor to the Company, or any sub-agent appointed by the Company, as agent of the Issuer (e.g. "Colonial Deerfield, LLC as agent for the City of Utica Industrial Development Agency"). The supplier or vendor should identify the Facility as the "**Colonial Deerfield, LLC Facility**" on each bill or invoice and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the City of Utica Industrial Development Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the Facility must also execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors and the Agency will execute and file with New York State. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of constructing and equipping the Facility, and shall only then be authorized to use Form ST-123 as described above. **Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.**

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent must claim the sales tax

exemption for construction materials by giving their vendors a completed "Contractor Exempt Purchase Certificate" (Form ST-120.1) checking box (a).

You should be aware that the New York State General Municipal Law requires you to file with the New York State Department of Taxation and Finance Form ST-340 (Annual Report of Sales and Use Tax Exemptions Claimed by Agent/Project Operator of Industrial Development Agency/Authority) regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to this Project. This statement must be filed on an annual basis for as long as the Company is claiming a sales tax exemption. **The penalty for failure to file such statement is the removal of your authority to act as an agent.**

The value of exemptions from sales and use taxes on materials and equipment authorized by the Agency is estimated at \$966,000 but shall not exceed \$1,073,300 in the aggregate. If the exemptions claimed by the Company on Form ST-340 exceed \$1,073,300, the amount currently authorized by the Agency, the Agency is required to recapture the state portion of sales tax.

The aforesaid appointment of the Company as agent of the Issuer to construct and equip the Facility shall expire on March 1, 2017. If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

[Nothing further on this page]

Please sign and return a copy of this letter for our files.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: _____
Jack N. Spaeth, Executive Director

ACCEPTED and AGREED

COLONIAL DEERFIELD, LLC

By: _____
Name:
Title:

STATE OF NEW YORK)
)ss
County of Oneida)

Patricia Zehr _____ of the City of Utica, in said

county, being duly sworn, says she is the Principal Clerk of the Utica Observer-Dispatch the Publishers of (Observer-Dispatch), a daily newspaper printed and published in the city of Utica, County and State aforesaid, and that an advertisement of which the attached is a copy, cut from the columns of said paper has been regularly published in said paper on each of the following dates:

3/16/16

Patricia Zehr

Sworn to before me this

16 day of March 2016

Theresa B. McFadden

NOTARY PUBLIC ONEIDA CO., N.Y.

THERESA B MCFADDEN
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MC6303520
Qualified in Madison County
My Commission Expires May 12, 2018

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law will be held by the City of Utica Industrial Development Agency (the "Agency") on the 29th day of March 2016, at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York, in connection with the following matters:

Trenton Road, LLC, or behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of: (i) a total of 181 garden style apartments and townhomes; (ii) a community clubhouse building and outdoor pool; (iii) private garages, patios, and gathering spaces; and (iv) all infrastructure to support the same (collectively, the "Improvements") situated on a approximately 25.70± acre parcel of land located at 177 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements, and the Equipment is referred to collectively as the "Facility" in the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County Vision 2020 Initiative.

The Applicant will transfer the Facility to Colonial Deerfield, LLC (the "Company") and the Company will operate and manage the Facility. The Company will lease the Facility to the Agency for a term of approximately twenty (20) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term and the Company will further sublease portions of the Facility to residential tenants to be determined from time to time. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from local recording tax and abatement of real property taxes for a period of ten (10) years, which the Company will pay as PILOT Payments. Taxes during years 1-3/16 of taxes during years 4-8, 20% of taxes during years 9-10 and 30% of taxes during years 11-12, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy to be more particularly described in Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views favor or opposed to either the proposed financial assistance to the Company or the location of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency including an analysis of costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA
INDUSTRIAL
DEVELOPMENT AGENCY
By: /s/ Joseph H. Hobika,
Chairman
Dated: March 14, 2016
OD: 3/18/2016

MINUTES OF PUBLIC HEARING

City of Utica Industrial Development Agency 2016 Real Estate Lease Colonial Deerfield, LLC Facility


1. Jack N. Spaeth, Executive Director, of the City of Utica Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Executive Director, also being the Assistant Secretary of the Agency, recorded the minutes of the hearing.
3. The Executive Director then described the proposed project and related financial assistance as follows:

Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative.

The Applicant will transfer the Facility to Colonial Deerfield, LLC (the "Company") and the Company will operate and/or manage the Facility. The Company will lease the Facility to the Agency for a term of approximately twelve (12) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term, and the Company will further sublease portions of the Facility to residential tenants to be determined from time to time. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property tax for a period of twelve (12) years during which time the Company will pay as PILOT Payments no taxes during years 1-3, 15% of taxes during years 4-5,

20% of taxes during years 6-8, 25% of taxes during years 9-10 and 30% of taxes during years 11-12, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein. A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

4. The Executive Director then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at 10:07 a.m.



Assistant Secretary

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the City of Utica Industrial Development Agency (the "Issuer") on March 29, 2016 at 9:30 a.m. local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of November 17, 2016.



Assistant Secretary

Ruberto, Laura

From: Jack Spaeth <jspaeth@cityofutica.com>
Sent: Tuesday, March 29, 2016 11:58 AM
To: Ruberto, Laura
Subject: Deerfield Place
Attachments: PH statement mw.pdf

Laura:

The following is a list of attendees at the public hearing for the Deerfield Place project:

Jack Spaeth
Bill Flanigan

Members of the Northeast Regional Council of Carpenters

Muhamed Kudra
Samir Kudra
Matthew Yager
Russell Usyk
William Godemann
Dave Majka
Aaron Morczek
Henryk Widomski
Dominick Dangelo
Mike Massarotti
Hector Cordero
Mark McElwain
Mike Wolfe
Bill Maxim
Fred Swayze

Attached is a written statement from Mike Wolfe.

All were in favor of the project but asked that local construction workers (union or not) be considered for the project

Jack

Jack N. Spaeth
Executive Director
Utica Industrial Development Agency
1 Kennedy Plaza
Utica, New York 13502
315-792-0195 office
315-797-6607 fax
315-534-4997 mobile

MEMO

To: All Concerned Parties
From: Mike Wolfe
Date: March 29, 2016
Regarding: Deerfield Housing Project

I am writing in regards to the proposed pilot program involving the Deerfield Housing Project. I am a city resident and tax payer and have several concerns regarding this issue.

It has come to my attention that the management company for the project plans to use both management personnel and labor from outside the area. It is my understanding that Trinity Builders out of Wilmington, MA has been retained for the construction. Colonial Deerfield, the management company, is based out of Rensselaer County.

I am in favor of the project itself. However with the use of a labor force outside the area not only does the local workforce remain repressed but we lose the associated sales tax that comes with local wages. If our development agencies would endeavor to engage local labor and companies, it would truly develop our region by maximizing the use of the skills and knowledge of the people right here. That would be worth supporting.

Oneida County realized a considerable tax deficit in this last fiscal year. The requested tax breaks span 12 years and involves hundreds of thousands of dollars. Of the \$20 million this development is expected to cost, the realized gain for our area is a handful of local jobs during the construction phase, and when the construction is over: a total of 5 part time – full time jobs with *salaries up to \$25,000 per year* and a \$20 million dollar development paying no property taxes.

Perhaps if we could attach language that enforced the use of our area resources such as construction organizations and / or union work forces to the incentive program we could bring greater benefits to this area. We need to keep as much of the realized capital (wages, materials, living expenses) from this project as possible right here at home. In so doing we provide our local residents with both a better quality of life and the hope of a secure financial future.

I have read Oneida County's Vision 20/20 mission statement and realize the need for this kind of project. However, I strongly encourage our local development agencies and elected officials to find ways to compensate the area tax payers before giving away a large portion of our anticipated tax proceeds for the coming future.

Mike Wolfe

Re: CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

STATE OF NEW YORK)
) SS:
COUNTY OF ONEIDA)

Jack N. Spaeth, being duly sworn, deposes and says:

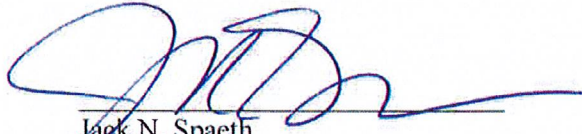
On March 16, 2016 he personally deposited into a mail box regularly maintained by the United States Government, a copy of the Notice of Public Hearing to be held on the 29th day of March 2016 at 9:30AM local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, City of Utica, Oneida County, New York 13502 relating to the **Trenton Road, LLC/Colonial Deerfield, LLC Facility**, copies of said Notices are attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

Anthony J. Picente, Jr.
Oneida County Executive
Oneida County Office Building
800 Park Avenue
Utica, New York 13501

Robert Palmieri
Mayor, City of Utica
One Kennedy Plaza
Utica, New York 13502

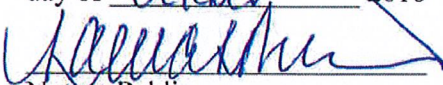
Christopher Salatino, President
Board of Education
Utica City School District
106 Memorial Parkway
Utica, New York 13501

Bruce Karam, Superintendent
Utica City School District
106 Memorial Parkway
Utica, New York 13501



Jack N. Spaeth

Sworn to before me this 25th
day of October 2016



Notary Public

LAURA S. RUBERTO
Notary Public, State of New York
Appointed in Oneida County
Reg. No. 01RU5031396
Commission Expires August 1, 2018



CITY OF UTICA

Utica Industrial Development Agency
1 Kennedy Plaza, Utica, New York 13502
(315)792-0195 fax: (315)797-6607

ROBERT PALMIERI
MAYOR

JOSEPH HOBIKA
CHAIRMAN

JACK SPAETH
EXECUTIVE DIRECTOR

March 16, 2016

Anthony J. Picente, Jr.
Oneida County Executive
800 Park Avenue
Utica NY 13501

Re: *Trenton Road, LLC/Colonial Deerfield, LLC*

Dear Mr. Picente:

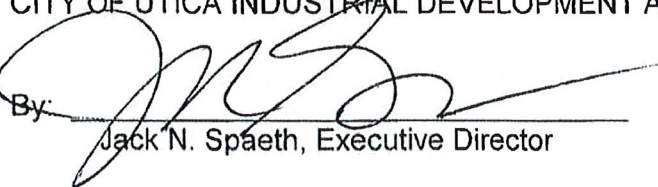
On March 29, 2016 at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York 13502, the City of Utica Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for Trenton Road, LLC/Colonial Deerfield, LLC. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to *Observer-Dispatch* for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Jack Spaeth at the Agency at telephone number 792-0195.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: 
Jack N. Spaeth, Executive Director



CITY OF UTICA

Utica Industrial Development Agency
1 Kennedy Plaza, Utica, New York 13502
(315)792-0195 fax: (315)797-6607

ROBERT PALMIERI
MAYOR

JOSEPH HOBIKA
CHAIRMAN

JACK SPAETH
EXECUTIVE DIRECTOR

March 16, 2016

Robert Palmieri, Mayor
City of Utica
One Kennedy Plaza
Utica NY 13502

Re: *Trenton Road, LLC/Colonial Deerfield, LLC*

Dear Mayor Palmieri:

On March 29, 2016 at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York 13502, the City of Utica Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for Trenton Road, LLC/Colonial Deerfield, LLC. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to *Observer-Dispatch* for publication.

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Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Jack Spaeth at the Agency at telephone number 792-0195.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: 

Jack N. Spaeth, Executive Director

c: Patricia A. Lindsey, City Clerk



CITY OF UTICA

Utica Industrial Development Agency
1 Kennedy Plaza, Utica, New York 13502
(315)792-0195 fax: (315)797-6607

ROBERT PALMIERI
MAYOR

JOSEPH HOBICA
CHAIRMAN

JACK SPAETH
EXECUTIVE DIRECTOR

March 16, 2016

Christopher Salatino, President
Board of Education
Utica City School District
106 Memorial Parkway
Utica, New York 13501

Re: *Trenton Road, LLC/Colonial Deerfield, LLC*

Dear Mr. Salatino:

On March 29, 2016 at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York 13502, the City of Utica Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for Trenton Road, LLC/Colonial Deerfield, LLC. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to *Observer-Dispatch* for publication.

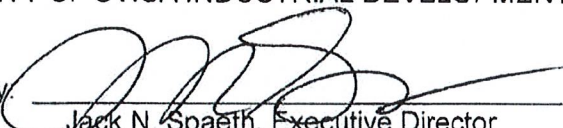
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Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Jack Spaeth at the Agency at telephone number 792-0195.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By


Jack N. Spaeth, Executive Director



CITY OF UTICA

Utica Industrial Development Agency
1 Kennedy Plaza, Utica, New York 13502
(315)792-0195 fax: (315)797-6607

ROBERT PALMIERI
MAYOR

JOSEPH HOBIKA
CHAIRMAN

JACK SPAETH
EXECUTIVE DIRECTOR

March 16, 2016

Bruce Karam, Superintendent
Utica City School District
106 Memorial Parkway
Utica, New York 13501

Re: *Trenton Road, LLC/Colonial Deerfield, LLC*

Dear Mr. Karam:

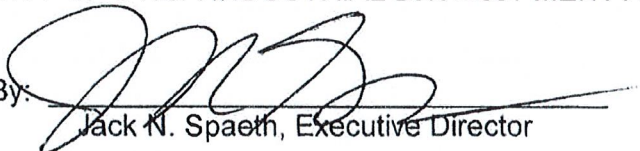
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You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Jack Spaeth at the Agency at telephone number 792-0195.

Very truly yours,

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

By: 
Jack N. Spaeth, Executive Director

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the City of Utica Industrial Development Agency (the "Agency") on the 29th day of March 2016 at 9:30AM, local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York, in connection with the following matters:

Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Applicant") has applied to the City of Utica Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the construction of (i) a total of 156 garden style apartments and townhomes (ii) a community clubhouse building and outdoor pool, (iii) private garages, patios, and gathering spaces, and (iv) all infrastructure to service the same (collectively, the "Improvements"), situated on an approximately 25.70± acre parcel of land located at 1776 Independence Way, City of Utica, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment") (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, construction and equipping of the Facility is referred to collectively as the "Project"). The Facility will be used for market rate rental housing and will help satisfy the need for such housing identified in Oneida County's Vision 20/20 Initiative.

The Applicant will transfer the Facility to Colonial Deerfield, LLC (the "Company") and the Company will operate and/or manage the Facility. The Company will lease the Facility to the Agency for a term of approximately twelve (12) years (the "Lease Term"). The Agency will lease the Facility back to the Company for the Lease Term, and the Company will further sublease portions of the Facility to residential tenants to be determined from time to time. At the end of the Lease Term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales tax, exemptions from mortgage recording tax and abatement of real property tax for a period of twelve (12) years during which time the Company will pay as PILOT Payments no taxes during years 1-3, 15% of taxes during years 4-5, 20% of taxes during years 6-8, 25% of taxes during years 9-10 and 30% of taxes during years 11-12, which financial assistance is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

Dated: March 14, 2016

By: /s/ Joseph H. Hobika, Sr., Chairman