

RESOLUTION OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION IN CONNECTION WITH A SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION FOR THE DOYLE HARDWARE BUILDING, LLC FACILITY, APPOINTING DOYLE HARDWARE BUILDING, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON ITS BEHALF AS AGENT OF THE ISSUER FOR THE PURPOSE OF RENOVATING, REHABILITATING AND EQUIPPING THE FACILITY, AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT.

WHEREAS, Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") 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 acquisition, rehabilitation and renovation of an existing ±83,000 square foot, four-story building (the "Improvements") situated on two parcels of land totaling 1.108± acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment referred to collectively as the "Facility"), including, without limitation, the following as they relate to the renovation, rehabilitation and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the renovation, rehabilitation and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with renovation, rehabilitation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building; and

WHEREAS, the Company owns the Facility and will lease the Facility to the Agency; and

WHEREAS, the Facility will be leased back to the Company or such other person as may be designated by the Company and agreed upon by the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 710 of

the Laws of 1981 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Company will sublease portions of the Facility to retail and/or commercial and/or residential tenants, to be determined;

WHEREAS, based on representations made by the Company, less than one-third of the total cost of the Project will be attributed to portions of the Facility that are primarily used in making retail sales to customers who personally visit the Facility; and

WHEREAS, the County of Oneida has released a study entitled, *Oneida County Vision 2020 – Path Toward Prosperity Initiative* (the "Vision 2020 Study"), in which it identifies certain types of housing that need to be filled to meet the demands of changing population and workplace demographics within Oneida County; and

WHEREAS, representations made by the Company in its Application for Financial Assistance indicate that the Project will help to fill the need for housing identified in the Vision 2020 Study in the following respects:

- The Project will provide modern residential units and urban lofts in downtown Utica at a price that is affordable to middle income professionals;
- The Project will increase the density and residential stock in downtown Utica;
- The Project will provide housing options for residents of downtown Utica as well as individuals looking to relocate to downtown Utica;
- The Project includes a restaurant, which will serve as a destination for local residents and visiting tourists;
- The Project incorporates a parking lot, alleviating the demand for parking in downtown Utica; and

WHEREAS, based upon representations made by the Company in the Application, the Agency considered the following factors in reviewing the request for financial assistance:

- The adaptive reuse of the building after sitting fallow for 5 years
- The amount of private sector investment generated or likely to be generated by the proposed project
- The economic condition of the area at the time of the application
- The impact of the proposed project on existing and proposed businesses and economic development projects in the City
- The likelihood of accomplishing the proposed project in a timely fashion

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 and use taxes on materials and equipment purchased in connection with the renovation of the Facility, the value of which is estimated at \$472,986.46 but shall not exceed \$520,285.00; and
- Exemptions from mortgage recording taxes, the value of which is estimated at \$69,750.00; and
- Abatement of real property taxes for a period of twelve years, the value of which is estimated at \$653,066.00, during which time the Company will make the following payments:

Yr 1	no taxes
Yr 2 – Yr 8	100% of taxes on base assessment*
Yr 9	100% of taxes on base assessed value + 20% of taxes on increase between base and final assessments **
Yr 10	100% of taxes on base assessed value + 40% of taxes on increase between base and final assessments
Yr 11	100% of taxes on base assessed value + 60% of taxes on increase between base and final assessments
Yr 12	100% of taxes on base assessed value + 80% of taxes on increase between base and final assessments
Yr 13	Full taxes based on final assessment

\* Base assessed value is equal to the assessed value in 2017

\*\* Final assessed value is equal to assessed value upon completion of Project as determined by City Assessor

which financial assistance represents 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, 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 tax benefits, 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 or lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility in the County 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 renovation, rehabilitation and equipping of the Facility and the financing thereof by the Agency, through the sale or lease of the Facility to the Company by the Agency pursuant to a sale-leaseback or lease-leaseback transaction, 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 or lease-leaseback transaction, for the purpose of financing the costs of the renovation, rehabilitation and equipping of the Facility, together with necessary incidental expenses in connection therewith 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.
- (c) The Project will promote employment opportunities and prevent economic deterioration in the area served by the Agency by filling

the demand for market rate housing units described in the Vision 2020 Study and providing quality housing for employers to attract a quality workforce to the region.

- 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 (i) renovate, rehabilitate and equip the Facility, (ii) lease (with an obligation to purchase) or sell the Facility to the Company pursuant to an agreement by and between the Agency and the Company whereby the Company will be obligated, among other things, to make payments to or for the account of the Agency.
- Section 4. The Company is herewith and hereby appointed the agent of the Agency to renovate, rehabilitate, equip and complete 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 renovate, rehabilitate, equip and complete 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 and Agency Counsel in connection with the sale-leaseback 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 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 }  
COUNTY OF ONEIDA } ss:

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency DOES 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 September 5, 2017 at 8:30 a.m. local time, at Utica, New York which the following members were:

**Members Present:** John Buffa, Vin Gilroy, John Zegarelli

**Also Present:** Jack Spaeth (Executive Director), Linda E. Romano, Esq. (Bond, Schoeneck & King, PLLC), Jeff Foster, Sarah Stevens

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

John Buffa voting aye;  
Vincent Gilroy, Jr. voting aye; and  
John Zegarelli 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 19<sup>th</sup> day of October 2017.



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 \_\_\_\_ day of \_\_\_\_\_ 2017 at \_\_\_\_ a.m., local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York in connection with the following matters:

Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation and renovation of an existing ±83,000 square foot, four-story building (the "Improvements") situated on two parcels of land totaling 1.108± acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. 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 and use taxes, exemptions from mortgage recording taxes and abatement of real property taxes for a period of twelve years, which proposed financial assistance represents 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 Facility, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: \_\_\_\_\_, 2017

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

## EXHIBIT B

MINUTES OF PUBLIC HEARING HELD ON \_\_\_\_\_, 2017

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY  
2017 LEASE-LEASEBACK TRANSACTION  
(DOYLE HARDWARE BUILDING, LLC FACILITY)

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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 financial assistance and the location and nature of the Facility as follows:

Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation and renovation of an existing  $\pm 83,000$  square foot, four-story building (the "Improvements") situated on two parcels of land totaling  $1.108\pm$  acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. 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 and use taxes, exemptions from mortgage recording taxes and abatement of real property taxes for a period of twelve years, which proposed financial assistance represents 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 Facility, 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. The following 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 \_\_\_\_\_ AM.

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Jack N. Spaeth, 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 "Agency") on \_\_\_\_\_, 2017 at \_\_\_\_\_, local time, at the 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 Agency, 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 Section 147(f) of the Internal Revenue Code of 1986, as amended, and 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 Section 147(f) and 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 \_\_\_\_\_, 2017.

\_\_\_\_\_  
Jack N. Spaeth, Assistant Secretary

## EXHIBIT C

(To be copied on Agency letterhead and delivered to the Company when appropriate.)

\_\_\_\_\_, 2017

Charlie Breuer, Managing Member  
Doyle Hardware Building, LLC  
5112 W. Taft Road, Suite W  
Liverpool, New York 13088

Re: *City of Utica Industrial Development Agency 2017 Lease-Leaseback Transaction  
(Doyle Hardware Building, LLC Facility)*

Dear Mr. Breuer:

Pursuant to a resolution duly adopted on September 5, 2017, the City of Utica Industrial Development Agency (the "Agency") appointed Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, 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 Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation and renovation of an existing  $\pm 83,000$  square foot, four-story building (the "Improvements") situated on two parcels of land totaling  $1.108\pm$  acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, Improvements and Equipment collectively, the "Facility").

It is the intent of the Agency that this agency appointment include, from the effective date of such appointment, authority to purchase, lease and otherwise use on behalf of the Agency 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 renovation, rehabilitation 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 renovation, rehabilitation 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 renovation, rehabilitation 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, the Company, its agents, subagents, contractors and subcontractors, should give the supplier or vendor a copy of this letter to show that the Company, its agents, subagents, contractors and subcontractors are each acting as agent for the Agency. 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 Agency. 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 Agency (e.g. "Doyle Hardware Building, LLC as agent for the City of Utica Industrial Development Agency"). The supplier or vendor should identify the Facility as the "**Doyle Hardware Building, 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 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. 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 acquiring, renovating and equipping the Facility. **Failure to comply with these requirements may result in loss of sales tax exemptions for the Facility.**

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

Charlie Breuer

\_\_\_\_\_, 2017

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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 currently authorized by the Agency is estimated at \$472,986.46 but shall not exceed \$520,285.00 in the aggregate. If the exemptions claimed by the Company exceed \$520,285.00 it may subject the Company to recapture of sales tax by New York State.

The aforesaid appointment of the Company as agent of the Agency to renovate, rehabilitate and equip the Facility shall expire on September 5, 2018. 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.

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**

**DOYLE HARDWARE BUILDING, LLC**

By: \_\_\_\_\_  
Charlie Breuer  
Managing Member

TO: All Contractors, Subcontractors,  
Suppliers and Vendors, etc. of  
Doyle Hardware Building, LLC

Attached please find a "Contract in Lieu of Exemption Certificate" (the "Contract") which will serve as documentation for not charging Doyle Hardware Building, LLC (the "Company") sales or use tax in connection with any purchase, lease, rental or other use of materials, equipment, goods, services or supplies at the facility to be owned or leased by the City of Utica Industrial Development Agency (the "Agency") and described in Addendum A to the aforesaid Contract (the "Facility").

Also attached is a letter signed by the Agency appointing the Company as its agent for the purpose of renovating, rehabilitating and equipping the Facility. This letter authorizes the Company to delegate its authority as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company authorizes.

In accordance with the authority granted to the Company by the Agency, you are hereby appointed as agent of the Agency for the purpose of making purchases or leases of materials, equipment, goods, services and supplies with respect to the Facility. **Your appointment as agent of the Agency is contingent upon your completing the attached Form ST-60 and returning it to us and the Form ST-60 then being filed by the Agency with the New York State Department of Taxation and Finance.**

Very truly yours,

DOYLE HARDWARE BUILDING, LLC

By: \_\_\_\_\_  
Name:  
Title:

cc: City of Utica Industrial Development Agency



## CONTRACT IN LIEU OF EXEMPTION CERTIFICATE

This Contract is entered into by and between **DOYLE HARDWARE BUILDING, LLC** (the "Company"), as agent for and on behalf of the City of Utica Industrial Development Agency, a public benefit corporation and a governmental agency of the State of New York (the "Agency") in connection with the renovation, rehabilitation, equipping and completion of the facility described in Addendum A hereto (the "Facility") and the contractor or the subcontractor more particularly described on page 2 hereof (the "Contractor").

Pursuant to the authority granted to the Company, as agent of the Agency, the Contractor is hereby appointed agent of said Agency for purposes of completing, executing or otherwise carrying out the obligations imposed under this Contract.

The Contractor acknowledges that the Agency has acquired or will acquire title to or a leasehold interest in the Facility and the Agency is a public benefit corporation and governmental entity of the State of New York. By reason of such status, Agency and its agents acting on its behalf are exempt from payment of all New York State and local sales and use taxes on the purchase or lease of all materials, equipment, goods, services and supplies incorporated into and made an integral component part of any structure, building or real property which becomes the property of Agency, and all equipment, machinery and other tangible personal property (including installation costs with respect thereto) which becomes the property of Agency or in which the Agency has a leasehold interest. In addition, Agency and its agents acting on its behalf are exempt from all sales and use taxes arising out of or connected with the following, as they relate to performance under this Contract: (i) purchases, leases, rentals and other uses of tools, machinery and equipment, and (ii) purchases, leases, rentals, uses or consumption of supplies, goods, materials and services of every kind and description; provided, however, that exemption from sales and use tax with respect to clauses (i) and (ii) above shall apply only if the Contractor is then acting as agent for Agency under the terms of this Contract.

Pursuant to these exemptions from sales and use taxes, the Contractor shall not include such taxes in its contract price, bid, or reimbursable costs, as the case may be. If the Contractor does not comply with the requirements for sales and use tax exemptions, as described above, then it shall be responsible for and pay any and all applicable New York State sales and use taxes, and no portion thereof shall be charged or billed to the Agency or the Company directly or indirectly, the intent of this Contract being that neither Agency nor the Company shall be liable for any of the sales or use taxes described above. This Contract may be accepted by the Contractor in lieu of an exemption certificate, and the Contractor shall retain a copy hereof to substantiate the sales and use tax exemption.

The aforesaid appointment of the Company as agent of the Agency to renovate, rehabilitate and equip the Facility shall expire at the earlier of (a) the completion of

such activities and improvements, or (b) September 5, 2018, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Based upon representations made by the Company in its Application for Financial Assistance, the value of exemptions from sales and use taxes on materials and equipment authorized by the Agency is estimated at \$472,986.46 but shall not exceed \$520,285.00. If the exemptions claimed by the Company exceed \$520,285.00 it may subject the Company to recapture of sales tax by New York State.

The Agency shall have the right to assign this Contract to the Company by written notice to the Contractor and without written consent of the Contractor, in which case Agency shall be relieved of all obligations hereunder. In the event of such assignment, all applicable sales and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

OWNER:

DOYLE HARDWARE BUILDING, LLC

[Insert name of Contractor or  
Subcontractor]

as agent for and on behalf of the City of  
Utica Industrial Development Agency

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

DATE: \_\_\_\_\_

DATE: \_\_\_\_\_

Address of Contractor or  
Subcontractor:

cc: City of Utica Industrial Development Agency

## ADDENDUM A

### DESCRIPTION OF THE FACILITY

The acquisition, rehabilitation and renovation of an existing ±83,000 square foot, four-story building (the "Improvements") situated on two parcels of land totaling 1.108± acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, Improvements and Equipment collectively, the "Facility").

RESOLUTION OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF DOYLE HARDWARE BUILDING, LLC WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, Doyle Hardware Building, LLC (hereinafter referred to as the "Company") has presented an application (the "Application") to the City of Utica Industrial Development Agency (the "Agency") requesting that the Agency provide financial assistance relating to the renovation and rehabilitation of an existing ±83,000 square foot, four-story building (the "Improvements") situated on two parcels of land totaling 1.108± acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment are referred to collectively as the "Facility" and the renovation, rehabilitation and equipping of the Facility is referred to as the "Project"); 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the renovation, rehabilitation and equipping of the Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the renovation, rehabilitation and equipping of the Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, pursuant to the Regulations, the Agency has examined the EAF order to make a determination as to the potential environmental significance of the Facility.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, and based further upon the Agency's knowledge of the area surrounding the Facility and such further investigation of the Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Facility:

- (A) The Facility is as described in the Application and the EAF;

(B) The Facility constitutes an "Unlisted Action" (as defined in the Regulations);

(C) No potentially significant impacts on the environment are noted in the EAF for the Facility, and none are known to the Agency;

(D) The Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;

(E) The Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);

(F) The Facility will not conflict with the community's current plans or goals as officially approved or adopted;

(G) The Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;

(H) The Facility will not result in a major change in the use of either the quantity or type of energy;

(I) The Facility will not result in the creation of a hazard to human health;

(J) The Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;

(K) The Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;

(L) The Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;

(M) The Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7(c).

Section 2. The Agency hereby determines that the Facility will not have a significant impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the Facility. As a result, the Agency has prepared a negative declaration with respect to the Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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 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 Board of Directors of the Agency duly convened in public session on September 5, 2017 at 8:30 a.m. local time, at One Kennedy Plaza, Utica, New York at which the following members were:

**Members Present:** John Buffa, Vin Gilroy, John Zegarelli

**Also Present:** Jack Spaeth (Executive Director), Linda E. Romano, Esq. (Bond, Schoeneck & King, PLLC), Jeff Foster, Sarah Stevens

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

John Buffa voting aye;  
Vincent Gilroy, Jr. voting aye; and  
John Zegarelli voting aye.

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all directors 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 as of the 19<sup>th</sup> day of October 2017.

  
Assistant Secretary



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:

9/15/17

*Patricia Zehr*

Sworn to before me this

15<sup>th</sup> day of September 2017

*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, 2017

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 28th day of September 2017 at 9:30 a.m., local time at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York in connection with the following matters:

Doyin Hardware Building LLC, on behalf of itself and the principals of Doy Hardware Building LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation or renovation of an existing 23,000 square foot, four story building (the "Improvements") situated on two parcels of land totaling 1.108± acres in the aggregate, located at 322 - 3; Main Street and 330 - 3; Main Street, City of Utica Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create retail and commercial and/or residential space, all for lease to commercial and/or retail and residential tenants and to enhance economic development and retain employment in downtown Utica (the "Facility"). The Equipment referred to collectively as the "Facility". The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. 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 and use taxes, exemptions from mortgage recording tax and abatement of real property taxes for a period of two years, which proposed financial assistance represents deviation from the Agency 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 comment from all persons with views favor of or opposed to all 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 Facility, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA  
INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: September 13, 2017  
By: *Joseph H. Hobl*  
Sr. Chairman

09/15/2017

MINUTES OF PUBLIC HEARING HELD ON SEPTEMBER 26, 2017

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY  
2017 LEASE-LEASEBACK TRANSACTION  
(DOYLE HARDWARE BUILDING, LLC FACILITY)

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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 financial assistance and the location and nature of the Facility as follows:

Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation and renovation of an existing  $\pm 83,000$  square foot, four-story building (the "Improvements") situated on two parcels of land totaling  $1.108\pm$  acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. 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 and use taxes, exemptions from mortgage recording taxes and abatement of real property taxes for a period of twelve years, which proposed financial assistance represents 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 Facility, 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. The following is a listing of the persons heard and a summary of their views:

None.

5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at 9:30 AM.



Jack N. Spaeth, Assistant Secretary

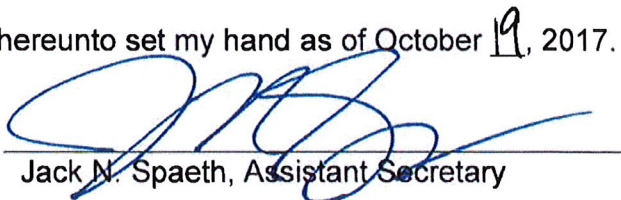
STATE OF NEW YORK        )  
                                      : SS.:  
COUNTY OF ONEIDA        )

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 "Agency") on September 26, 2017 at 9:00 a.m. local time, at the 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 Agency, 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 Section 147(f) of the Internal Revenue Code of 1986, as amended, and 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 Section 147(f) and 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 October 19, 2017.

  
\_\_\_\_\_  
Jack N. Spaeth, Assistant Secretary

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 September 14, 2017 he deposited in a post office box regularly maintained by the United States Government in the City of Utica, New York, a copy of a Notice of Public Hearing regarding the **Doyle Hardware Building, LLC Facility**, regarding a meeting to be held on October 3, 2017 at 8:30AM, local time, at Utica City Hall, 1 Kennedy Plaza, City of Utica, Oneida County, New York 13502, copy of said Notice is 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 M. 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 14<sup>th</sup>  
day of September 2017

  
Notary Public

KATHRYN FESTINE HARTNETT  
Notary Public, State of New York  
Registration #02HA6336698  
Qualified In Oneida County  
Commission Expires Feb. 8, 2020



ROBERT PALMIERI  
MAYOR

# CITY OF UTICA

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

JOSEPH HOBICA, SR  
CHAIRMAN

JACK SPAETH  
EXECUTIVE DIRECTOR

September 14, 2017

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

Re: *Doyle Hardware Building, LLC*

Dear Mr. Picente:

On September 26, 2017 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 Doyle Hardware Building, 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 315-792-0195.

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, SR  
CHAIRMAN

JACK SPAETH  
EXECUTIVE DIRECTOR

September 14, 2017

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

Re: *Doyle Hardware Building, LLC*

Dear Mayor Palmieri:

On September 26, 2017 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 Doyle Hardware Building, 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 315-792-0195.

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, SR**  
CHAIRMAN

**JACK SPAETH**  
EXECUTIVE DIRECTOR

September 14, 2017

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

Re: *Doyle Hardware Building, LLC*

Dear Mr. Salatino:

On September 26, 2017 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 Doyle Hardware Building, 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 315-792-0195.

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 HOBICA, SR  
CHAIRMAN

JACK SPAETH  
EXECUTIVE DIRECTOR

September 14, 2017

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

Re: *Doyle Hardware Building, LLC*

Dear Mr. Karam:

On September 26, 2017 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 Doyle Hardware Building, 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 315-792-0195.

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 26th day of September 2017 at 9:30 a.m., local time, at Utica City Hall, Common Council Chambers, First Floor, One Kennedy Plaza, Utica, New York in connection with the following matters:

Doyle Hardware Building, LLC, on behalf of itself and/or the principals of Doyle Hardware Building, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition, rehabilitation and renovation of an existing  $\pm 83,000$  square foot, four-story building (the "Improvements") situated on two parcels of land totaling  $1.108\pm$  acres in the aggregate, located at 322 – 328 Main Street and 330 – 334 Main Street, City of Utica, Oneida County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements (the "Equipment"), all for the adaptive reuse of the Improvements to create 56 market rate residential units and commercial and/or retail space, all for lease to commercial and/or retail and/or residential tenants and to enhance economic development and retain employment in downtown Utica (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially leased, operated and/or managed by the Company.

The Company owns the Facility and will lease the Facility to the Agency, and the Agency will lease the Facility back to the Company. 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 and use taxes, exemptions from mortgage recording taxes and abatement of real property taxes for a period of twelve years, which proposed financial assistance represents 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 Facility, is available for public inspection at the offices of the Agency, One Kennedy Plaza, Utica, New York.

CITY OF UTICA INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: September 13, 2017

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