

**RESOLUTION AUTHORIZING SECOND MODIFICATION TO BASIC DOCUMENTS
FOR THE EXTENSION OF EXPIRATION DATE TO SALES TAX EXEMPTION
MAN REALTY LLC PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York on October 23, 2024 at 12:15 p.m., local time.

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

PRESENT:

Lee E. Eck, Jr.	Vice Chair
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Joseph Better	Member
John F. Maxwell	Member

ABSENT:

Elizabeth Staubach	Chair
Christopher Betts	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Ashley Mohl	Interim Chief Executive Officer
Andrew Corcione	Chief Operating Officer
Andrew Biggane	Director of Finance and Operations, Capitalize Albany Corporation
Renee McFarlin	Senior Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications and Marketing Manager, Capitalize Albany Corporation
Cassidy Roberts	Program Assistant, Capitalize Albany Corporation
Maria Lynch	Executive Assistant
Olivia Sewak	Program Assistant, Capitalize Albany Corporation
Marisa Franchini, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christoper C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Darius Shahinfar, seconded by Anthony Gaddy, to wit:

Resolution No. 1024-_____

RESOLUTION AUTHORIZING THE EXECUTION BY CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN SECOND MODIFICATION AGREEMENT IN CONNECTION WITH THE MAN REALTY LLC PROJECT.

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of

the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 325 of the 1974 Laws of New York, as amended, constituting Section 903-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on July 29, 2022 (the "Closing"), the Agency granted certain financial assistance to Man Realty LLC (the "Company"), a New York State limited liability company, in connection with the following project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 0.29 acre parcel of land located at 244 State Street (Tax Map # 76.24-7-44) in the City of Albany, Albany County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Facility"), (2) the renovation and redevelopment of the Facility and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to constitute an approximately 61 unit residential apartment complex with commercial/retail space to be owned and operated by the Company and any other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms a lease agreement dated as of July 1, 2022 (the "Lease Agreement") by and between the Agency and the Company; and

WHEREAS, simultaneously with the Closing, (A) the Company executed and delivered to the Agency (1) a certain lease to agency dated as of July 1, 2022 (the "Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (2) a certain license agreement dated as of July 1, 2022 (the "License to Agency") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project; and (3) a certain bill of sale dated as of July 1, 2022 (the "Bill of Sale to Agency"), which conveyed to the Agency all right, title and interest of the Company in the Equipment, (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of July 1, 2022 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, (2) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (C) the Agency and the Company executed and delivered the uniform agency project agreement dated as of July 1, 2022 (the "Uniform Agency Project Agreement") by and between the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company; (D) the Agency filed with the assessor and mail to the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of

the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement, (E) the Agency executed and delivered to the Company a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance and (F) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) (the above enumerated documents being collectively referred to as the “Basic Documents”); and

WHEREAS, in order to finance a portion of the costs of the Project, the Company obtained a loan in the aggregate principal sum of up to \$7,050,000 (the “Loan”) from CPC Funding SPE 1 LLC (the “Lender”), which Loan was secured by (1) a Consolidation and Multifamily Acquisition Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (New York) dated as of July 29, 2022 (the “Existing Mortgage”) from the Agency and the Company to the Lender; (2) a Multifamily Construction Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (New York) dated as of July 29, 2022 (the “First Mortgage”) from the Agency and the Company to the Lender; (3) Multifamily Project Loan Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (New York) dated as of July 29, 2022 (the “Second Mortgage,” and, together with the Existing Mortgage and the First Mortgage, the “Mortgage”) from the Agency and the Company to the Lender; and (4) Assignment of Rents and Leases dated as of July 1, 2022 (the “Assignment of Rents”) from the Agency and the Company to the Lender; and

WHEREAS, on November 23, 2023, the Company requested that the Agency modify the terms of the Basic Documents in order to extend the Completion Date (as defined in the Basic Documents) from December 31, 2023 to August 31, 2024 (the “Modification”); and

WHEREAS, by resolution adopted by the members of the Agency on December 14, 2023 (“Resolution Authorizing Modification to Basic Documents”), to accommodate the Modification, the Agency determined to enter into a certain modification agreement in connection thereto; and

WHEREAS, on or about June, 2024, the Company and the Agency entered into a modification agreement dated as of June 1, 2024 (the “Modification Agreement”), which Modification Agreement extended the Completion Date from December 31, 2023 to August 31, 2024; and

WHEREAS, due to delivery delays, the Company has again requested, pursuant to the correspondence attached hereto as Exhibit A, that the Agency modify the terms of the Basic Documents, as amended pursuant to the Modification Agreement, in order to extend the Completion Date from August 1, 2024 to February 28, 2025 (the “Second Modification”); 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” and collectively with the SEQR Act, “SEQRA”), it appears that the Second Modification constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Second Modification, the Agency hereby makes the following determinations:

(A) The Second Modification constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c), (26), and therefor that, pursuant to 6 NYCRR 617.6(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Second Modification.

(B) That since compliance by the Agency with the Second Modification will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Second Modification.

Section 2. Subject to (A) compliance with the terms and conditions in the Basic Documents, (B) evidence of current certificates of insurance acceptable to the Agency, and (C) payment by the Company of all fees and expenses of the Agency in connection with the delivery of the Second Modification Agreement, including the fees of Special Agency Counsel, the Agency hereby (a) consents to the Second Modification and (b) determines to enter into the Second Modification Agreement.

Section 3. The form and substance of the Second Modification Agreement (in substantially the form presented to this meeting) are hereby approved.

Section 4. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chair (or Vice Chair) of the Agency is hereby authorized to execute and deliver the Second Modification Agreement to the Company, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Second Modification Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Second Modification Agreement binding upon the Agency.

Section 6. This Resolution shall take effect immediately.

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

Elizabeth Staubach	VOTING	ABSENT
Lee E. Eck, Jr.	VOTING	YES
Darius Shahinfar	VOTING	YES
Anthony Gaddy	VOTING	YES
Joseph Better	VOTING	YES
Christopher Betts	VOTING	ABSENT
John F. Maxwell	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

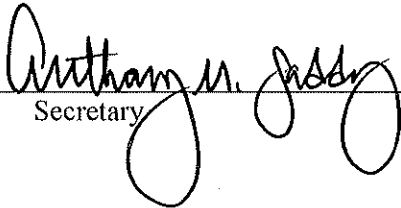
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned Secretary of City of Albany Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, held on October 23, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 23rd day of October, 2024.


Secretary

(SEAL)

EXHIBIT A

REQUEST

- SEE ATTACHED -

Man Realty LLC.

619 Eastern Parkway Brooklyn NY 11213

Project Extension Letter

Re: 90 S. Swan St. Albany NY 11210/244 State St.

Dated: 09/19/2024

To whom it may concern,

I hope this message finds you well. I am writing to provide an update on our 90 S. Swan St. Conversion Project and its impact on our deadline.

I wanted to share a brief update on our project progress. As of now, we've successfully finished roughing and framing all four floors. Additionally, the plumbing, electrical, and HVAC finishes are being completed, bringing us closer to finalizing the project.

Regrettably, our project has encountered an unexpected delay due to the challenges of obtaining local workers as per our IDA commitments. Additionally, we discovered that the building's existing power supply was insufficient to support 61 apartments. This required us to order new electrical equipment, which further extended our timeline. After placing the order in July 2023, we were informed of a delivery timeframe of approximately 70 weeks, leading us to anticipate receipt around December 2024. This unforeseen circumstance has affected our original timeline, consequently affecting our ability to meet the initial deadline of the project completion.

We now expect to complete the project by December 2024 and anticipate obtaining the Certificate of Occupancy in January 2025.

In light of these developments, we kindly request a 6 month Extension to fulfill the necessary requirements for the exemption. Rest assured, Man Realty LLC. remains steadfast in our commitment to meeting all obligations and greatly values your understanding during this challenging period.

Additionally, we would like to request an extension to the sales tax exemption through the new projected end date as we do have the aforementioned electrical equipment that was not able to be captured under the original letter due to the lead time.

For any further clarification regarding our project's status or this extension request, please feel free to contact me at 347-893-8028 or Dovide@uprealtyny.com.

Thank you for your understanding and consideration.

Sincerely,

David Elberg

Project Manager