

**RESOLUTION**  
*(Seminary Commons, LLC Project)*

A special session of the Auburn Industrial Development Authority was convened on Monday, November 1, 2010 at 4:30 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. \_\_\_\_\_

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

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

**WHEREAS**, Seminary Commons, LLC, for itself or on behalf of an entity to be formed (the "**Company**"), has requested the Authority's assistance with a certain project (the "**Project**") consisting of: (i) the acquisition of title to or a leasehold interest in an approximately 3.38 acre parcel of land (Tax Map Nos. 116.37-1-14, 15 and 16.1) located at 23-37 Seminary Street, City of Auburn, New York 13021 (the "**Land**") together with a 38,000 square foot building thereon (the "**Existing Improvements**"), (ii) the renovation and equipping by the Company as agent of the Authority on the Land of the Existing Improvements into a retail and commercial center (the "**Improvements**"), (iii) the acquisition and installation in and around the Existing Improvements and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "**Equipment**", and collectively with the Land, the Existing Improvements and the Improvements, the "**Facility**"); and

**WHEREAS**, in connection with the Project the Authority will enter into a payment lieu of taxes agreement (the "**PILOT Agreement**") with the Company on substantially the terms and conditions set forth on Exhibit "A" attached hereto; and

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

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

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

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

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

2. The Authority hereby finds that the nature of the Project justifies the PILOT Agreement and, subject to the conditions set forth in paragraph 3 of this Resolution, hereby authorizes execution and delivery of the PILOT Agreement by the Authority in accordance with Exhibit "A" presented to this meeting with such changes, variations, omissions and insertions as shall be approved by the Chairman and/or Vice Chairman upon execution.

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

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

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

6. That this Resolution shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James Dacey, Chairman	X			
Laurie Ann Dido, Treasurer	X			

Matthew Smith, Member	X	
Sue Chandler, Member	X	
Robert Buschman, Vice Chairman	X	
Monika Salvage, Member	X	
William Graney, Member	X	
Michael Kane, Member		X
Ginny Kent, Secretary	X	

This Resolution was thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF CAYUGA    ) SS:

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

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on November 1, 2010, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

I FURTHER CERTIFY, that there was a quorum of the members of the Authority present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this 22<sup>ND</sup> day of November, 2010.

  
Ginny Kent, Secretary

[SEAL]

EXHIBIT "A"

Terms of PILOT Agreement

Term: Fifteen (15) years

Assessment:

Years 1-10: Fixed at Seven Hundred Thousand Dollars and 00/100 (\$700,000.00).

Years 11-15: Actual assessed value of the Facility.

Abatement:

Years 1-10: 0%

Year 11: 80%

Year 12: 60%

Year 13: 40%

Year 14: 20%

Year 15: 0%

Recapture: Benefits shall be recaptured in accordance with the Authority's Uniform Tax Exemption Policy; provided, however, that the recapture period shall be reduced to seven (7) years and reduced as follows:

Years 1-4: 100%

Year 5: 66.67%

Year 6: 33.33%

Year 7: 33.33%

Transferability: The Company may transfer the Facility and assign the PILOT Agreement to a Creditworthy Buyer without the consent of the Authority. A "Creditworthy Buyer" shall mean a buyer that has sufficient financial wherewithal to obtain a mortgage loan from an unrelated third party lender in connection with the purchase of the Facility.

**EXHIBIT "B"**

# Seminary Commons

## Auburn Industrial Development Authority Application

ADDITIONAL INFORMATION REQUESTED  
SEPTEMBER 29, 2010

The following information supplements the application dated September 15, 2010.

1. **The nature of the project:** The proposed project is neighborhood retail and service oriented.
2. **The location of the project in Auburn's Economic Development Zone:** The proposed project is located in the Auburn Economic Development Zone.
3. **The nature of the property before the project begins:** The property is currently vacant, and has remained vacant since the mid 2000's.
4. **The economic condition of the area at the time of the application:** The area is in a census tract containing greater than 50% low to moderate income households.
5. **The extent to which the project will create or retain permanent, private sector jobs:** The project will create permanent, private sector jobs that otherwise would not be created. It is estimated that the project will create approximately 58 full time and 12 part time permanent positions.
6. **The estimated value of tax exemptions to be provided:** Unknown to applicant.
7. **The impact of the project and the proposed tax exemptions on the affected tax jurisdictions:** The project and the proposed tax exemptions will have a positive impact on the affected tax jurisdictions. The property has been vacant for several years, it is anticipated that without the proposed exemptions, the property will remain vacant and become further deteriorated, negatively impacting the area and lessening the likelihood/feasibility of redevelopment.
8. **The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity:** The proposed project will have a positive impact on existing and proposed businesses in the vicinity and encourage





development in the area by helping promote the regendrification of the neighborhood.

9. **The amount of private sector investment generated or likely to be generated by the proposed project:** Approximately \$1,400,000.
10. **The likelihood of accomplishing the proposed project in a timely fashion:** The project will be completed in a timely fashion. The property is already 50% preleased with a 1<sup>st</sup> quarter 2011 targeted occupancy date.
11. **The effect of the project on the environment:** The project will have a positive impact on the environment by reducing the impervious area of the site and therefore reducing the stormwater runoff from the property.
12. **The extent to which the proposed project will require the provision of additional services including, but not limited to additional educational, transportation, police, emergency medical or fire services:** The project will not require the provision of additional municipal services.
13. **The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located:** The project will result in significant revenues for the municipalities and school districts in the form of additional sales and wage taxes.
14. **The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located:** The proposed project will make goods and services accessible to residents in close proximity to the property, many of whom may be elderly and/or have limited means to travel.