

**MINUTES OF THE MEETING OF THE
VILLAGE OF PORT CHESTER
INDUSTRIAL DEVELOPMENT AGENCY**

HELD: July 8, 2015

TIME AND PLACE: 6:30 P.M., Village Hall, Conference Room, 222 Grace Church Street, Port Chester, New York

A regular meeting of the Village of Port Chester Industrial Development Agency was convened on Wednesday July 8, 2015 at 6:30 p.m. at 222 Grace Church Street, Port Chester, New York 10573.

Roll Call

The meeting was called to order by Chairman Frank Ferrara. On the motion of Board member Richard Cuddy, which was seconded by Board Member Dennis Pilla the meeting was called to order with the following Board members being present: Richard Cuddy, John Hiensch and Dennis Pilla.

In addition David Mann of AGD North Pearl LLC was also present.

ROLL CALL

<u>MEMBER</u>	<u>MOTION</u>	<u>SECOND</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
<u>BRAKEWOOD</u>				<u>Absent</u>	
<u>CUDDY</u>	<u>X</u>		<u>X</u>		
<u>FERRARA</u>			<u>X</u>		
<u>HIENSCH</u>			<u>X</u>		
<u>PILLA</u>		<u>X</u>	<u>X</u>		
<u>TAYLOR</u>				<u>Absent</u>	

Also in attendance were, Administrative Director Christopher Steers, Board Counsel Justin Miller, Treasurer Leonie Douglas, Village Attorney Anthony Cerreto, Planner, Jesica Youngblood and Acting Board Secretary Constance Phillips.

Chairman Ferrara said we have a bare quorum and thanked the Board members for coming recognizing that summer is a difficult time for meetings. He stated that the main purpose of tonight's meeting was because AGD North Pearl LLC needs to be reopened and readdressed. They reached out to the IDA a few weeks ago with a request to close based upon our February approval and the numbers were so different that it triggered an automatic reevaluation.

At this point Chairman Ferrara declared the Public Hearing open and encouraged anyone from the public who wished to comment, please let it be known. (*no one from the public was present*)

Chairman Ferrara said although no one from the public was present he would leave the hearing open for a respectable amount of time. Meanwhile the Chairman directed the Board members to look in their packets and they would find a copy of the original application and a copy of the amended application, the old and new Cost Benefit Analyses and the Urbanomics Impact Study. The new CBA the tax numbers are higher given the higher capital costs.

Board Counsel Justin Miller officially orated the Public Hearing:

See next page

PUBLIC HEARING AGENDA
VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY

AGD NORTH PEARL LLC PROJECT

JULY 8, 2015, at 6:30 P.M.

VILLAGE HALL, 222 GRACE CHURCH STREET, PORT CHESTER, NEW YORK 10573

ATTENDANCE LIST:

Agency Board Members:

Chairman Frank Ferrara, Board Members Richard Cuddy, John Heinsch and Dennis Pilla

Agency Administrative Director Christopher Steers,
Agency Acting Secretary Connie Phillips,
Agency Counsel Justin S. Miller,

AGD North Pearl LLC Representative David Mann

CALL TO ORDER: (Time: 6:30 p.m.). Chairman Ferrara opened the hearing and Mr. Miller read the following into the hearing record:

PURPOSE:

Pursuant to and in accordance with General Municipal Law Section 859-a, the Village of Port Chester Industrial Development Agency (the "Agency") is conducting this public hearing in connection with a certain proposed project, as more fully described below (the "Project"), to be undertaken by the Agency for the benefit of AGD North Pearl LLC (the "Company").

The Agency published a Notice of Public Hearing in *The Journal News* and mailed a copy of the Notice of Public Hearing to each affected tax jurisdiction. An Affidavit of Publication of *The Journal News* and Proof of Mailing are attached.

DISCUSSION:

Mr. Miller read a description of the Project, as follows:

AGD NORTH PEARL LLC, for itself and/or on behalf of an entity to be formed (hereinafter and collectively, the "Company") has submitted an application (the "Application") to the Agency wherein it has requested the Agency's assistance with a certain project (the "Project") consisting of (A) the acquisition by the Agency of a leasehold interest in an approximately .63 acre parcel of land located at 120 North Pearl Street, Port Chester, New York (the "Land", being more particularly identified as TMID No. 142.22-2-62) including the existing building structures and improvements located thereon (the "Existing Improvements"), (B) the appointment of the Company as agent of the Agency to undertake the demolition of all or portions of the Existing

Improvements and the planning, design, construction, and equipping of a five (5) story, 50-unit residential apartment building, along with certain internal and external parking improvements, surface roadway and parking improvements, curbage, sidewalk, and landscaping and other site improvements (the “Improvements”); and (ii) the acquisition of and installation in and around the Land and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the “Equipment” and, collectively with the Land and the Improvements, the “Facility”).

The Agency contemplates providing financial assistance (the “Financial Assistance”) to the Company in the form of (i) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, and (ii) a mortgage recording tax exemption for construction financing. The foregoing Financial Assistance and the Agency’s involvement in the Project are being considered to promote the economic welfare and prosperity of residents of the Village of Port Chester, New York.

[The Board Members, Agency Staff and Company representatives discussed Project status, including closing timeframes, etc.]

AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$7,600,000, with the addition of 2 permanent jobs. 126 construction jobs are contemplated. Based upon additional information provided by the Company, the Agency estimates the following amounts of financial assistance to be provided to the Company:

Sales and Use Tax Exemptions (Estimated \$4,000,000 in taxable materials)	=	\$427,528.75
Mortgage Recording Tax Exemption (\$5,320,000 Mortgage)	=	\$ 143,000.00
Maximum Financial Assistance	=	\$570,528.75

SEQRA:

On October 27, 2014, the Village of Port Chester Planning Commission (the “Planning Commission”) adopted a negative declaration (the “Negative Declaration”) under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, “SEQRA”) with respect to the Project and in furtherance of the Company’s application for Site Plan approval.

PUBLIC COMMENT:

None

David Mann of AGD North Pearl gave the Board members an overview of the project and answered any questions that were put forth.

A few of the discussion items are as follows:

- Thought would be setting the modules at the beginning of October but it is looking more like November-December
- The site starts out wide and narrows, therefore there was not enough room to operate two rock hammers as initially planned
- The neighboring house had to be shored up which delayed the project another month
- Contaminated soil was encountered underneath the spot where the old auto dealer was located (40 tons of contaminated rock and soil)
- An increase in cost just from rock was roughly \$300k - 400K
- Application was initially submitted in September 2014
- A sewer extension was not foreseen
- Process wise Planning, DPW, Building Department etc. has been good to work with and in comparison to White Plains where Mr. Mann has done quite a bit of building, Port Chester ranks right up there.

Board member Dennis Pilla indicated that the same drivers that prompted a favorable decision before remain in place and the loss of sales tax and mortgage reporting tax is a pittance over the throw off effects of having people spending money in the area. In addition Mr. Pilla had some doubt about the numbers that were projected in the Urbanomics report

There were additional questions and answers that were exchanged among the Board members and Mr. Mann.

Immediately following the question and answer session the Board took a vote on the amended project authorizing resolution

On the motion of Board member Richard Cuddy which was seconded by Board member John Hiensch the AMENDED PROJECT AUTHORIZING RESOLUTION was approved.

See next page for Resolution

AMENDED PROJECT AUTHORIZING RESOLUTION
(AGD North Pearl LLC Project)

A regular meeting of the Village of Port Chester Industrial Development Agency was convened on Wednesday July 8, 2015 at 6:30 p.m. at 222 Grace Church Street, Port Chester, New York, 10573.

The meeting was called to order by the Chairman, with the following members being:

PRESENT: Richard Cuddy, John Hiensch and Dennis Pilla

ABSENT: James Taylor and Daniel Brakewood

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Administrative Director Christopher Steers, Board Counsel Justin Miller, Treasurer Leonie Douglas, Village Attorney Anthony Cerreto, Planner, Jesica Youngblood and Acting Board Secretary Constance Phillips.

AGD North Pearl representative David Mann was also in attendance

On motion duly made and seconded, the following resolution was placed before the members of the Village of Port Chester Industrial Development Agency:

Resolution No. 2015 - ____

RESOLUTION OF THE VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY AMENDING PROJECT AUTHORIZING RESOLUTION ADOPTED IN CONNECTION WITH APPOINTING AGD NORTH PEARL LLC (THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW).

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 632 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **AGD NORTH PEARL LLC**, for itself and/or on behalf of an entity to be formed (hereinafter and collectively, the "Company") has submitted an application (the

“Application”) to the Agency wherein it has requested the Agency’s assistance with a certain project (the “Project”) consisting of (A) the acquisition by the Agency of a leasehold interest in an approximately .63 acre parcel of land located at 120 North Pearl Street, Port Chester, New York (the “Land”, being more particularly identified as TMID No. 142.22-2-62) including the existing building structures and improvements located thereon (the “Existing Improvements”), (B) the appointment of the Company as agent of the Agency to undertake the demolition of all or portions of the Existing Improvements and the planning, design, construction, and equipping of a five (5) story, 50-unit residential apartment building, along with certain internal and external parking improvements, surface roadway and parking improvements, curbage, sidewalk, and landscaping and other site improvements (the “Improvements”); and (ii) the acquisition of and installation in and around the Land and Improvements of certain machinery, fixtures, equipment and other items of tangible personal property (the “Equipment” and, collectively with the Land and the Improvements, the “Facility”)

WHEREAS, pursuant to a resolution adopted by the Agency on November 13, 2014 (the “Initial Project Resolution”) the Agency accepted the Application of the Company and (i) described the forms of Financial Assistance (as defined in the Initial Project Resolution) being contemplated by the Agency, (ii) directed that a public hearing be held with respect to the Project in compliance with the Act, and (iii) authorized the negotiation of an Agent and Financial Assistance Agreement (the “Agent Agreement”), a Lease Agreement and related Leaseback Agreement, along with related documents (collectively, the “Agency Documents”), with the Company; and

WHEREAS, pursuant to Section 859-a of the Act, on December 10, 2014, at 6:30 p.m., local time, at Village Hall, 222 Grace Church Street, Port Chester, New York 10573, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the “First Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, following the First Public Hearing, the Agency adopted a Project Authorizing Resolution relating to the Project on January 14, 2015 (the “Project Authorizing Resolution”); and

WHEREAS, the Company has informed the Agency and submitted a revised Application regarding certain increases in total Project costs that deemed it necessary for the Agency to schedule an additional public hearing, which was duly noticed and held on July 8, 2015, at 6:30 p.m., local time, at Village Hall, 222 Grace Church Street, Port Chester, New York 10573 with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the “Second Public Hearing”) whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views (A copy of the minutes of the Second Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions ten (10) days prior to said Second Public Hearing are attached hereto as **Exhibit A**); and

WHEREAS, in furtherance of the foregoing, the Agency desires to (i) amend certain sections of the Project Authorizing Resolution to reflect the increased amount of Financial

Assistance to be provided to the Company; and (ii) ratify all other authorizations within said Project Authorizing Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE VILLAGE OF PORT CHESTER INDUSTRIAL AGENCY AS FOLLOWS:

Section 1. The Agency hereby accepts the Amended Application for Financial Assistance Received from the Company and accepts the minutes of the Second Public Hearing, along with any comments received relative thereto.

Section 2. Section 2 of the Project Authorizing Resolution is hereby amended to read as follows:

[Section 2. Subject to the Company executing the Agent Agreement and Leaseback Agreement, and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction, reconstruction, rehabilitation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however, the Agent Agreement shall expire on **June 30, 2016** (unless extended for good cause by the Administrative Director of the Agency).*]

Section 3. Section 3 of the Project Authorizing Resolution is hereby amended to read as follows:

[Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately **\$5,797,000.00** which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed **\$427,528.75**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).]

Section 4. All other provisions and authorizations contained within the Project Authorizing Resolution shall remain in full force and effect.

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 and

to execute and deliver all such 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 68. These Resolutions shall take effect immediately upon adoption.

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

	YEA		NAY		ABSTAIN		ABSENT	
Frank Ferrara	[x]	[]	[]	[]
Hon. Dennis Pilla	[x]	[]	[]	[]
Hon. Daniel Brakewood	[]	[]	[]	[x]
James Taylor	[]	[]	[]	[x]
John Hiensch	[x]	[]	[]	[]
Richard Cuddy	[x]	[]	[]	[]

The Resolution was thereupon duly adopted.

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EXHIBIT A

[Notice Documents]

Attached hereto

SECRETARY'S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS:

I, the undersigned Secretary of the Village of Port Chester Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Village of Port Chester Industrial Development Agency (the "Agency"), including the resolution contained therein, held on July 8, 2015, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency 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 Agency 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 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 8th day of July 2015

Constance R. Phillips
Secretary

[SEAL]

ADJOURNMENT

Chairman's Remarks

Chairman Ferrara informed the Board that Neil Pagano has resigned from the Board. Mr. Pagano said that he has to focus on his business and in his position as mayor he had to recuse himself from quite a lot of issues. Chairman Ferrara said that he accepted his resignation with deep regret and thanked him for his dedication and services over the last 10 years.

Administrative Director Remarks

Administrative Director Christopher steers said that he has continued the work on the CFA process. He has solicited a quote on the Transportation Master Plan. The quote was for \$50,000. Since we are going through the CFA process, the quote will be put on the back burner.

Chairman Ferrara said at the BOT meeting CFA applications were approved for TOD Transportation, Downtown Revitalization, and the Marina. IDA may be able to help with the TOD Transportation item. Jim Taylor who is president of the Local Development Corporation is away on vacation but it was suggested by Board Counsel Justin Miller that the LDC may be able to get involved with the Downtown Revitalization aspect.

Treasurer's Report

Treasurer Leonie Douglas gave an overview of the current budget, invoices and escrow reports.

Port Chester Industrial Development Agency Cash Analysis & Net Asset As of June 30, 2015

Cash on Hand		\$	376,319.39	
Cash on Hand & Net Asset @ 6/1/15				<u>\$ 376,319.39</u>
Deposits/ Interest Received during June 2015				
		\$	-	
JP Morgan Chase	Interest Earned June 2015	\$	5.62	
TD Bank	Interest Earned June 2015		<u>11.88</u>	
Total Revenues/Interest				<u>\$ 17.50</u>
Expenses				
Constance Phillips	Secretary-May	\$	(100.00)	
Leonie Douglas-A/P	Fin Officer-May	\$	(500.00)	
Christopher Steers-A/P	Administrative Director-May	\$	(1,500.00)	
Harris Beach-A/P	Legal Services-May	\$	(3,835.49)	
		\$	-	
	Checks Paid during June			\$ (5,935.49)
	Total Checks Paid			<u>\$ (5,935.49)</u>
Net Asset @ 6/30/15				<u>\$ 370,401.40</u>
Reconciliation of Bank Accounts & Net Asset				
JPMorgan Chase at 6/1/15		\$	231,757.21	
Deposits		\$	-	
Interest Earned - June		\$	5.62	
Checks Written - June		\$	(5,935.49)	
Total JPMorgan Chase at 6/30/15				<u>\$ 225,827.34</u>
TD Bank at 6/1/15		\$	144,562.18	
Interest Earned - May		\$	<u>11.88</u>	
TD Bank at 6/30/15				<u>\$ 144,574.06</u>
Total Bank Balance at 6/30/15				<u>\$ 370,401.40</u>

Prepared by PCIDA Financial Officer

On the motion of Board member Richard Cuddy, which was seconded by Board member Dennis Pilla, the Treasurers report was approved.

ROLL CALL

<u>MEMBER</u>	<u>MOTION</u>	<u>SECOND</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
<u>BRAKEWOOD</u>				<u>Absent</u>	
<u>CUDDY</u>	<u>X</u>		<u>X</u>		
<u>FERRARA</u>			<u>X</u>		
<u>HIENSCH</u>			<u>X</u>		
<u>PILLA</u>		<u>X</u>	<u>X</u>		
<u>TAYLOR</u>				<u>Absent</u>	

Invoices

Christopher Steers \$1,500.00
 Leonie Douglas \$ 500.00
 Constance Phillips \$ 200.00

On the motion of Board member Richard Cuddy, which was seconded by Board member John Hiensch, the invoices were approved.

ROLL CALL

<u>MEMBER</u>	<u>MOTION</u>	<u>SECOND</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
<u>BRAKEWOOD</u>				<u>Absent</u>	
<u>CUDDY</u>	<u>X</u>		<u>X</u>		
<u>FERRARA</u>			<u>X</u>		
<u>HIENSCH</u>		<u>X</u>	<u>X</u>		
<u>PILLA</u>			<u>X</u>		
<u>TAYLOR</u>				<u>Absent</u>	

MINUTES

On the motion of Board member Richard Cuddy, which was seconded by Board member Dennis Pilla, the minutes of the May 5, 2015 meeting were approved. (no meeting held in June)

ROLL CALL

<u>MEMBER</u>	<u>MOTION</u>	<u>SECOND</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
<u>BRAKEWOOD</u>				<u>Absent</u>	
<u>CUDDY</u>	<u>X</u>		<u>X</u>		
<u>FERRARA</u>			<u>X</u>		
<u>HIENSCH</u>			<u>X</u>		
<u>PILLA</u>		<u>X</u>	<u>X</u>		
<u>TAYLOR</u>				<u>Absent</u>	

ADJOURN MEETING

On the motion of Board member Dennis Pilla, which was seconded by Board member Richard Cuddy, the meeting was adjourned at 7:59 pm.

ROLL CALL

<u>MEMBER</u>	<u>MOTION</u>	<u>SECOND</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>
<u>BRAKEWOOD</u>				<u>Absent</u>	
<u>CUDDY</u>		<u>X</u>	<u>X</u>		
<u>FERRARA</u>			<u>X</u>		
<u>HIENSCH</u>			<u>X</u>		
<u>PILLA</u>	<u>X</u>		<u>X</u>		
<u>TAYLOR</u>				<u>Absent</u>	

Respectfully submitted,

Constance Phillips