

Albany Industrial Development Agency

21 Lodge Street
Albany, New York 12207
Telephone: (518) 434-2532
Fax: (518) 434-9846

Anthony J. Ferrara, *Chairman*
Willard A. Bruce, *Vice-Chairman*
Kathy Sheehan, *Treasurer*
Susan Pedo, *Secretary*
Martin Daley
C. Anthony Owens
John R. Vero

Michael Yevoli, *Chief Executive Officer*
Erik J. Smith, *Chief Financial Officer*
John Reilly, *Agency Counsel*

To: Anthony J. Ferrara Mike Yevoli
Willard A. Bruce Erik Smith
Kathy Sheehan Joe Scott
Susan Pedo John Reilly
Martin Daley Megan Daly
C. Anthony Owens Brad Chevalier
John R. Vero

Date: February 9, 2012

AGENDA

The regular meeting of the City of Albany Industrial Development Agency will be held on **Thursday, February 16, 2012 at 12:15PM** at the 21 Lodge Street, Albany, NY 12207 (Conference Room)

Roll Call

Reading of Minutes of the Regular Meeting of January 19, 2012

Approval of Minutes of the Regular Meeting of January 19, 2012

Reports of Committees

Report of Chief Executive Officer

- 2011 Report of Community and Economic Development Activity

Report of Chief Financial Officer

- Discussion of financial reporting enhancements

Communications

Unfinished Business

New Business

- Authorizing Execution of Documents in Connection with Resignation of Trustee Teresian House Nursing Home Company, Inc. Project Resolution
- Authorizing Execution of Documents in Connection with Resignation of Trustee The Sage Colleges Project Resolution

Other Business

Adjournment

* The next regularly scheduled meeting will be held Thursday, March 15, at 21 Lodge Street, Albany, NY 12207

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IDA MINUTES OF REGULAR MEETING Thursday, January 19, 2012

Attending: Tony Ferrara, Bill Bruce, Kathy Sheehan, Susan Pedo, Martin Daley, Anthony Owens & John Vero

Absent:

Also Present: Joe Scott, John Rielly, Mike Yevoli, Megan Daly, Erik Smith, Brad Chevalier & Amy Gardner

Chairman Tony Ferrara called the regular meeting of the IDA to order at 12:30PM.

Roll Call

Chairman Ferrara reported that all Board Members were present.

Reading of Minutes of the Regular Meeting of December 15th, 2011

Since the minutes of the previous meeting had been distributed to Board members in advance for review, Chairman Ferrara made a proposal to dispense with the reading of the minutes.

Approval of Minutes of the Regular Meeting of December 15th, 2011

Chairman Ferrara made a proposal to approve the minutes of the Regular Board Meeting as presented. A motion to accept the minutes, as presented, was made by Anthony Owens and seconded by Bill Bruce. A vote being taken, the minutes were accepted unanimously.

Reports of Committees

None

Report of Chief Executive Officer

Mike Yevoli discussed recent developments relating to the Sixty State Place, LLC project. Mr. Yevoli advised the Board that the potential restaurant tenant wanted to have live music and dancing in the vault area of the building. Having live music or amplified music in the City requires a variance or a special use permit. This has been an ongoing issue for the City because once these permits are granted they stay with the property and do not change with the operator. The City has been working through the City Council and their land use committee to develop a new law and create a yearly permit system to replace

the current practice of issuing variances and special use permits. The new license would be called a “Cabaret License” and would be issued on a yearly basis. Due to the uncertainty surrounding the current variance and permit system the restaurant owner’s request to be allowed to have live music and dancing was denied. Mr. Yevoli assured the Board that this will not change the project that was brought before the Board.

Brad Chevalier explained to the Board that the project had been shut down temporarily because asbestos was found during the demolition of a wall. Mr. Chevalier advised the Board that he spoke with Jeff Gordon, the project applicant, regarding the stop work order. Mr. Gordon informed Mr. Chevalier that potential asbestos had been found on some pipe insulation located behind the wall at which time the demo contractor was subsequently told to stop work. The Department of Labor examined the site for asbestos disturbance at which time such evidence was found and a stop work order was posted. The project applicant hired an outside consultant to complete the necessary report and presented it to the Department of Labor for review and approval. The project applicant expects to receive the necessary approval in the next week or so.

Mr. Yevoli also advised the Board that the Capitalize Albany Corporation annual celebration event will be held this Spring and will include all of the partners that work with Capitalize Albany on a regular basis. With the Board’s approval he would like to include the IDA. The event will be more of a City event and not strictly a Capitalize Albany event.

Report of Chief Financial Officer

Erik Smith reported that the one project that closed in December was the Academy Loft Project. This closing generated an agency fee of \$54,000. On a cash basis we have ended the year with just over \$654,000 in cash.

Mr. Smith reviewed the lease agreement for the Arbor Hill Community Center with the Board. Mr. Smith advised the Board that staff and counsel continue to work towards a resolution concerning the Arbor Hill Community Center and the IDA’s obligation under the existing lease to pay a percentage of the utility costs associated with the facility. National Grid has informed Mr. Smith that the IDA owes approximately \$61,000. This amount was not captured on the January financials since it has not been paid yet. The amount represents a year and half of activity.

In the past the IDA had to pay the bill through the trustee and did not receive the bills directly. When the charter school was open they were reimbursed after the bills were paid. After the school closed there were outstanding bills of which there was a question as to how much the IDA would owe. The Agency’s obligation under the lease continues despite the closing of the charter school. The Agency will continue to be required to pay a portion of the utilities and maintenance costs until the charter school building is purchased. The lease agreement ties the amount of payment to the amount of usage by each respective entity. The argument from the trustee was that the charter school is no longer using the building so the IDA should pay all of the utilities and maintenance costs. Agency counsel has argued that the payment should remain on a percentage basis with the costs being shared by the trustee. Agency counsel has been negotiating with the trustee and believes they are closing in on an agreement.

The Board requested a report of the activity that takes place at the Arbor Hill Community Center.

Erik Smith provided the Board with an update regarding the upcoming audit. He advised the Board that the auditors from Teal, Becker & Charmonte would be on site in mid February to begin their field work. Mr. Smith also advised the Board that staff is on schedule to produce both the financial reports and the annual report.

Communications

None

Unfinished Business

None

New Business

City of Albany Industrial Development Agency Annual Housekeeping Resolution 2012

Chairman Ferrara reviewed the resolution with the Board. Chairman Ferrara advised the Board to examine "Schedule A" of the Resolution and reviewed the committee appointments. Bill Bruce advised the Board that all committee meetings are open to the public and all other Board members welcome to attend.

Chairman Ferrara presented the City of Albany Industrial Development Agency Annual Housekeeping Resolution 2012 to the Board. Due to his position at Key Bank C. Anthony Owens abstained from voting. A motion to adopt the Resolution was made by Kathy Sheehan and seconded by Martin Daley. A vote being taken, the Resolution passed unanimously.

Other Business

Public Authority New Board Members Training Discussion

Brad Chevalier advised the Board that PAAA requires that they receive training from the ABO or an ABO sponsored trainer. Mr. Chevalier reported that two types of training are available. There is a webinar training secession provided on the ABO's website or onsite training is available provided by Scott Fiend. The Board expressed interest in having Mr. Fiend provide the training and having staff participate. The Board asked staff to look into an on site group training secession with members of other IDAs.

There being no further business, Chairman Ferrara adjourned the meeting at 1:00PM.

Respectfully submitted,

Susan Pedo, Secretary

G:\IDA\IDA Minutes\IDA Regular Meeting Minutes\IDA Minutes 2011

City of Albany IDA
2012 Monthly Cash Position
January 2012

	ACTUAL	PROJECTED											
	January	February	March	April	May	June	July	August	September	October	November	December	YTD Total
Beginning Balance	\$ 655,513	\$ 623,104	\$ 714,406	\$ 739,690	\$ 647,702	\$ 632,606	\$ 645,210	\$ 622,414	\$ 607,316	\$ 592,217	\$ 506,916	\$ 491,808	\$ 655,513
Revenue													
Fee Revenue													
Application Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Agency Fee	-	-	\$ 60,375	-	-	91,212	-	-	-	-	-	-	151,587
Administrative Fee	-	1,000	-	-	-	-	-	-	-	-	-	-	1,000
Modification Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Fee Revenue	\$ -	\$ 1,000	\$ 60,375	\$ -	\$ -	\$ 91,212	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 152,587
Other Revenue													
Project Benefit Agreement	\$ -	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 100,000
Interest Income	57	52	60	62	54	53	54	52	51	49	42	41	626
CRC	-	-	32,500	10,833	10,833	10,833	10,833	10,833	10,833	10,833	10,833	10,833	130,000
NYS BIC	-	-	-	-	-	-	-	-	-	-	-	-	-
Misc	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Other Revenue	\$ 57	\$ 100,052	\$ 32,560	\$ 10,895	\$ 10,887	\$ 10,886	\$ 10,887	\$ 10,885	\$ 10,884	\$ 10,883	\$ 10,876	\$ 10,874	\$ 230,626
Total - Revenue	\$ 57	\$ 101,052	\$ 92,935	\$ 10,895	\$ 10,887	\$ 102,098	\$ 10,887	\$ 10,885	\$ 10,884	\$ 10,883	\$ 10,876	\$ 10,874	\$ 383,213
Expenditures													
Management Contract	\$ -	\$ -	\$ 62,500	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 250,000
APA Contract	5,250	-	-	7,700	-	-	7,700	-	-	7,700	-	-	28,350
Audits	-	-	-	6,700	-	-	-	-	-	-	-	-	6,700
Agency Counsel	-	-	-	-	-	-	-	-	-	-	-	42,000	42,000
ED Support	-	-	-	62,500	-	62,500	-	-	-	62,500	-	62,500	250,000
Sub-lease AHCC	-	9,600	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	59,600
NYS BIC	27,216	-	-	-	-	-	-	-	-	-	-	-	27,216
D & O Insurance	-	-	-	-	-	1,010	-	-	-	-	-	-	1,010
Misc.	-	150	150	150	150	150	150	150	150	150	150	150	1,650
Other Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-
Total - Expenditures	\$ 32,466	\$ 9,750	\$ 67,650	\$ 102,883	\$ 25,983	\$ 89,493	\$ 33,683	\$ 25,983	\$ 25,983	\$ 96,183	\$ 25,983	\$ 130,483	\$ 666,526
Ending Balance	\$ 623,104	\$ 714,406	\$ 739,690	\$ 647,702	\$ 632,606	\$ 645,210	\$ 622,414	\$ 607,316	\$ 592,217	\$ 506,916	\$ 491,808	\$ 372,199	\$ 372,199

City of Albany IDA

Fee Detail by Month

January 2012

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>January</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>February</i>	Living Resources	\$ -	\$ -	\$ 500	\$ -	\$ 500
	Albany Institutue of History & Art	-	-	500	-	500
	TOTAL	\$ -	\$ -	\$ 1,000	\$ -	\$ 1,000
<i>March</i>	Sixty State Place, LLC	\$ -	\$ 48,750	\$ -	\$ -	\$ 48,750
	Penta on Braodway	\$ -	\$ 11,625	\$ -	\$ -	\$ 11,625
	TOTAL	\$ -	\$ 60,375	\$ -	\$ -	\$ 60,375
<i>April</i>	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>May</i>	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>June</i>	Columbia Harriman 455	\$ -	\$ 91,212	\$ -	\$ -	\$ 91,212
		-	-	-	-	-
	TOTAL	\$ -	\$ 91,212	\$ -	\$ -	\$ 91,212

City of Albany IDA

Fee Detail by Month

January 2012

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>July</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
<i>August</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
<i>September</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
<i>October</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
<i>November</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
<i>December</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	-	-	-	-	-
	2012 TOTAL	\$ -	\$ 151,587	\$ 1,000	\$ -	\$ 152,587
		<i>Application Fee</i>	<i>Agency Fee</i>	<i>Administration Fee</i>	<i>Modification Fee</i>	<i>TOTAL FEE</i>

City of Albany CRC
 2012 Monthly Cash Position
 January 2012

	ACTUAL	PROJECTED											
	January	February	March	April	May	June	July	August	September	October	November	December	YTD Total
Beginning Balance	\$ 142,598	\$ 142,610	\$ 142,622	\$ 110,133	\$ 94,809	\$ 83,984	\$ 73,158	\$ 62,330	\$ 51,502	\$ 40,673	\$ 29,843	\$ 19,012	\$ 142,598
Revenue													
Fee Revenue													
Application Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Agency Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Administrative Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Modification Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Fee Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other Revenue													
Interest Income	\$ 12	\$ 12	\$ 12	\$ 9	\$ 8	\$ 7	\$ 6	\$ 5	\$ 4	\$ 3	\$ 2	\$ 2	\$ 83
Misc	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Other Revenue	\$ 12	\$ 12	\$ 12	\$ 9	\$ 8	\$ 7	\$ 6	\$ 5	\$ 4	\$ 3	\$ 2	\$ 2	\$ 83
Total - Revenue	\$ 12	\$ 12	\$ 12	\$ 9	\$ 8	\$ 7	\$ 6	\$ 5	\$ 4	\$ 3	\$ 2	\$ 2	\$ 83
Expenditures													
Management Contract	\$ -	\$ -	32,500	10,833	10,833	10,833	10,833	10,833	10,833	10,833	10,833	10,833	\$ 130,000
Audits	-	-	-	4,500	-	-	-	-	-	-	-	-	4,500
D & O Insurance	-	-	-	-	-	-	-	-	-	-	-	1,364	1,364
Misc.	-	-	-	-	-	-	-	-	-	-	-	-	-
Total - Expenditures	\$ -	\$ -	\$ 32,500	\$ 15,333	\$ 10,833	\$ 10,833	\$ 10,833	\$ 10,833	\$ 10,833	\$ 10,833	\$ 10,833	\$ 12,197	\$ 135,864
Ending Balance	\$ 142,610	\$ 142,622	\$ 110,133	\$ 94,809	\$ 83,984	\$ 73,158	\$ 62,330	\$ 51,502	\$ 40,673	\$ 29,843	\$ 19,012	\$ 6,817	\$ 6,817

City of Albany CRC

Fee Detail by Month

January 2012

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>January</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>February</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>March</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>April</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>May</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>June</i>		\$ -	\$ -	\$ -	\$ -	\$ -
		-	-	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -

City of Albany CRC

Fee Detail by Month

January 2012

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>July</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>August</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>September</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>October</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>November</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
<i>December</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	-	-	-
	2011 TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
		<i>Application Fee</i>	<i>Agency Fee</i>	<i>Administration Fee</i>	<i>Modification Fee</i>	<i>TOTAL FEE</i>

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS
IN CONNECTION WITH RESIGNATION OF TRUSTEE
TERESIAN HOUSE NURSING HOME COMPANY, INC. PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Issuer") was convened in public session at the office of the Department of Development and Planning located at 21 Lodge Street in the City of Albany, Albany County, New York on February 16, 2012 at 12:15 o'clock p.m., local time.

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

PRESENT:

Anthony J. Ferrara	Chairman
Willard A. Bruce	Vice Chairman
Susan Pedo	Secretary
Hon. Kathy Sheehan	Treasurer
Martin Daley	Member
C. Anthony Owens	Member
John R. Vero	Member

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Michael J. Yevoli	CEO - Capitalize Albany Corporation
Megan Daly	Department of Development and Planning
Erik Smith	CFO - Capitalize Albany Corporation
Bradley Chevalier	Economic Development Specialist, Capitalize Albany Corporation
Amy Gardner	Administrative Assistant, Capitalize Albany Corporation
John J. Reilly, Esq.	Issuer Counsel
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. ____

RESOLUTION AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS BY CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") IN CONNECTION WITH THE RESIGNATION OF HSBC BANK USA, NATIONAL ASSOCIATION, AS TRUSTEE TO THE FOLLOWING ISSUE: TAX-EXEMPT CIVIC FACILITY REVENUE BONDS (TERESIAN HOUSE NURSING HOME COMPANY, INC. REFUNDING PROJECT - LETTER OF CREDIT SECURED), SERIES 2007A IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$13,360,000 ISSUED BY THE ISSUER ON JUNE 28, 2007.

WHEREAS, City of Albany Industrial Development Agency (the “Issuer”) is authorized and empowered by the provisions of Chapter 1030 of 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, recreation and civic 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 Issuer is authorized and empowered under the Act to issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects 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, there is currently \$8,145,000 aggregate principal amount of the Issuer’s Tax-Exempt Civic Facility Revenue Bonds (Teresian House Nursing Home Company, Inc. Refunding Project - Letter of Credit Secured), Series 2007A in the aggregate principal amount of \$13,360,000 (the “Series 2007A Bonds”) outstanding under a trust indenture dated as of June 1, 2007 (the “Trust Indenture”), by and between the Issuer and HSBC Bank USA, National Association, as trustee (the “Resigning Trustee”) with consent thereto of Teresian House Nursing Home Company, Inc. (the “Company”); and

WHEREAS, the Issuer appointed the Resigning Trustee as the trustee (the “Trustee”), bond registrar (the “Registrar”) and paying agent (the “Paying Agent”) under the Indenture; and

WHEREAS, Section 706 of the Indenture provides that the Trustee may at any time resign with respect to the Series 2007A Bonds by giving sixty (60) days written notice of such resignation to the Issuer, to the Company and to each Owner of Bonds then outstanding, effective at the end of said sixty (60) day period but not prior to the appointment and acceptance of appointment by a successor Trustee under Section 709 of the Indenture; and

WHEREAS, Section 708 of the Indenture provides that, if the Trustee shall resign, the Owners of a majority in aggregate principal amount of Series 2007A Bonds then Outstanding may appoint a successor Trustee; provided, that, in the case of a vacancy, the Issuer may appoint a temporary Trustee to fill such vacancy until a successor Trustee shall be appointed by Bondholders in the manner set forth in Section 708 of the Indenture, at which time such temporary Trustee shall be superseded by such trustee so appointed by such Bondholders; and

WHEREAS, Section 709 of the Indenture provides that any successor Trustee appointed in accordance with the Indenture shall execute, acknowledge and deliver to the Issuer and to its predecessor Trustee an instrument accepting such appointment under the Indenture, and thereupon such successor Trustee, without any further act, deed or conveyance, shall become vested with all rights, powers duties and obligations of the predecessor Trustee; and

WHEREAS, the Resigning Trustee has given at least sixty (60) days written notice to the Issuer, to the Company and to each Owner of Bonds that it is resigning as Trustee, Registrar and Paying Agent under the Indenture (the “Notice”), which Notice is attached hereto as Exhibit A; and

WHEREAS, pursuant to the Notice, Manufacturers and Traders Trust Company is the proposed successor trustee to the Series 2007A Bonds (the “Successor Trustee”) and the Issuer has been requested (the “Request”) to appoint the Successor Trustee as the Trustee and to enter into certain resignation agreements and other documents in connection with the resignation of the Resigning Trustee and the appointment of the Successor Trustee (collectively, the “Trustee Documents”); 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 (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Issuer must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Issuer has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA; and

WHEREAS, copies of the drafts of the Trustee Documents have been presented to the Issuer at or prior to this meeting;

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

Section 1. Pursuant to SEQRA, the Issuer hereby finds and determines that:

(A) Pursuant to Sections 617.5(c)(19) and (20) of the Regulations, the Request is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Issuer hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Request.

Section 2. The Issuer further hereby finds and determines that since compliance by the Issuer with the Request will not result in the Issuer 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 Request.

Section 3. Subject to (A) compliance with the terms and conditions in the Indenture, (B) approval of the Trustee Documents by Issuer and Bond counsels, (C) acceptance of the Successor Trustee by the Company, (D) prior execution of the Trustee Documents by the other parties thereto and (E) payment by the Company or other party to the transaction of all fees and expenses of the Issuer in connection with the Request and the execution and delivery of the Trustee Documents, including the fees of Issuer and Bond counsels, the Issuer hereby authorizes the execution by the Issuer of the Trustee Documents.

Section 4. Subject to the satisfaction of the conditions described in Sections 3 hereof, the Chairman (or Vice Chairman) of the Issuer is hereby authorized to execute and deliver the Trustee Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer 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 Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Trustee Documents, 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 Issuer with all of the terms, covenants and provisions of the Trustee Documents binding upon the Issuer.

Section 6. All action taken by the Issuer in connection with the Request and the execution of the Trustee Documents, prior to the date of this Resolution is hereby ratified and confirmed.

Section 7. 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:

Anthony J. Ferrara	VOTING	_____
Willard A. Bruce	VOTING	_____
Susan Pedo	VOTING	_____
Hon. Kathy Sheehan	VOTING	_____
Martin Daley	VOTING	_____
C. Anthony Owens	VOTING	_____
John R. Vero	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of City of Albany Industrial Development Agency (the “Issuer”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Issuer, including the Resolution contained therein, held on February 16, 2011 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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 Issuer 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 Issuer 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 Issuer this 16th day of February, 2012.

(Assistant) Secretary

(SEAL)

EXHIBIT A
NOTICE



July 21, 2011

VIA CERTIFIED MAIL

City of Albany Industrial Development Agency, as Issuer
c/o Department of Development and Planning
21 Lodge Street
Albany, New York 12207
Attention: Chairman

Office of the Corporation Counsel
City Hall, 24 Eagle Street
Albany, New York 12207
Attention: John J. Reilly, Esq.

Hodgson Russ LLP
677 Broadway, Suite 301
Albany, New York 12207
Attention: A. Joseph Scott, III, Esq.

Citizens Bank, N.A., as Bank
833 Broadway
Albany, New York 12207
Attention: Scott Houghtaling, Vice President

Lombardi Walsh Wakeman Harrison Amodeo & Davenport PC
III Winners Circle
Albany, New York 12205
Attention: Robert Wakeman, Esq.

Teresian House Nursing Home Company, Inc., as Institution
200 Washington Avenue Extension
Albany, New York 12203
Attention: Michael A. DelBrocco

Ruffo Tabora Mainello & McKay P.C.
300 Great Oaks Boulevard, Suite 311
Albany, New York 12203
Attention: David Ruffo, Esq.

205564.1

RBC Dain Rauscher Inc., doing business under the name RBS Capital Markets,
as Remarketing Agent
677 Broadway, Suite 305
Albany, New York 12207
Attention : Remarketing Desk

Bond Schoeneck & King, LLP
One Lincoln Center
Syracuse, New York 13202
Attention: Edwin J. Kelley, Esq.

Standard & Poor's Corporation
55 Water Street, 38th Floor
New York, New York 10041
Attention: LOC Surveillance Group

Moody's Investors Services, Inc.
7 World Trade Center
at 250 Greenwich Street
New York, New York 10007
Attention: Letter of Credit Group

The Holders of the Referenced Bonds

City of Albany Industrial Development Agency: (A) \$13,360,000 Tax-
Exempt Civic Facility Revenue Bonds (Teresian House Nursing Home
Company, Inc. Refunding Project—Letter of Credit Secured), Series
2007A (CUSIP Number: 012440JL8)*

Ladies and Gentlemen:

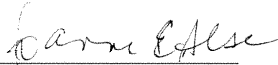
Notice is hereby given, pursuant to Section 706 of the Trust Indenture, dated as of June 1, 2007 (the "Indenture") between City of Albany Industrial Development Agency (the "Issuer") and HSBC Bank USA, National Association, as Trustee, that HSBC Bank USA, National Association has resigned as trustee, paying agent, tender agent and registrar under the Trust Indenture.

This resignation shall take effect upon the acceptance of appointment by a successor trustee, paying agent, tender agent and registrar.

205564.1

Very truly yours,

HSBC BANK USA, NATIONAL
ASSOCIATION, as Trustee

By: 
Name: Joanne E. Ilse
Title: Vice President

**CUSIP numbers are included solely for the convenience of Holders. The Trustee shall not be responsible for the selection or use of the above CUSIP number, nor is any representation made as to the correctness or accuracy of the above CUSIP number, either as printed on the securities or as contained in any notice.*

205564.1

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS
IN CONNECTION WITH RESIGNATION OF TRUSTEE
THE SAGE COLLEGES PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Issuer") was convened in public session at the office of the Department of Development and Planning located at 21 Lodge Street in the City of Albany, Albany County, New York on February 16, 2012 at 12:15 o'clock p.m., local time.

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

PRESENT:

Anthony J. Ferrara	Chairman
Willard A. Bruce	Vice Chairman
Susan Pedo	Secretary
Hon. Kathy Sheehan	Treasurer
Martin Daley	Member
C. Anthony Owens	Member
John R. Vero	Member

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Michael J. Yevoli	CEO - Capitalize Albany Corporation
Megan Daly	Department of Development and Planning
Erik Smith	CFO - Capitalize Albany Corporation
Bradley Chevalier	Economic Development Specialist, Capitalize Albany Corporation
Amy Gardner	Administrative Assistant, Capitalize Albany Corporation
John J. Reilly, Esq.	Issuer Counsel
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by _____, seconded by _____, to
wit:

Resolution No. ____

RESOLUTION AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS BY CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") IN CONNECTION WITH THE RESIGNATION OF HSBC BANK USA, NATIONAL ASSOCIATION, AS TRUSTEE TO THE FOLLOWING ISSUE: TAX-EXEMPT CIVIC FACILITY REVENUE BONDS (THE SAGE COLLEGES PROJECT), SERIES 1999A IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$8,550,000 ISSUED BY THE ISSUER ON MAY 5, 1999.

WHEREAS, City of Albany Industrial Development Agency (the "Issuer") is authorized and empowered by the provisions of Chapter 1030 of 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, recreation and civic 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 Issuer is authorized and empowered under the Act to issue its revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects 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, there is currently \$8,145,000 aggregate principal amount of the Issuer’s Tax-Exempt Civic Facility Revenue Bonds (The Sage Colleges Project), Series 1999A in the original aggregate principal amount of \$8,550,000 (the “Bonds”) outstanding under a trust indenture dated as of April 1, 1999 (the “Trust Indenture”), by and between the Issuer and HSBC Bank USA, National Association (f/k/a HSBC Bank USA), as trustee (the “Resigning Trustee”) with consent thereto of The Sage Colleges (the “Company”); and

WHEREAS, the Issuer appointed the Resigning Trustee as the trustee (the “Trustee”), bond registrar (the “Registrar”) and paying agent (the “Paying Agent”) under the Indenture; and

WHEREAS, Section 706 of the Indenture provides that the Trustee may at any time resign with respect to the Bonds by giving sixty (60) days written notice of such resignation to the Issuer, to the Company and to each Owner of Bonds then outstanding, effective at the end of said sixty (60) day period but not prior to the appointment and acceptance of appointment by a successor Trustee under Section 709 of the Indenture; and

WHEREAS, Section 708 of the Indenture provides that, if the Trustee shall resign, the Owners of a majority in aggregate principal amount of Bonds then Outstanding may appoint a successor Trustee; provided, that, in the case of a vacancy, the Issuer may appoint a temporary Trustee to fill such vacancy until a successor Trustee shall be appointed by Bondholders in the manner set forth in Section 708 of the Indenture, at which time such temporary Trustee shall be superseded by such trustee so appointed by such Bondholders; and

WHEREAS, Section 709 of the Indenture provides that any successor Trustee appointed in accordance with the Indenture shall execute, acknowledge and deliver to the Issuer and to its predecessor Trustee an instrument accepting such appointment under the Indenture, and thereupon such successor Trustee, without any further act, deed or conveyance, shall become vested with all rights, powers duties and obligations of the predecessor Trustee; and

WHEREAS, the Resigning Trustee has given at least sixty (60) days written notice to the Issuer, to the Company and to each Owner of Bonds that it is resigning as Trustee, Registrar and Paying Agent under the Indenture (the “Notice”), which Notice is attached hereto as Exhibit A; and

WHEREAS, pursuant to the Notice, U.S. Bank National Association is the proposed successor trustee to the Bonds (the “Successor Trustee”) and the Issuer has been requested (the “Request”) to appoint the Successor Trustee as the Trustee and to enter into certain resignation agreements and other documents in connection with the resignation of the Resigning Trustee and the appointment of the Successor Trustee (collectively, the “Trustee Documents”); 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 (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Issuer must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Issuer has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA; and

WHEREAS, copies of the drafts of the Trustee Documents have been presented to the Issuer at or prior to this meeting;

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

Section 1. Pursuant to SEQRA, the Issuer hereby finds and determines that:

(A) Pursuant to Sections 617.5(c)(19) and (20) of the Regulations, the Request is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Issuer hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Request.

Section 2. The Issuer further hereby finds and determines that since compliance by the Issuer with the Request will not result in the Issuer 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 Request.

Section 3. Subject to (A) compliance with the terms and conditions in the Indenture, (B) approval of the Trustee Documents by Issuer and Bond counsels, (C) acceptance of the Successor Trustee by the Company, (D) prior execution of the Trustee Documents by the other parties thereto and (E) payment by the Company or other party to the transaction of all fees and expenses of the Issuer in connection with the Request and the execution and delivery of the Trustee Documents, including the fees of Issuer and Bond counsels, the Issuer hereby authorizes the execution by the Issuer of the Trustee Documents.

Section 4. Subject to the satisfaction of the conditions described in Sections 3 hereof, the Chairman (or Vice Chairman) of the Issuer is hereby authorized to execute and deliver the Trustee Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer 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 Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Trustee Documents, 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 Issuer with all of the terms, covenants and provisions of the Trustee Documents binding upon the Issuer.

Section 6. All action taken by the Issuer in connection with the Request and the execution of the Trustee Documents, prior to the date of this Resolution is hereby ratified and confirmed.

Section 7. 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:

Anthony J. Ferrara	VOTING	_____
Willard A. Bruce	VOTING	_____
Susan Pedo	VOTING	_____
Hon. Kathy Sheehan	VOTING	_____
Martin Daley	VOTING	_____
C. Anthony Owens	VOTING	_____
John R. Vero	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of City of Albany Industrial Development Agency (the “Issuer”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Issuer, including the Resolution contained therein, held on February 16, 2011 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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 Issuer 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 Issuer 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 Issuer this 16th day of February, 2012.

(Assistant) Secretary

(SEAL)

EXHIBIT A
NOTICE



July 28, 2011

VIA CERTIFIED MAIL

City of Albany Industrial Development Agency
21 Lodge Street
Albany, New York 12207
Attention: Chairman

Office of the Corporation Counsel
City Hall
24 Eagle Street
Albany, New York 12207
Attention: Gary F. Stiglmeier, Esq.

The Sage Colleges
65 First Street
Troy, New York 12180
Attention: Peter Hughes

Pattison Sampson Ginsberg & Griffin, PC
22 First Street
P.O. Box 208
Troy, New York 12181
Attention: Charles Carlotta, Esq.

The Holders of the Referenced Bonds

City of Albany Industrial Development Agency
\$8,550,000 Tax-Exempt Civic Facility Revenue Bonds (The Sage
Colleges Project), Series 1999A (CUSIP Numbers: **012440AZ6** and
012440BA0)*

Ladies and Gentlemen:

Notice is hereby given, pursuant to Section 706 of the Trust Indenture, dated as of April 1, 1999 (the "Indenture") between City of Albany Industrial Development Agency and HSBC Bank USA, National Association (formerly known as HSBC Bank USA), as Trustee, that HSBC Bank USA, National Association has resigned as trustee, paying agent and registrar under the Indenture.

206059.1

This resignation shall take effect upon the acceptance of appointment by a successor trustee, paying agent and registrar.

Very truly yours,

HSBC BANK USA, NATIONAL
ASSOCIATION, as Trustee

By: Vivian Ly
Name:
Title: VIVIAN LY
VICE PRESIDENT

**CUSIP numbers are included solely for the convenience of Holders. The Trustee shall not be responsible for the selection or use of the above CUSIP number(s), nor is any representation made as to the correctness or accuracy of the above CUSIP number(s), either as printed on the securities or as contained in any notice.*

206059.1