

RESOLUTION NO. 356

APPROVING THE CERTIFICATE OF INCORPORATION AND CONSENTING TO THE FORMATION OF THE ALBANY COUNTY CAPITAL RESOURCE CORPORATION

Introduced: 9/8/14

By Messrs. Domalewicz, Morse, Commisso and Ward:

BE IT ENACTED by the County Legislature of Albany County, New York (the "County Legislature"), as follows:

WHEREAS, On January 31, 2008, subsection (13) of Section 854 of the General Municipal Law, commonly referred to as the Civic Facilities Legislation, (the "Law") expired and, since the expiration of the Law, industrial development agencies have not been able to provide financial assistance to projects owned or operated by not-for-profit corporations (hereinafter referred to as "Civic Facility Projects"), and

WHEREAS, The ability to finance Civic Facility Projects with tax-exempt bonds has been a very important tool for the Albany County Industrial Development Agency (the "Agency"), as the Civic Facility Projects undertaken by the Agency have increased employment opportunities for residents of Albany County and allowed local not-for-profit corporations to upgrade their facilities at the lowest possible cost, and

WHEREAS, Section 1411 of the Not-For-Profit Corporation Law of the New York State (the "NFPCL") permits a county to authorize the creation of a governmentally-controlled local development corporation (hereinafter referred to as a "capital resource corporation") to assist, among others, not-for-profit corporations that are undertaking projects that further any of the following purposes for which local development corporations are created: (1) relieving and reducing unemployment, (2) promoting and providing for additional and maximum employment, (3) bettering and maintaining job opportunities, (4) instructing or training individuals to improve or develop their capabilities for such jobs, (5) carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and (6) lessening the burdens of government and acting in the public interest, and

WHEREAS, In furtherance of the public purposes set forth above, a capital resource corporation formed under the NFPCL is empowered to take the following actions: (1) to construct, acquire, rehabilitate and improve for use by others industrial or manufacturing plants in the territory in which its operations are principally to be conducted, (2) to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants for others in such

territory, (3) to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto, (4) to acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein, (5) to borrow money and to issue negotiable bonds, notes and other obligations therefor, and (6) to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine to be suitable, and

WHEREAS, Under the laws of the State of New York and Private Letter Ruling No. 200936012, capital resource corporations are permitted to issue tax-exempt bonds for the benefit of qualifying Civic Facility Projects, and

WHEREAS, In accordance with Section 1411(a) of the NFPCL and Private Letter Ruling No. 200936012, prior to forming a capital resource corporation for the benefit of the County, the Agency must obtain from the County Legislature, as the governing body of the County, the approval of the certificate of incorporation that will be used to form the local development corporation, and

WHEREAS, The Agency has prepared a proposed certificate of incorporation for review by the County Legislature and a copy of such proposed certificate of incorporation is attached hereto as Schedule A, and

NOW, THEREFORE, BE IT RESOLVED by the County Legislature of Albany County, New York as follows:

Section 1. The County Legislature authorizes the Agency to form a capital resource corporation in accordance with Section 1411 of the NFPCL; provided, however, that any obligations issued by the local development corporation, and the premium (if any) and interest thereon, shall be special obligations of the capital resource corporation and shall never be a debt of the State of New York, Albany County, New York or any political subdivision thereof (other than the capital resource corporation), and neither the State of New York, Albany County, New York nor any political subdivision thereof (other than the capital resource corporation) shall be liable thereon.

Section 2. The County Legislature approves the form and substance of the certificate of incorporation presented at this meeting and attached hereto as Schedule A, all in substantially the form thereof presented to this meeting, with such ministerial changes, variations, omissions and insertions as the Chair of the County Legislature shall approve.

Section 3. This resolution shall take effect immediately and the Clerk of the County Legislature is directed to forward certified copies of this resolution to the appropriate County Officials.

Adopted by voice vote. 9/8/14