

**SEQR RESOLUTION FOR AMENDED PROJECT
COLUMBIA 50 NS LLC PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Agency") 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 March 18, 2010 at 12:15 p.m., local time.

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

PRESENT:

Anthony J. Ferrara	Chairman
Willard A. Bruce	Vice Chairman
Susan Pedo	Secretary
Betty J. Barnette	Treasurer
Martin Daley	Member
Gary Simpson	Member
Prairie Wells	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Michael Yevoli	CEO - ALDC
Erik Smith	CFO - ALDC
Jeffrey Sullivan	Department of Development and Planning
John J. Reilly, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

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

Resolution No. 0310-__

RESOLUTION RATIFYING THE DETERMINATION BY THE CITY OF ALBANY PLANNING BOARD TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE AMENDED COLUMBIA 50 NS LLC PROJECT AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO.

WHEREAS, City of Albany Industrial Development Agency (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 commercial 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in April, 2009, Columbia 50 NS LLC, a New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Initial Project”) for the benefit of the Company, said Initial Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 37,436 square foot, 6-story building (the “Initial Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the “Equipment”) (the Land, the Initial Facility and the Equipment hereinafter collectively referred to as the “Initial Project Facility”), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the “Tenants”) for use by the tenants as administrative, medical and retail offices and/or residential uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Initial Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on April 27, 2009 (the “Public Hearing Resolution”), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Initial Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the “Initial Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Initial Project and the Financial Assistance being contemplated by the Agency with respect to the Initial Project, to be mailed on June 5, 2009 to the chief executive officers of the county and of each city, town, village and school district in which the Initial Project is or is to be located, (B) caused notice of the Initial Public Hearing to be posted on June 5, 2009 on a bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Initial Public Hearing to be published on June 8, 2009 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Initial Public Hearing on July 9, 2009 at 12:00 o’clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Initial Public Hearing (the “Initial Hearing Report”) which fairly summarized the views presented at said Initial Public Hearing and distributed same to the members of the Agency and to the Mayor of City of Albany, New York (the “Mayor”); 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"), by resolution adopted by the members of the Agency on July 16, 2009 (the "SEQR Resolution"), the Agency (A) concurred in the determination by the City of Albany Planning Board (the "Planning Board") to act as "lead agency" with respect to the Initial Project and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a negative declaration (the "Initial Negative Declaration") determining that the Initial Project will not have a "significant effect on the environment" pursuant to SEQRA; and

WHEREAS, on February 10, 2010, the Agency received an amended application with respect to the Initial Project (the "Amended Application"), which Amended Application amends the square footage of the Initial Facility and the proposed use of the Initial Project Facility, so that the Initial Project is now described as follows (the Initial Project, as amended will be referred to as the "Project"): (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the "Land"), (2) the construction on the Land of an approximately 67,500 square foot, 9-story building (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the "Tenants") for use by the tenants as administrative, medical and retail offices, other commercial uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on February 18, 2010 (the "Public Hearing Resolution for Amended Project"), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution for Amended Project, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on March 3, 2010 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on March 4, 2010 on a bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Public Hearing to be published on March 5, 2010 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Public Hearing on March 18, 2010 at 12:00 o'clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Public Hearing (the "Hearing Report") which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency and to the Mayor; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (A) the Planning Board was designated to act as the "lead agency" with respect to the Project and (B) on March 4, 2010, the Planning Board determined that the changes to the Initial Project were "not substantial enough to require further

environmental review” and determined to issue a negative declaration with respect thereto (the “Negative Declaration”), which Negative Declaration is attached hereto as Exhibit A; and

WHEREAS, at the time that the Planning Board determined itself to be the “lead agency” with respect to the Project, it was not known that the Agency was an “involved agency” with respect to the Project, and, now that the Agency has become an “involved agency” with respect to the Project, the Agency desires to concur in the designation of the Planning Board as “lead agency” with respect to the Project, to acknowledge receipt of a copy of the Negative Declaration and to indicate that the Agency has no information to suggest that the Planning Board was incorrect in determining that the changes to the Initial Project were “not substantial enough to require further environmental review” pursuant to SEQRA;

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

Section 1. (A) The Agency has received copies of, and has reviewed, the Amended Application, an environmental assessment form reflecting the changes to the Initial Project (the “Amended EAF”) prepared by the Company for the Planning Board and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, the Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project (as such quoted term is defined in SEQRA).

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the changes to the Initial Project were “not substantial enough to require further environmental review” pursuant to SEQRA.

Section 2. 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	_____
Betty J. Barnette	VOTING	_____
Martin Daley	VOTING	_____
Gary Simpson	VOTING	_____
Prairie Wells	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 "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 18, 2010 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 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 18th day of March, 2010.

(Assistant) Secretary

(SEAL)

EXHIBIT A
NEGATIVE DECLARATION

NOTIFICATION OF LOCAL ACTION
DECISION OF THE CITY OF ALBANY PLANNING BOARD

Applicant: **Columbia Development Group c/o Hershberg and Hershberg**

Case File #: **2-10, 771**

Location: **81 Holland Ave. (proposed as 40/50 New Scotland Ave.)**

Request: **Site Plan Approval; Amendment to a previous approval**

Date Received: **2/15/10**

Date of Original Approval: **7/16/09**

SEQR determination: **6/25/09 (Negative Declaration)**

Decision: **Negative Declaration**

Date of Decision: **3/4/10**

RECEIVED
 FEBRUARY - 9 AM 9:34
 CITY OF ALBANY

Vote:	For Approval:	4	Hancox:	Y	Trant: Y
	Against:		Pryor:	Y	Clayton: N
	Abstain:		Joyce:	Y	

Relevant Considerations:

Owner/Applicant: Columbia Development Group c/o Hershberg and Hershberg. The land itself is owned by the federal government- Veterans Administration (V.A.). Through a proposed lease with the V.A. the applicant would construct the proposed parking garage.

Parcel size: The entire parcel is 2.99 acres, lease portion is 2.41 acres.

Location: On the southeast side of New Scotland Ave., extending west at the rear of the site to Holland Ave. Directly across the street from Albany Medical Center.

Zoning: C-O (Commercial Office).

Surrounding uses: *North:* Albany Medical Center Hospital. *South:* V.A. Hospital. *East:* 22 New Scotland Ave. (newly-constructed office building). *West:* Hilton Garden Inn at Albany Medical Center.

Proposed project: The applicant is seeking an amendment to the previous Site Plan Approval granted for this project which consisted of the construction of an eight-level, 1,550± space parking garage and a six-story mixed-use building with a restaurant on the first floor, office space on the second floor, and residential apartments on floors 3-6 to include 36 units. The proposal now calls for a nine-story building in place of the six-story building with office/medical office uses on floors 2-9, a restaurant is still proposed for the first-floor along with a outdoor seating area. The parking garage is still a component of the project and remains unchanged.

Improvements are also proposed to mitigate traffic flow including turn lanes into the garage and a new intersection design at Holland Ave. intended to accommodate both traffic entering and leaving the existing garage/Hilton Garden Inn project as well as traffic exiting from the proposed new garage.

SEQRA analysis: The Planning Board was provided with the material needed to take a "hard look" at the proposed project, including the EAF (Environmental Assessment Form), amended EAF, Traffic Impact Study prepared by Creighton Manning Engineering dated 5/7/2009, Phase I Cultural Resources Survey prepared by the Louis Berger Group, and the Stormwater Management Report prepared by Hershberg and Hershberg. On 4/23/09 the Planning Board declared itself Lead Agency and agreed to circulate the EAF and supporting material to all identified involved agencies pursuant to SEQRA rules. The Board issued a Negative Declaration of Environmental Significance on 6/25/09.

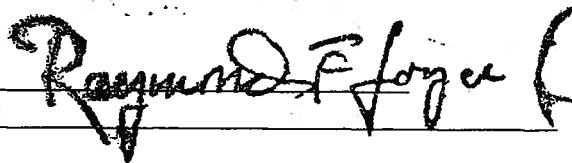
Action Taken:

The Board issued a **Negative Declaration** for this project pursuant to SEQR, finding that the changes to the project which received Site Plan Approval on 7/16/09 are not substantial enough to require further environmental review.

I, Raymond F. Joyce, Jr. representing the Planning Board of the City of Albany, hereby certify that the foregoing is a true copy of a decision of the Planning Board made at a meeting thereof duly called and held on the day of:

Date: 3/4/10

Signature: _____



This finding statement has been prepared in accordance with Article 8 of the Environmental Conservation Law. For additional information contact John Szczesny, Senior Planner, at (518) 434-5250. Any written inquiries may be directed to the following address:

City of Albany Planning Board
200 Henry Johnson Blvd.
Albany, NY 12206

**PILOT DEVIATION APPROVAL RESOLUTION FOR AMENDED PROJECT
COLUMBIA 50 NS LLC PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Agency") 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 March 18, 2010 at 12:15 p.m., local time.

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

PRESENT:

Anthony J. Ferrara	Chairman
Willard A. Bruce	Vice Chairman
Susan Pedo	Secretary
Betty J. Barnette	Treasurer
Martin Daley	Member
Gary Simpson	Member
Prairie Wells	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Michael Yevoli	CEO - ALDC
Erik Smith	CFO - ALDC
Jeffrey Sullivan	Department of Development and Planning
John J. Reilly, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

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

Resolution No. 0310-__

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED AMENDED COLUMBIA 50 NS LLC PROJECT.

WHEREAS, City of Albany Industrial Development Agency (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 manufacturing, warehousing, research, commercial and industrial

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, in April, 2009, Columbia 50 NS LLC, a New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Initial Project”) for the benefit of the Company, said Initial Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 37,436 square foot, 6-story building (the “Initial Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the “Equipment”) (the Land, the Initial Facility and the Equipment hereinafter collectively referred to as the “Initial Project Facility”), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the “Tenants”) for use by the tenants as administrative, medical and retail offices and/or residential uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Initial Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on April 27, 2009 (the “Public Hearing Resolution”), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Initial Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the “Initial Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Initial Project and the Financial Assistance being contemplated by the Agency with respect to the Initial Project, to be mailed on June 5, 2009 to the chief executive officers of the county and of each city, town, village and school district in which the Initial Project is or is to be located, (B) caused notice of the Initial Public Hearing to be posted on June 5, 2009 on a bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Initial Public Hearing to be published on June 8, 2009 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Initial Public Hearing on July 9, 2009 at 12:00 o’clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Initial Public Hearing (the “Initial Hearing Report”) which fairly summarized the views presented at said Initial Public Hearing and distributed same to the members of the Agency and to the Mayor of City of Albany, New York (the “Mayor”); 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"), by resolution adopted by the members of the Agency on July 16, 2009 (the "SEQR Resolution"), the Agency (A) concurred in the determination by the City of Albany Planning Board (the "Planning Board") to act as "lead agency" with respect to the Initial Project and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a negative declaration (the "Initial Negative Declaration") determining that the Initial Project will not have a "significant effect on the environment" pursuant to SEQRA; and

WHEREAS, the Agency's Uniform Tax Exemption Policy (the "Policy") provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Initial Project Facility. In connection with the Application, the Company made a request to the Agency (the "Initial Pilot Request") that the Agency deviate from the Policy with respect to Initial Project Facility. On July 21, 2009, the members of the Agency authorized the Chief Executive Officer of the Agency to send a notice to the chief executive officers of the "affected tax jurisdictions" (within the meaning of such quoted term in Section 854(16) of the Act) (the "Affected Tax Jurisdictions") pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Initial Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. By resolution adopted by the members of the Agency on August 20, 2009 (the "Pilot Deviation Approval Resolution"), the Agency determined to deviate from the Agency's Policy with respect to the Initial Project pursuant to the Initial Pilot Request; and

WHEREAS, on February 10, 2010, the Agency received an amended application with respect to the Initial Project (the "Amended Application"), which Amended Application amends the square footage of the Initial Facility and the proposed use of the Initial Project Facility, so that the Initial Project is now described as follows (the Initial Project, as amended will be referred to as the "Project"): (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the "Land"), (2) the construction on the Land of an approximately 67,500 square foot, 9-story building (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the "Tenants") for use by the tenants as administrative, medical and retail offices, other commercial uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on February 18, 2010 (the "Public Hearing Resolution for Amended Project"), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution for Amended Project, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on March 3, 2010 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on March 4, 2010 on a

bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Public Hearing to be published on March 5, 2010 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Public Hearing on March 18, 2010 at 12:00 o'clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Public Hearing (the "Hearing Report") which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency and to the Mayor; and

WHEREAS, pursuant to SEQRA, by resolution adopted by the members of the Agency on March 18, 2010 (the "SEQR Resolution for Amended Project"), the Agency (A) concurred in the determination by the Planning Board to act as "lead agency" with respect to the Project and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a negative declaration (the "Negative Declaration") determining that the changes to the Initial Project were "not substantial enough to require further environmental review" pursuant to SEQRA; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its Policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility, which proposed deviation is outlined in the letter dated March 5, 2010 (the "Pilot Deviation Letter"), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, pursuant to Section 856(15) of the Act, unless otherwise agreed by the affected tax jurisdictions, payments in lieu of taxes must be allocated among the affected tax jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each affected tax jurisdiction had the Project Facility not been tax exempt due to the status of the Agency; and

WHEREAS, by the Pilot Deviation Letter, the Chief Executive Officer notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the Pilot Deviation Letter.

(B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.

(C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) comments received at the Public Hearing, (C) input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project and (E) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the Agency's Policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's Policy, such deviation to be as described in the Pilot Deviation Letter.

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this Resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairman (or Vice Chairman) of the Agency, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairman (or Vice Chairman), the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Payment in Lieu of Tax 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 Payment in Lieu of Tax Agreement binding upon the Agency.

Section 5. 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	_____
Betty J. Barnette	VOTING	_____
Martin Daley	VOTING	_____
Gary Simpson	VOTING	_____
Prairie Wells	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 "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 18, 2010 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 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 18th day of March, 2010.

(Assistant) Secretary

(SEAL)

EXHIBIT A
PILOT DEVIATION LETTER

CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY

21 Lodge Street
Albany, New York 12207
Tel: 518-434-2532 ext. 16
Fax: 518-434-9846

March 5, 2010

Hon. Gerald D. Jennings, Mayor
City of Albany
City Hall
Eagle Street
Albany, New York 12207

Hon. Michael G. Breslin, County Executive
Office of the County Executive
County Office Building
112 State Street, Room 200
Albany, New York 12207

Dr. Raymond Colucciello
Superintendent of Schools
Albany City School District
Academy Park
Albany, New York 12207

RE: Proposed **AMENDED** Deviation from Uniform Tax Exemption Policy by
City of Albany Industrial Development Agency in connection
with its Proposed Columbia 50 NS LLC Project

Gentlemen:

By letter dated July 21, 2009 (the "Initial Pilot Deviation Letter"), City of Albany Industrial Development Agency (the "Agency") informed you of the proposed deviation (the "Initial Deviation Request") from the Agency's uniform tax exemption policy (the "Policy") in connection with a project (the "Initial Project") to be undertaken by the Agency for the benefit of Columbia 50 NS LLC, a New York limited liability company (the "Company"), consisting of the following: (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the "Land"), (2) the construction on the Land of an approximately 37,436 square foot, 6-story building (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the "Tenants") for use by the tenants as administrative, medical and retail offices and/or residential uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Initial Deviation Request (A) provided that the Company be allowed a ten year payment in lieu of tax agreement on the Facility and any portion of the Equipment assessable as real property

Hon. Gerald D. Jennings, Mayor
Hon Michael G. Breslin, County Executive
Dr. Raymond Colucciello, Superintendent
March 5, 2010
Page 2

pursuant to the New York Real Property Tax Law (collectively, with the Facility, the "Improvements") with an abatement of 50% in year one of a proposed payment in lieu of tax agreement with 5% per year increase over the term of a proposed payment in lieu of tax agreement and (B) fix the assessed value on the Improvements at \$2,536,000 for the term of a proposed payment in lieu of tax agreement.

In February, 2010, the Company submitted an application (the "**Amended Application**") to the Agency, which **Amended Application** requested that the Agency consider undertaking a project that **amends** the Initial Project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the "Land"), (2) the construction on the Land of an approximately 67,500 square foot, 9-story building (the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the "Tenants") for use by the tenants as administrative, medical and retail offices, other commercial uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the **Amended Application**, the Company has made a request to the Agency (the "Pilot Request") that the Agency enter into a payment in lieu of tax agreement (the "Proposed Pilot Agreement") which terms would deviate from the Agency's Policy and which terms amend the Initial Deviation Request. The Proposed Pilot Agreement would not provide any abatements for any special assessments levied on the Project Facility. The Proposed Pilot Agreement would (A) provide that the Company be allowed a ten year payment in lieu of tax agreement on the Facility and any portion of the Equipment assessable as real property pursuant to the New York Real Property Tax Law (collectively, with the Facility, the "Improvements") with an abatement of 50% in year one of the Proposed Pilot Agreement with 5% per year increase over the term of the Proposed Pilot Agreement and (B) fix the assessed value on the Improvements at \$7,340,000 for the term of the Proposed Pilot Agreement. The Land is not included as part of the Improvements. The Company will pay payments in lieu of taxes relating to the Land in an amount equal to normal taxes.

The terms of the Proposed Pilot Agreement deviate from the Agency's Policy. The Policy provides that, for a facility similar to the Project Facility, payments in lieu of taxes will normally be determined as follows: a 50% abatement in real property taxes on the Improvements in year one of the payment in lieu of tax agreement with a 10% per year increase over the term of the five year payment in lieu of tax agreement and the assessed value of the Improvements is not fixed.

The purpose of this letter is to inform you of such Pilot Request and that the Agency is considering whether to grant the Pilot Request and to approve a Proposed Pilot Agreement conforming to the terms of the Pilot Request. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for March 18, 2010 at 12:15 p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York (the

“Meeting”). As described later in this letter, during the meeting on March 18, 2010, the Agency will review the terms of the Pilot Request and, based on the discussions during such meeting the terms of the Pilot Request may be modified.

This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York, which requires notice prior to the Agency taking final action with respect to the Proposed Pilot Agreement (if said Proposed Pilot Agreement may deviate from the provisions of the Agency’s Policy).

The Agency considered the following factors in considering the proposed deviation:

1. The nature of the proposed Project:

The Project involves the construction of a 9-story building for the use as administrative, medical and retail offices, other commercial uses and other directly and indirectly related activities.

2. The nature of the property before the Project begins:

The property is located in an Empire Zone pursuant to Article 18-B of the General Municipal Law.

3. The economic condition of the area at the time of the application and the economic multiplying effect that the Project will have on the area:

At the time of the application, the economic condition of the area was in need of growth. The Project will create jobs, thus generating revenue for the affected towns and surrounding areas.

4. The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs:

The Project will create approximately 200 construction jobs over the approximately one-year construction period with a payroll of approximately \$2,704,000.

The Project will create approximately 176 full-time jobs and approximately 80 part-time jobs within the first year of operation. The Company has indicated that they will make every effort to hire local labor to undertake the construction of the Facility. Information regarding the estimated average wage/salary per year for a permanent full time job will be available at the Meeting.

5. The estimated value of tax exemptions to be provided:

Based on an estimated assessed value of a comparable building in the City of Albany of \$7,340,000, the real property tax payments would be approximately \$3,061,642 over a 10 year period on said building without any tax abatements through the Agency. If Section 485-b of the New York Real Property Tax Law was utilized, the real property tax

payments would be approximately \$3,061,642 over a 10 year period. Therefore the Proposed Pilot Agreement will provide a tax exemption from real property tax in an amount equal to approximately \$2,697,715 over a 10 year period.

6. The economic impact of the Proposed Pilot Agreement on affected tax jurisdictions:

The Project will service 3 major hospitals in the New Scotland Avenue area by providing medical office space and retail services. It is anticipated that the retail portion of the Facility will result in the creation of 20 full and part-time new jobs in the area and that the office space will result in the creation of 236 full-time and part-time positions in the area. It is anticipated 20% of these jobs are City of Albany residents. These residents will continue to own homes and to pay school and property taxes. In addition, local retail and service industries will benefit from creation of new jobs within the community.

7. The impact of the proposed Project on existing and proposed businesses and economic development projects in the vicinity:

The impact of the Project is a positive one on the community, as it creates jobs in the community.

8. The amount of private sector investment generated or likely to be generated by the proposed Project:

The investment by the Company will be approximately \$15,208,672.

9. The effect of the proposed Project on the environment:

It is likely that the Project will not have a significant effect on the environment.

10. The likelihood of accomplishing the proposed Project in a timely fashion:

It is anticipated that the Project will be accomplished in a timely fashion.

11. The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services:

It is not anticipated that the Project will have a tremendous burden upon the educational facilities for any school district within the City of Albany, Albany County. After the completion of the Project, the employment at the Project is not anticipated to generate a substantial burden on the highways of the affected towns or the City of Albany. All necessary emergency medical and police services are available in the affected towns.

12. Anticipated tax revenues:

The Company has requested a deviation from the Policy in order to pass said tax savings on to the Tenants at the Project in the form of lower lease payments. The benefit of the

Hon. Gerald D. Jennings, Mayor
Hon Michael G. Breslin, County Executive
Dr. Raymond Colucciello, Superintendent
March 5, 2010
Page 5

larger tax abatement under the Proposed Pilot Agreement will not accrue to the Company, but will instead accrue to the Tenants at the Project, therefore, enticing these Tenants to stay in the area. The creation of new jobs within the community will benefit the local retail and service industries.

13. The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located:

The benefit is a positive one economically, in that the Project will create permanent, private sector jobs.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Policy) at the Meeting. The discussion at the Meeting will include a review of (a) the terms of the Pilot Request, (b) other projects where the Agency has approved a deviation from its Policy, and (c) the information contained in this letter and other materials provided by the Company supporting the Pilot Request. Based on the discussion at the Meeting, and the review of any comments received by the Agency with respect to the Pilot Request, the Agency may determine to modify the terms of the Pilot Request.

The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

Sincerely yours,

/s/ Michael J. Yevoli
Michael J. Yevoli
Chief Executive Officer

**APPROVING RESOLUTION
COLUMBIA 50 NS LLC PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the "Agency") 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 March 18, 2010 at 12:15 p.m., local time.

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

PRESENT:

Anthony J. Ferrara	Chairman
Willard A. Bruce	Vice Chairman
Susan Pedo	Secretary
Betty J. Barnette	Treasurer
Martin Daley	Member
Gary Simpson	Member
Prairie Wells	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Michael Yevoli	CEO - ALDC
Erik Smith	CFO - ALDC
Jeffrey Sullivan	Department of Development and Planning
John J. Reilly, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

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

Resolution No. 0310-__

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR COLUMBIA 50
NS LLC (THE "COMPANY").**

WHEREAS, City of Albany Industrial Development Agency (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 commercial, manufacturing and industrial 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in April, 2009, Columbia 50 NS LLC, a New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Initial Project”) for the benefit of the Company, said Initial Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 37,436 square foot, 6-story building (the “Initial Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the “Equipment”) (the Land, the Initial Facility and the Equipment hereinafter collectively referred to as the “Initial Project Facility”), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the “Tenants”) for use by the tenants as administrative, medical and retail offices and/or residential uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Initial Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on April 27, 2009 (the “Public Hearing Resolution”), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Initial Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the “Initial Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Initial Project and the Financial Assistance being contemplated by the Agency with respect to the Initial Project, to be mailed on June 5, 2009 to the chief executive officers of the county and of each city, town, village and school district in which the Initial Project is or is to be located, (B) caused notice of the Initial Public Hearing to be posted on June 5, 2009 on a bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Initial Public Hearing to be published on June 8, 2009 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Initial Public Hearing on July 9, 2009 at 12:00 o’clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Initial Public Hearing (the “Initial Hearing Report”) which fairly summarized the views presented at said Initial Public Hearing and distributed same to the members of the Agency and to the Mayor of City of Albany, New York (the “Mayor”); 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”), by resolution adopted by the members of the Agency on July 16, 2009 (the “SEQR Resolution”), the Agency (A) concurred in the determination by the City of Albany Planning Board (the “Planning Board”) to act as “lead agency” with respect to the Initial Project and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a

negative declaration (the “Initial Negative Declaration”) determining that the Initial Project will not have a “significant effect on the environment” pursuant to SEQRA; and

WHEREAS, the Agency’s Uniform Tax Exemption Policy (the “Policy”) provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Initial Project Facility. In connection with the Application, the Company made a request to the Agency (the “Initial Pilot Request”) that the Agency deviate from the Policy with respect to Initial Project Facility. On July 21, 2009, the members of the Agency authorized the Chief Executive Officer of the Agency to send a notice to the chief executive officers of the “affected tax jurisdictions” (within the meaning of such quoted term in Section 854(16) of the Act) (the “Affected Tax Jurisdictions”) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Initial Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. By resolution adopted by the members of the Agency on August 20, 2009 (the “Pilot Deviation Approval Resolution”), the Agency determined to deviate from the Agency’s Policy with respect to the Initial Project pursuant to the Initial Pilot Request; and

WHEREAS, on February 10, 2010, the Agency received an amended application with respect to the Initial Project (the “Amended Application”), which Amended Application amends the square footage of the Initial Facility and the proposed use of the Initial Project Facility, so that the Initial Project is now described as follows (the Initial Project, as amended will be referred to as the “Project”): (A) (1) the acquisition of an interest in an approximately 0.186 acre parcel of land located between 22 and 60 New Scotland Avenue in the City of Albany, Albany County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 67,500 square foot, 9-story building (the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property including without limitation tenant improvement and finish (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and leased to various tenants (collectively, the “Tenants”) for use by the tenants as administrative, medical and retail offices, other commercial uses and 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 estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on February 18, 2010 (the “Public Hearing Resolution for Amended Project”), the Agency authorized the Chief Executive Officer of the Agency to conduct a public hearing pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution for Amended Project, the Chief Executive Officer of the Agency (A) caused notice of public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on March 3, 2010 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on March 4, 2010 on a bulletin board located in the City Hall Rotunda located at 24 Eagle Street in the City of Albany, Albany County, New York, (C) caused notice of the Public Hearing to be published on March 5, 2010 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) conducted the Public Hearing on March 18, 2010 at 12:00 o’clock p.m., local time at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York, and (E) prepared a report of the Public Hearing (the “Hearing Report”) which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency and to the Mayor; and

WHEREAS, pursuant to SEQRA, by resolution adopted by the members of the Agency on March 18, 2010 (the "SEQR Resolution for Amended Project"), the Agency (A) concurred in the determination by the Planning Board to act as "lead agency" with respect to the Project and (B) indicated that the Agency had no information to suggest that the Planning Board was incorrect in issuing a negative declaration (the "Negative Declaration") determining that the changes to the Initial Project were "not substantial enough to require further environmental review" pursuant to SEQRA; and

WHEREAS, pursuant to the Agency's Policy and in connection with the Amended Application, the Company made a request to the Agency (the "Pilot Request") that the Agency deviate from the Policy with respect to Project Facility. On March 5, 2010 the members of the Agency authorized the Chief Executive Officer of the Agency to send a notice to the chief executive officers of the "affected tax jurisdictions" (within the meaning of such quoted term in Section 854(16) of the Act) (the "Affected Tax Jurisdictions") pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency. By resolution adopted by the members of the Agency on March 18, 2010 (the "Pilot Deviation Approval Resolution for Amended Project"), the Agency determined to deviate from the Agency's Policy with respect to the Project pursuant to the Pilot Request; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in City of Albany, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility; and

WHEREAS, the Agency 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 Albany, New York by undertaking the Project in the City of Albany, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease 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"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) if the Company intends to finance the Project with borrowed money, one or more mortgages and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lenders with respect to the Project (the "Lender"), which Mortgage will grant liens on and security interests in the Project Facility to secure one or more loans from the Lender to the

Company with respect to the Project (collectively, the “Loan”); (F) all building loan and other agreements requested by the Lender in connection with the Loan (collectively with the Mortgage, the “Loan Documents”); and (G) various certificates relating to the Project (the “Closing Documents”);

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

Section 1. All action taken by the Chief Executive Officer of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Special Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of City of Albany, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the “Project Costs”) will be approximately 15,208,672;

(E) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(F) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of City of Albany, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(G) The Agency has reviewed the Hearing Report and has fully considered all comments contained therein; and

(H) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. The Agency hereby determines to: (A) proceed with the Project; (B) acquire the Project Facility; (C) lease the Project Facility to the Company pursuant to the Lease Agreement; (D) enter into the Payment in Lieu of Tax Agreement; (E) secure the Loan by entering into the Loan Documents; and (F) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the “Bill of Sale to Agency”) from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 Agency 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 Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. 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	_____
Betty J. Barnette	VOTING	_____
Martin Daley	VOTING	_____
Gary Simpson	VOTING	_____
Prairie Wells	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 "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 18, 2010 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 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 18th day of March, 2010.

(Assistant) Secretary

(SEAL)