

Saratoga County Capital Resource Corp.
Meeting Minutes March 11, 2014
Board of Supervisors meeting room, 40 McMaster Street, Ballston Spa, N.Y.

The meeting was called to order at 4:00 p.m. by Chairman Anita Daly. The following members, staff and guests were present:

Members: Chairman Anita Daly, John Wyatt, Eugene Zeltmann, Arthur Johnson, Richard Dunn, Valerie Muratori.

Staff: Raymond O’Conor, CEO, Jeffrey Reale, CFO, James Carminucci, Counsel, Lori Eddy, Secretary.

Guests: Michael West and Kyle Bernard, Skidmore College, and Steve Williams, Schenectady Gazette.

Chairman Daly called the meeting of the Saratoga County Capital Resource Corporation to order.

Approval of the January 28, 2014 minutes:

A motion to approve the minutes was made by Mr. Johnson and seconded by Ms. Muratori. There was no further discussion. All were in favor and the motion was approved.

Chairman Daly stated that Mr. Wyatt was appointed to the Saratoga County Capital Resource Corporation at the Board of Supervisors meeting on the February 25, 2014.

The following resolution was offered by Mr. Dunn, seconded by Mr. Zeltmann:

Resolution No. 5-2014

Resolved, that the board appoint John Wyatt as Treasurer of the Saratoga County Capital Resource Corporation.

Ayes – 6

Noes – 0

Adopted 6 - 0

Mr. O’Conor noted that Mr. Wyatt signed the acknowledgement of Fiduciary Duties and Responsibilities form and will need to complete the ABO required online training within the next twelve months.

In regard to Mr. Wyatt's duties as Treasurer, the following resolution was offered by Mr. Dunn, seconded by Mr. Zeltmann:

Resolution No. 6-2014

Resolved, that the board approve signing authority for John Wyatt as Treasurer of the Saratoga County Capital Resource Corporation.

Ayes – 6

Noes – 0

Adopted 6 - 0

Chairman Daly stated that an application by Skidmore College has been submitted. She introduced Michael West, Vice President of Finance Administration - Treasurer and Kyle Bernard, Director of Financial Services and Controller. Chairman Daly asked Mr. West to speak to the Board regarding the application. Mr. West told the Board that this transaction was a refinancing of existing bonds in order to take advantage of lower interest rates. Skidmore is a strong institution that has approximately 900 employees. Mr. Zeltmann stated that the Saratoga County Capital Resource Corporation exists to improve employment opportunities within the area and no additional employees were expected to be hired according to the application. Mr. West stated they struggled with this internally because it is a refinance. He felt he could not say with absolute certainty the number of newly created jobs, but stated that the savings in interest does help the College to continue to offer employment opportunities and has a positive impact on job retention. Mr. West stated that he would be happy to amend the application to that effect. Mr. Dunn stated that retaining jobs would be a benefit of refinancing and is part of the Corporation's mission. Mr. West stated it is hard to say that a specific number of employees will be a benefit of the refinancing. Chairman Daly stated we look to undertake projects and activities within the County for the purposes of relieving and reducing unemployment and bettering and maintaining job opportunities and the Skidmore College application is consistent with that. In the refinancing provided to Saratoga Hospital as an example, it was critical to save money to preserve the strength of the organization. Mr. Zeltmann stated maybe language such as this could be added to the application. Mr. West stated at least ten employees will be added this year. Long term is hard to project. He will however, amend the application.

Mr. Wyatt asked what the 50% rise in student applications at Skidmore College was attributed to. According to Mr. West, Skidmore has made many changes to their website and application process and 955 applications this past year were online applications. Many investments have been made in housing and other facilities. More financial aid is available. Over the past decade the college has become a stronger institution.

Mr. Dunn questioned the outstanding balance of indebtedness in the application as the number conflicted with data he reviewed as a board member of the Saratoga County IDA. Mr. Dunn does not think it matters in regard to the application, but would like to get the number technically correct. Mr. West would look into that and supply an amendment to the application.

Chairman Daly stated that we are looking for a resolution to accept this application. We will come back with a vote on final approval at our next meeting, so amendments can be made by the applicant. Mr. Carminucci spoke regarding the resolution describing the project and the preliminary authorization to move forward. This refinancing of existing debt has no SEQRA or public hearing requirements as they were satisfied when the debt was originally issued. We do need to get a draft of bond documents. Mr. O'Connor stated when that is done, we will hold a special meeting. Mr. Carminucci stated that they are

refunding two series of bonds. These bonds may be issued in two transactions. The DASNY bonds cannot be repaid until July 1, so we may issue the first series of bonds to retire the IDA bonds in April and then the second series of bonds will be issued sometime mid to late June.

On a motion made by Mr. Dunn, seconded by Mr. Johnson,

Resolution No. 7-2014

Resolved, to accept the application for Skidmore College with the amendments noted above.

Ayes – 6

Noes – 0

Adopted 6 - 0

Mr. Carminucci presented a bond resolution for consideration by the Board:

At a regular meeting of the Saratoga County Capital Resource Corporation convened in public session at the Saratoga County Board of Supervisors Meeting Room, Saratoga County Municipal Center, 40 McMaster Street, Ballston Spa, New York on March 11, 2014 at 4:00 p.m., local time:

The meeting was called to order by the Chairperson, and, upon roll being called, the following were

PRESENT:

Anita Daly	Chairperson
Arthur Johnson	Vice Chairperson
John Wyatt	Treasurer
Richard Dunn	Secretary
Valerie Muratori	Member
Eugene Zeltmann	Member

ABSENT:

ALSO PRESENT:

Raymond O’Conor	Chief Executive Officer of the Corporation
Jeffrey Reale	Chief Financial Officer of the Corporation
James A. Carminucci, Esq.	Counsel to the Corporation

The following resolution was offered by Mr. Dunn, seconded by Mr. Johnson, to wit:

Resolution No. 8-2014

RESOLUTION TAKING OFFICIAL ACTION TOWARD THE ISSUANCE BY SARATOGA COUNTY CAPITAL RESOURCE CORPORATION OF ITS TAX-EXEMPT REVENUE BONDS (SKIDMORE COLLEGE PROJECT), SERIES 2014 IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$42,500,000 TO REFINANCE CERTAIN PROJECTS PREVIOUSLY

UNDERTAKEN AT THE REQUEST OF SKIDMORE COLLEGE LOCATED IN THE CITY OF SARATOGA SPRINGS, SARATOGA COUNTY, NEW YORK.

WHEREAS, the Saratoga County Capital Resource Corporation (the “Issuer”) was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the “Enabling Act”), and pursuant to the provisions of the Enabling Act, Revenue Ruling 57-187, Private Letter Ruling 200936012, the Board of Supervisors of Saratoga County, New York (the “County”) adopted a resolution (the “Sponsor Resolution”) (A) authorizing the incorporation of the Issuer under the Enabling Act and (B) appointing the initial members of the board of directors of the Issuer. On November 13, 2012, a certificate of incorporation was filed with the New York Secretary of State’s Office (the “Certificate of Incorporation”) creating the Issuer as a public instrumentality of the County; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, Skidmore College, a not-for-profit corporation organized and existing under the laws of the State of New York (the “Applicant”) has requested that the Issuer consider undertaking a project (the “Project”) for the benefit of the Institution, consisting of: (A) the refunding of the County of Saratoga Industrial Development Agency’s Civic Facility Revenue Refunding Bonds (Skidmore College Project), Series 2003 A in the original aggregate principal amount of \$29,560,000 issued on July 22, 2003 to: (1) refinance the Dormitory Authority of the State of New York Skidmore College Insured Revenue Bonds, Series 1993 in the original aggregate principal amount of \$40,445,000 which financed (a) the expansion and renovation of certain of the Applicant’s facilities located at 815 North Broadway, in the City of Saratoga Springs, New York (the “Campus”), (b) the acquisition of certain items of fixtures, furnishings, machinery and equipment installed at the Campus (collectively, the “Series 2003 Equipment”) and (c) the financing of all or a portion of the costs of the foregoing together with necessary incidental costs in connection therewith (collectively with the Campus and the Series 2003 Equipment, the “Series 2003A Project Facility”); (B) the refunding of the Dormitory Authority of the State of New York Skidmore College Insured Revenue Bonds, Series 2004 in the original aggregate principal amount of \$32,245,000 issued on April 29, 2004 to finance the construction on the Campus of student housing and the renovations of food service/dining facilities on the Campus (collectively the “Series 2004 Project Facility”) (the Series 2003 Project Facility and the Series 2004 Project Facility being collectively referred to hereinafter as the “Project Facility”), (C) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith presently estimated to be approximately \$42,500,000 and in any event not to exceed \$42,500,000 (the “Bonds”); (D) paying a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds and any reserve funds as may be necessary to secure the Bonds; and (E) the making of a loan (the “Loan”) of the proceeds of the Bonds to the Applicant pursuant to the terms of a loan agreement to be entered into by and between the Issuer and the Applicant (the “Loan Agreement”); and

WHEREAS, the Issuer has given due consideration to the Application; and

WHEREAS, the Issuer desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the County by undertaking the Project in the County; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of the State of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act"), the Issuer is required to make a determination with respect to the environmental impact of any "Action" (as defined by the SEQR Act) to be taken by the Issuer;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF SARATOGA COUNTY CAPITAL RESOURCE CORPORATION AS FOLLOWS:

SECTION 1. The Issuer hereby finds and determines that:

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

(B) The financing of the Project with the proceeds of the Bonds to be loaned to the Institution will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, and thereby lessen the burdens of government; and

(C) It is desirable and in the public interest for the Issuer to issue and sell its Bonds upon the terms and conditions determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the Institution has agreed to the terms of such issuance and sale and subject to a further resolution of the Issuer.

SECTION 2. The Issuer hereby determining that the Project is a "Type II Action" under 6 NYCRR § 617.5(c)(23) and no further action under the SERQA Act is required.

SECTION 3. Subject to the conditions set forth in Section 3 of this Resolution, the Issuer will (A) enter into the Loan Agreement with the Applicant whereby the Applicant will be obligated, among other things, to make payments to the Issuer in amounts and at times so that such payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds; (B) authorize the issuance of the Bonds in such principal amount and with such maturities, interest rate or rates, redemption terms and other terms and provisions as shall be determined by a further resolution of the Issuer and (C) secure the Bonds in such manner as the Issuer, the Applicant and the purchasers of the Bonds shall mutually deem appropriate. If the proceeds from the sale of the Bonds are insufficient to finance the entire cost of the Project, the Issuer will, upon request of the Applicant and subject to the provisions of the Act and Section 4 hereof, use its best efforts to effect the issuance from time to time in the future of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the cost of completing the Project.

SECTION 4. The undertaking of the Project, and the issuance of the Bonds and any additional bonds as contemplated by Section 3 of this Resolution, shall be subject to: (A) agreement by the Issuer, the Applicant and the purchasers of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; (B) agreement between the Applicant and the Issuer as to payment by the Applicant of the administrative fee of the Issuer with respect to the Project and (C) compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

SECTION 5. The officers, agents and employees of the Issuer are hereby authorized, empowered and directed to proceed with the undertakings provided for herein on the part of the Issuer and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions hereof.

SECTION 6. The officers, agents and employees of the Issuer are hereby directed to do such things or perform such acts as may allow the Issuer to proceed to its final consideration of the Project.

SECTION 7. Lemery Greisler LLC is hereby appointed Bond Counsel to the Issuer with respect to all matters in connection with the Project. Bond Counsel for the Issuer is hereby authorized, at the expense of the Applicant, to work with the Applicant and others to prepare, for submission to the Issuer, all documents necessary to effect the undertaking of the Project.

SECTION 8. It is intended that this Resolution shall constitute an affirmative official action toward the issuance of the Bonds as well as a declaration of official intent to reimburse the applicant from the proceeds of the Bonds for expenditures incurred within sixty (60) days prior to the date hereof and on or after the date hereof with respect to the undertaking of the Project pursuant to Section 1.150-2 of the United States Treasury Regulations.

SECTION 9. The Chairman of the Issuer is hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 10. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

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

Anita Daly	VOTING	Aye
Arthur Johnson	VOTING	Aye
John Wyatt	VOTING	Aye
Richard Dunn	VOTING	Aye
Valerie Muratori	VOTING	Aye
Eugene Zeltmann	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Saratoga County Capital Resource Corporation (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Issuer, including the Resolution contained therein, held on March 11, 2014 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Issuer and of such resolution set forth 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 directors of the Issuer had due notice of said meeting; (B) said meeting was in all respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the directors of the Issuer present through 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 11th day of March, 2014.

Secretary

(SEAL)

Chairman Daly then asked for a time and date for the next meeting. After discussion, it was decided that the next meeting would convene at 2:00 on Wednesday, April 2nd.

Mr. West and Mr. Bernard left the meeting.

Audit Committee Report:

Mr. Johnson stated that the Audit Committee met prior to the Board meeting. He stated the Audit Committee reviewed the 2013 report prepared by the CPA firm Cusack & Company CPA's LLC. The Audit Committee reviewed the report and in the opinion of the auditors the financial statements accurately and fairly reflect our financial condition. There was one deficiency noted in that the Corporation did not employ an individual qualified to prepare financial statements and related footnotes. The limited and simple financial activity in 2013 did not warrant retaining a CPA. Mr. Reale will prepare statements going forward curing this deficiency.

Mr. O'Connor reviewed the financial report and noted that collateral is in place for deposits exceeding the FDIC insurance limit. Mr. O'Connor presented four invoices to be paid:

1. Cusack & Company for the 2013 audit for \$3,000.00.
2. Great American Insurance Group (D&O Policy) for \$1,405.00.
3. Philadelphia Insurance Company (liability policy) for \$804.01.
4. \$618.12 to reimburse Mr. O'Connor for a computer and office supplies.

Mr. O'Connor stated that all of these expenses were on or below budget.

The following resolution was offered by Mr. Johnson, seconded by Mr. Dunn:

Resolution No. 9-2014

Resolved, that the Board approve payment of four invoices totaling \$5,827.12 as presented.

Ayes – 6
Noes – 0
Adopted 6 - 0

Mr. O’Conor discussed with the Board certain policies and procedures required to be reviewed and approved on an annual basis. Two changes were approved earlier to the By Laws regarding the meeting schedule. Mr. Carminucci stated that the Property Disposition Policy should be amended by extracting Lawrence Benton’s name as the contracting officer and substitute the words Chief Executive Officer.

The following resolution was offered by Mr. Johnson, seconded by Mr. Wyatt:

Resolution No. 10-2014

Resolved, to reapprove the By Laws, Audit Committee Charter, Finance Committee Charter, Governance Committee Charter, Ethics Code, Internal Control Policy, Investment Policy, Mission Statement, Procurement Policy, Property Disposition Policy (with noted change) and Whistle Blower Policy.

Ayes – 6
Noes – 0
Adopted 6 - 0

Marketing:

Mr. O’Conor has been working with Advantage Press on a tri-fold brochure. They have designed a logo and fine-tuned some wording. They are waiting for photos from Tom Stock photography. He will email it to everyone once completed. Regarding the website, staff changes have been made and minutes and meeting notices have been posted as well as all of the required policies. All PARIS reports will be submitted no later than March 31, 2014, including the 2013 Annual Report which will be sent to all of the Board members for their review prior to submission.

Chairman Daly questioned whether Mr. Wyatt filed the proper paperwork regarding Ethics Disclosure. Mr. Wyatt stated he did. Chairman Daly stated the next regularly scheduled meeting according to the approved list of meeting dates was listed as April 29, 2014. We will stay with that meeting date. There may be some business to conduct. She then confirmed that a special meeting will be held Wednesday, April 2nd at 2:00 p.m.

There being no further business to discuss, a motion was made by Mr. Johnson to adjourn and it was seconded by Mr. Zeltmann. All were in favor and the meeting was adjourned.

Respectfully submitted,

Lori A. Eddy, Administrative Secretary

Approved April 2, 2014 _____, Secretary