

NOTICE OF PUBLIC HEARING  
ON PROPOSED PROJECT  
PURSUANT TO THE  
INTERNAL REVENUE CODE

Notice is hereby given that a public hearing pursuant to Section 859-a (2) of the General Municipal Law of the State of New York (the "Act") and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), will be held by Rensselaer County Industrial Development Agency (the "Issuer") on the 2nd day of July, 2015 at 10:00 o'clock a.m., local time, at the Ned Pattison Government Center, Economic Development Office, 1600 7<sup>th</sup> Avenue, in the City of Troy, Rensselaer County, New York in connection with the following matters:

Emma Willard School, a New York not-for-profit education corporation (the "Institution"), has presented an application (the "Application") to the Issuer, a copy of which Application is on file at the office of the Issuer, requesting that the Issuer consider undertaking a project (the "Project") for the benefit of the Institution, said Project consisting of the following: (A) refinancing, in whole or in part, of the outstanding Civic Facility Revenue Bonds (Emma Willard School Project Project), Series 2006 in the original aggregate principal amount of \$31,325,000 (the "Prior Bonds") issued on or about June 27, 2006 by the Issuer, the proceeds of which Prior Bonds were used to finance the following project (the "Prior Project Facility"): (1) the acquisition of an interest in an approximately 7.4 acre parcel of land located on the Institution's campus (the "Campus") with an address of 285 Pawling Avenue in the City of Troy, Rensselaer County, New York (the "Initial Land"), together with four (4) buildings containing in the aggregate approximately 96,972 square feet of space (collectively, the "Initial Facility"), (2) the renovation of the Initial Facility and the making of infrastructure improvements on the Initial Land (collectively, the "Initial Improvements"), (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Initial Equipment") (the Initial Land, the Initial Facility, the Initial Improvements and the Initial Equipment being hereinafter collectively referred to as the "Initial Project Facility"), all of the foregoing to be operated by the Institution as an educational facility and other directly and indirectly related activities, (4) the refinancing of certain debt previously incurred by the Institution to provide financing for previously completed projects, including but not limited to (a) the development of a campus master plan, and (b) the execution of various capital projects deemed to support the mission of the school, including (i) improvements to Mott Gym and various buildings on the Campus, (ii) the replacement of windows in various buildings on the Campus, and (iii) the acquisition of various homes that have become part of the Campus and used for school faculty, including properties located at 20 Parmenter, 109 Elmgrove, 137 Elmgrove and 170 Central Avenue in the City of Troy, Rensselaer County, New York, and (5) additional capital improvements to the Campus, including but not limited to (a) heating system upgrades for the library complex, Weaver and other buildings on the Campus, (b) extending the fire alarm system to outlying buildings, (c) miscellaneous repairs to other buildings on the Campus, and (d) additional faculty housing; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue refunding 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, said aggregate principal amount presently estimated not to exceed \$22,000,000 (the "Obligations"); (C) paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; (D) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real estate transfer taxes and mortgage recording taxes (collectively with the Obligations, the "Financial

Assistance”); and (E) the lease (with an obligation to purchase) or sale of the Project Facility to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer.

The Issuer is considering whether (A) to undertake the Project, (B) to finance the Project by issuing, from time to time, the Obligations, (C) to use the proceeds of the Obligations to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, and (D) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Issuer with respect to the Project in the office of the County Clerk of Rensselaer County, New York or elsewhere and (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project.

If issuance of the Obligations is approved, interest on any portion of the Obligations intended to be issued as federally tax-exempt obligations will not be excludable from gross income for federal income tax purposes unless (A) pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department promulgated thereunder (the “Treasury Regulations”), the issuance of the Obligations is approved by the County Executive of Rensselaer County, New York after the Issuer has held a public hearing on the nature and location of the Project Facility and the issuance of the Obligations; and (B) pursuant to Section 145(a) of the Code, all property which is to be provided by the net proceeds of the Obligations is to be owned by a Section 501(c)(3) organization or a governmental unit and at least ninety-five percent (95%) of the net proceeds of the Obligations are used with respect to (1) governmental units and/or (2) the activities of Section 501(c)(3) organizations which do not constitute “unrelated trades or businesses” (as defined in Section 513(a) of the Code) with respect to such Section 501(c)(3) organizations.

If the Issuer determines to proceed with the Project and the issuance of the Obligations, (A) the Project Facility will be leased (with an obligation to purchase) or sold by the Issuer to the Institution or its designee pursuant to a project agreement (the “Agreement”) requiring that the Institution or its designee make payments equal to debt service on the Obligations and make certain other payments to the Issuer and (B) the Obligations will be a special obligation of the Issuer payable solely out of certain of the proceeds of the Agreement and certain other assets of the Issuer pledged to the repayment of the Obligations. **THE OBLIGATIONS SHALL NOT BE A DEBT OF THE STATE OF NEW YORK OR RENSSELAER COUNTY, NEW YORK, AND NEITHER THE STATE OF NEW YORK NOR RENSSELAER COUNTY, NEW YORK SHALL BE LIABLE THEREON.**

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 Issuer on June 11, 2015 (the “SEQR Resolution”), the Issuer determined that the Project constituted a “Type II action” (as such quoted term is defined under SEQRA), and therefor that no further action with respect to the Project was required under SEQRA.

The Issuer will at said time and place hear all persons with views on either the location and nature of the proposed Project, the Financial Assistance being contemplated by the Issuer in connection with the proposed Project or the proposed plan of financing the proposed Project by the issuance from time to time of the Obligations. A copy of the Application filed by the Institution with the Issuer with respect to the Project, including an analysis of the costs and benefits of the Project, is available for public inspection during business hours at the offices of the Issuer. A transcript or summary report of the hearing will be made available to the County Executive of Rensselaer County, New York. Approval of the issuance of the

Obligations by Rensselaer County, New York, acting through its elected County Executive, is necessary in order for the interest on the Obligations to qualify for exclusion from gross income for federal income tax purposes.

Additional information can be obtained from, and written comments may be addressed to: Robert L. Pasinella, Jr., Executive Director, Rensselaer County Industrial Development Agency, c/o Rensselaer County Department of Economic Development and Planning, County Office Building, 1600 Seventh Avenue, Troy, New York 12180; Telephone: (518) 270-2914.

Dated: June 19, 2015.

RENSSELAER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

BY: \_\_\_\_\_  
Robert L. Pasinella, Jr., Executive Director