

**Capitalize Albany Corporation Board Meeting
MINUTES
Tuesday, July 22, 2014**

The meeting of the Capitalize Albany Corporation Board of Directors was held at 8:00 a.m., Tuesday, July 22, 2014 at 21 Lodge Street.

The following were in attendance:

Board of Directors:

Michael Castellana	Bob Curley	Nancy Zimpher
Anders Tomson	John Harris	Dr. Robert Jones
Dorsey Whitehead	Michael Fancher	Susan Pedo
David Parente	James Linnan	Matt Peter
Mark Sullivan	Jeff Sperry	

Other:

Thomas M. Owens, Esq.

Staff:

Sarah Reginelli, Mark Opalka, Brad Chevalier, Katie Newcombe, Andy Corcione, Amanda Vitullo and Amy Gardner

Chairman Michael Castellana called the regular meeting of the Capitalize Albany Corporation (“Corporation”) Board to order at 8:04 a.m. The following directors were excused: Michele Vennard and John Vero.

Approval of Minutes for June 24, 2014 Board Meeting

The Board reviewed the minutes of the June 24, 2014 meeting. Jeff Sperry made a motion for approval. Susan Pedo seconded. The Board agreed unanimously to approve the minutes.

Finance & Investment Committee Update

Mark Opalka reviewed the quarterly financial statements with the Board and went over the highlights outlined in the memo distributed to the Board prior to the meeting. He advised the Board that the Corporation had a net loss of approximately \$33,000 as of June 30, 2014. The position compares favorably to the year-to-date budgeted net loss of \$243,000. Mr. Opalka explained that the variance between the total budgeted revenue and expense activity through June 30, 2014 and total actual revenue and expense activity was a result of activity related to the Impact Downtown Albany Plan.

Premium Only Plan (“POP”) Resolution 10-2014

Mark Opalka reviewed the resolution with the Board. Mr. Opalka advised the Board that staff was recommending that the Corporation adopt a POP plan which would allow health premiums to be paid with pre-tax dollars resulting in a savings to employees and a net neutral result for the Corporation. Mr. Opalka provided a break down illustrating the savings to employees and affect on the Corporation.

A motion to adopt the resolution was made by Jeff Sperry and seconded by Dorsey Whitehead. A vote being taken, the motion passed unanimously.

Columbia 677, LLC Sale of Ground Lease Resolution 11-2014

Staff reviewed the request of Columbia 677, LLC (the “Applicant”) with the Board. The Applicant would like to terminate its leasehold interest in the property by purchasing the ground lease. The Applicant will pay the Corporation all rent due from the date of the leasehold interest termination until expiration of the leasehold in the amount of \$1,481,250. Staff advised the Board that this transaction was discussed at length by the finance committee.

A motion to adopt the resolution was made by Robert Jones and seconded by Dorsey Whitehead. A vote being taken, the motion passed unanimously. Michael Castellana, Bob Curley and Anders Tomson recused themselves.

412 Broadway Realty LLC Loan Resolution 12-2014

Staff reviewed the request of 412 Broadway Realty LLC (the “Applicant”). The Applicant is seeking a \$400,000 loan from the Corporation to assist with the completion of 32 market rate apartments, approximately 6,400 square feet of commercial space at 412 Broadway in downtown Albany and a 39 space surface parking lot. Staff advised the Board that the loan application was discussed at length by the finance committee. The Board recommended that the loan be coterminous with the loan of the primary lender M&T Bank.

A motion to adopt the resolution was made by Mark Sullivan and seconded by Dorsey Whitehead. A vote being taken, the motion passed unanimously.

Impact Downtown Albany

Staff advised the Board that the project was in the later stage of phase two - the implementation plan - and that an advisory committee meeting would be held August 18th to review a rough draft of the play book and discuss related matters. The branding of the initiative was discussed. The project will likely be wrapping up in September and staff will host a final event to highlight its completion/conclusions.

Project Update

Staff reviewed the status of active projects with the Board.

Personnel Changes

The vacant positions at the Corporation were discussed.

Executive Session

A motion to enter into executive session was made by Jim Linnan, seconded by Dorsey Whitehead, and passed unanimously to discuss litigation and the terms and conditions of employment of certain personnel. The Board entered into executive session at 9:00am. Staff left the room and the following Directors were present: Michael Castellana, Anders Tomson, Dorsey Whitehead, David Parente, Mark Sullivan, Bob Curley, John Harris, Michael Fancher, James Linnan, Jeff Sperry, Nancy Zimpher, Dr. Robert Jones, Susan Pedo, and Matt Peter. The Board left executive session at 9:20 a.m. No actions were taken during executive session.

Appointment of Vice President Resolution 13-2014

The Board reviewed and discussed the resolution, which had been distributed prior to the Board meeting.

A motion to adopt the resolution was made by Dorsey Whitehead and seconded by Anders Tomson. A vote being taken, the motion passed unanimously.

Appointment of President Resolution 14-2014

The Board reviewed and discussed the resolution, which had been distributed prior to the Board meeting.

A motion to adopt the resolution was made by Dorsey Whitehead and seconded by Anders Tomson. A vote being taken, the motion passed unanimously.

There being no further business, the Capitalize Albany Corporation Board of Directors regular meeting was adjourned at 10:07 a.m.