



CAPITALIZE ALBANY
CORPORATION

Tuesday, April 30, 2019
21 Lodge Street, 8:00 a.m.

Capitalize Albany Corporation
Board of Directors Meeting

Agenda

1. Review of Minutes from the Regular Meeting of March 26, 2019
2. Report of Executive Staff – Corporation Update
 - a. Skyway
 - b. Façade Improvement Program
3. Report of Finance and Investment Committee
 - a. Quarterly Review of Budget Results
 - b. Review Investment Portfolio – Resolution 05-2019
4. Report of the Liberty Park Committee
 - a. Resource Update – Resolution 06 - 2018
 - b. Acquisition Update – Resolution 07-2019
5. Other Business
 - a. Annual Financial Disclosure Statements
6. Board Only and/or Executive Session (if necessary)

Capitalize Albany Corporation Board Meeting

April 30, 2019

Agenda Item #1: Review of Minutes from the Regular Meeting of March 26, 2019

Materials:

- Capitalize Albany Corporation Regular Board Minutes

Capitalize Albany Corporation Board Meeting
MINUTES
Tuesday, March 26, 2019

The meeting of the Capitalize Albany Corporation Board of Directors was held at 8:00 a.m., Tuesday, March 26, 2019 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Board of Directors:

Michael Castellana	Bob Curley	John Harris	Matthew Peter
Kaweeda Adams	Sonya del Peral	Susan Pedo	Karen Torrejon
Heather Briccetti	Michael Fancher		

Other: Thomas M. Owens, Esq.

Staff: Sarah Reginelli, Joe Landy, Mark Opalka, Ashley Mohl and Genevieve Zurowski.

Excused: David Parente, Havidan Rodriguez, Anders Tomson, Jeff Sperry, John Vero, Michele Vennard

Chairman Michael Castellana called the regular meeting of the Capitalize Albany Corporation (“Corporation”) Board to order at 8:09 a.m.

Approval of Minutes for the January 22, 2019 Regular Board Meeting

The Board reviewed the minutes of the January 22, 2019 Regular Board meeting. Matthew Peter made a motion for approval, John Harris seconded. The Board agreed unanimously to approve the minutes.

IDA/CRC Agreements (Old Business)

a. IDA/CRC Professional Service Agreement Approval - Resolution 2-2019

Staff reviewed the *IDA/CRC Professional Service Agreement Approval - Resolution 2-2019* to the Board, already introduced at January’s Board Meeting. Susan Pedo recused herself from discussion and voting of Resolution 2-2019. The Board spoke at length, and presented no changes for 2019. A motion to adopt the *IDA/CRC Professional Service Agreement Approval - Resolution 2-2019* was made by Matt Peter, and seconded by Heather Briccetti. Susan Pedo abstained. A vote being taken, the motion passed with all other members voting aye.

b. IDA Economic Development Fee for Service Approval - Resolution 3-2019

Staff reviewed the *IDA Economic Development Fee for Service Approval - Resolution 3-2019* to the Board, already introduced at January’s Board Meeting. Susan Pedo recused herself from discussion and voting of Resolution 3-2019. The Board spoke at length, and presented no changes for 2019. A motion to adopt the *IDA Economic Development Fee for Service Approval - Resolution 3-2019* was made by Matt Peter, and seconded by Heather Briccetti. Susan Pedo abstained. A vote being taken, the motion passed with all other members voting aye.

Report of Executive Staff – Corporation Update

Staff presented an update on ongoing projects including an overview of the Federal Opportunity Zones program and efforts to market projects within the City’s designated Zones. Staff briefed the Board on pending NYS legislation related to expanding the definition of a “public works” project. The Board discussed the potential impacts these changes would have on economic activity in the City’s most distressed areas. The matter was discussed at length with the Board agreeing to monitor the situation closely. Staff provided an overview of progress to date on Liberty Park. A motion to enter executive session to discuss matters that could affect the acquisition of real estate was made by Matthew Peter and seconded by Susan Pedo. Upon a unanimous vote the Board entered executive session at 8:22 a.m. The Board exited executive session at 8:51 a.m. No actions were taken.

a. DRI Update

Staff provided an update for the Board of progress by Staff to date on the Downtown Revitalization Initiative for the Clinton Square area. The Board discussed proposed Capitalize Albany projects at length.

Report of the Audit Committee

a. Review of audited Financial Statements, Management Assessment of Internal Controls and Audit Committee Annual Report

Chair of the Audit Committee Michael Fancher informed the Board that the Audit Committee met with UHY this month. UHY reviewed the draft 2018 Audited Financial Statements, in detail, with the Committee and noted the Corporation received a clean or “unqualified” opinion, with no deficiencies identified in internal control. UHY stated to the Committee that there were no disagreements with the Corporation’s management during the audit and no material misstatements were detected as a result of their audit procedures. The Board credited Staff for the clean audit received and completing the Audit sooner than the expected date. Chair of the Audit Committee Michael Fancher reviewed the *Draft 2018 Audit and 2018 Audited Financial Statements, Draft 2018 Management Assessment of Internal Controls Report, Draft 2018 Audit Committee Annual Report* with the Board.

b. Approval of the 2018 Annual, Procurement, Investment and Performance Measurement Reports

Staff advised the Board that the PARIS reports would be filed by the March 31st deadline, and asked the Board to review the draft PARIS reports, and specifically the Board section, to make sure the information is correct and to reach out to staff if there are any proposed changes or questions. Committee Chair Michael Fancher presented the recommended *Draft 2018 Annual, Procurement & Investment Reports, and Draft 2018 Public Authorities Performance Measurements Report* to the Board for approval.

A motion to accept the 2018 Audit and Draft 2018 Audited Financial Statements, along with the reports, after any necessary revisions are made to the drafts was made by Michael Fancher. Bob Curley seconded. A vote being taken, the motion passed unanimously.

Report of the Finance & Investment Committee

The Committee reported that it would be meeting with Bob Hennes at its April meeting to discuss the Corporation's investments.

a. 105 Morris Loan – Resolution 4-2019

The Committee introduced the *105 Morris Loan – Resolution 4-2019*, as recommended by the Finance Committee. Staff provided the Board with a detailed review of the project and project financials, including an analysis of potential risks. The Board discussed the underwriting and analysis performed by staff and the Finance Committee. The Board discussed additional requirements to be incorporated into the agreement to mitigate potential risk. The Board expressed the positive outcome the development will have for the community due to its critical role in implementing the Park South Urban Renewal Plan.

A motion to approve the *105 Morris Loan – Resolution 4-2019* as reviewed and recommended by the Finance Committee was made by John Harris and Seconded by Sonya del Peral. A vote being taken and the motion passed unanimously.

Other Business

Staff informed the Board of the upcoming ABO training schedule for continued training to remain informed of best practices, regulatory and statutory changes and New York State. The Agency encouraged the Board to attend the next or a future scheduled webinar training for compliance with law and ABO best practice. Staff updated the Board on the recent sexual harassment training completed by all members of the staff.

Board Only Session

Corporation President Sarah Reginelli and Staff left the room at 9:32 a.m., and the Board entered a Board-Only Session. No actions were taken.

There being no further business, the Capitalize Albany Corporation Board of Directors regular meeting was adjourned at 9:39 a.m.

Capitalize Albany Corporation Board Meeting

April 30, 2019

Agenda Item #3: Report of Finance and Investment Committee

Materials:

- Quarterly Review of Budget Results
- Review Investment Portfolio – Resolution 05-2019

Capitalize Albany Corporation
21 Lodge Street
Albany, New York 12207

MEMORANDUM

TO: Capitalize Albany Board of Directors
FROM: Mark Opalka
RE: Capitalize Albany Corporation 1st Quarter Financial Reports
DATE: April 30, 2019

BUDGET PERFORMANCE

On a pre-audit basis, through March 31, 2019, the Capitalize Albany Corporation had net income of \$10,561. This position compares favorably to the year-to-date (YTD) budgeted net loss of \$103,470. Capitalize Albany Corporation had net loss of \$66,945 at March 31, 2017.

My comments below address those categories that deviate in excess of 5% and greater than \$5,000 from the YTD budget.

- **YTD 2019 revenue is \$331,685, which is \$93,422 (39%) above the 2019 budget.**
 - **Professional Service Fee Income.** Professional Service Agreement Income is \$98,557 which is 11,792 (13%) over budget. This variance is a direct result of the City of Albany Industrial Development Agency and the City of Albany Capital Resource Corporation Board of Directors approving an increase in the fee charged by the Corporation to provide professional services to both of these organizations.
 - **Loan Interest Income.** Loan Interest Income is \$14,927 which is \$11,630 (44%) under budget. This variance is a direct result of loan payoffs that occurred during 2018. The Corporation is expecting a \$500,000 loan to close in Q2 of 2019 to help offset some of the variance.
 - **Fee Income.** Fee Income is \$9,013 which is 6,208 (221%) over budget. This is a direct result of fee income from the Enterprise Community loan program as a result of a loan payoff.
 - **Investment & Interest Income.** Interest and Investment Income is \$88,655 which is 65,764 (287%) over budget. This variance is due to gains realized in sales and redemptions of equities and fixed income investments in the Corporation's Investment Portfolio with Hugh Johnson Advisors. Additionally as part of an RFP that was issued in 2018 the Corporation has moved some of its unrestricted funds and invested these funds in fixed income securities and certificate of deposits which currently earns a higher yield than what the Corporation was previously earning.
 - **Project & Program Revenue.** Project and Program revenue is \$21,597. This revenue is from grant monies realized for the Amplify Albany and façade

grant programs. These revenues have offsetting project and program expenses.

- **YTD 2019 expenses are \$321,123 which is \$40,509 (11%) below the 2019 budget.**
 - **Salary & Fringe Expense.** Salary and Fringe expense are \$192,448 which is \$41,458 (18%) under budget. This variance is attributable to the Corporation budgeting for eight positions in 2019.
 - **Project & Program Expense.** Project and Program Expenses are \$26,278. This expense was for the grant disbursements for the Amplify Albany and Façade grant programs as well as due diligence expenses incurred for the Liberty Park project.

LOANS

- Richard Dobush (Enterprise Community) repaid his loan during the first quarter.

BALANCE SHEET

- At March 31, 2019, compared to December 31, 2018, unrestricted cash has decrease by \$2,331,281. This is primarily a result of the Corporation moving a portion of its unrestricted fund balance to investments to seek higher yields.
- Investments increased by \$2,263,672. As noted above this is primarily a result of the Corporation moving a portion of its unrestricted balance to investments to seek higher yields.
- Restricted cash has increased \$53,385 due to scheduled payments and one loan payoff on the Corporation's Enterprise Community Loans.
- Mortgage notes receivable has decreased by \$42,722. This is a result of scheduled loan payment activity and a loan payoff.
- Liabilities have increased by \$2,108. This is due to increases in unearned grant revenue for monies received for the façade grant program offset by reduced accounts payable.

CASH FLOW STATEMENT

- Currently, CAC's December 31, 2019 cash and cash equivalents is anticipated to decrease by approximately \$3.2 million to \$2.7 million. This decrease is primarily attributable the movement of funds to the Corporation's investment portfolio, a budgeted loan disbursement that is projected to occur during 2019 as well as projected Amplify Albany, Retail Grant and Façade Grant disbursements.
- Projected 2019 cash flow provided by operational activities reflect scheduled project grants activity, receipt of payment under the CAIDA Professional Service Agreement, scheduled lease and rental receipts, and payment of various administrative expenses

- Cash used in capital and financing activities reflects scheduled debt service payments and capital purchases made during 2019.
- Cash flow from investing activities reflects projected loan disbursement and repayment activity, direct finance lease payments, and investment activity.

	January 1, 2019 - December 31, 2019					Mar - Dec Adjustment Forecast	2019 Projection	Original Budget	Projected Variance from Budget
	February	YTD Actual	YTD Budget	Variance - \$	Variance - %				
REVENUE									
General Economic & Community Development Support Income	\$ 62,500	\$ 62,500	\$ 62,500	\$ -	0%	\$ 434,943	\$ 497,443	\$ 497,443	\$ -
Real Estate Income	36,149	36,149	36,364	(215)	-1%	265,730	301,879	302,022	(144)
Professional Service Agreement Income	98,557	98,557	87,146	11,411	13%	295,671	394,228	348,582	45,646
Loan Interest Income	14,927	14,927	26,557	(11,630)	-44%	79,671	94,598	106,228	(11,630)
Fee Income	9,013	9,013	2,805	6,208	221%	16,665	25,678	18,470	7,208
Direct Finance Lease Income	-	-	-	-	0%	-	-	-	-
Investment & Interest Income	31,913	31,913	22,891	9,022	39%	68,682	100,595	91,573	9,022
FMV Adj on Fidelity Inv	1,691	1,691	-	1,691	100%	-	1,691	-	1,691
G/L on Sale/Redemption	55,087	55,087	-	55,087	100%	-	55,087	-	55,087
Membership & Event Support	250	250	-	250	0%	33,250	33,500	33,500	-
TOTAL REVENUE	\$ 310,088	\$ 310,088	\$ 238,263	\$ 71,825	30%	\$ 1,194,611	\$ 1,504,699	\$ 1,397,818	\$ 106,881
EXPENSE									
Salaries & Fringe Expense	\$ 192,448	\$ 192,448	\$ 233,906	\$ (41,458)	-18%	\$ 713,490	\$ 905,937	\$ 938,966	\$ (33,029)
Professional Fees	84,601	84,601	87,518	(2,918)	-3%	150,330	234,931	237,849	(2,918)
Administrative Expenses	6,745	6,745	10,004	(3,259)	-33%	60,069	66,814	70,073	(3,259)
Interest Expense	-	-	-	-	0%	20,493	20,493	20,493	0
Real Estate Expenses	9,193	9,193	9,227	(34)	0%	32,101	41,294	41,328	(34)
Occupancy Expense	6,516	6,516	11,078	(4,562)	-41%	34,732	41,248	45,809	(4,561)
Bad Debt Expense (recovery)	(4,657)	(4,657)	-	(4,657)	0%	-	(4,657)	-	(4,657)
Membership & Event Expense	-	-	-	-	0%	12,450	12,450	12,450	-
TOTAL EXPENSES BEFORE DEPRECIATION	\$ 294,845	\$ 294,845	\$ 351,732	\$ (56,887)	-16%	\$ 1,023,665	\$ 1,318,510	\$ 1,366,967	\$ (48,457)
NET INCOME BEFORE DEPRECIATION & PROGRAM ACTIVITY	\$ 15,242	\$ 15,242	\$ (113,470)	\$ 128,712	-113%	\$ 170,947	\$ 186,189	\$ 30,851	\$ 155,338
DEPRECIATION	\$ -	\$ -	\$ -	\$ -	#DIV/0!	\$ 199,541	\$ 199,541	\$ 199,541	\$ -
NET INCOME (LOSS) AFTER DEPRECIATION	\$ 15,242	\$ 15,242	\$ (113,470)	\$ 128,712	113%	\$ (28,594)	\$ (13,352)	\$ (168,690)	\$ 155,338
PROJECT & PROGRAM REVENUE									
Blight to Betterment	\$ -	\$ -	\$ -	\$ -	0%	\$ -	-	\$ -	\$ -
CACRC Grant	21,597	21,597	-	21,597	100%	131,614	153,211	153,211	-
New York Parks (Skyway Project)	-	-	-	-	100%	-	-	-	-
Total Program Income	\$ 21,597	\$ 21,597	\$ -	\$ 21,597	100%	\$ 131,614	\$ 153,211	\$ 153,211	\$ -
PROJECT & PROGRAM EXPENSE									
Liberty Park Expenses	\$ 4,681	\$ 4,681	\$ 9,900	\$ (5,219)	-53%	\$ 35,319	40,000	\$ 40,000	\$ -
Capitalize Albany Amplify and Retail Grants	21,597	21,597	-	21,597	100%	-	21,597	153,211	(131,614)
Impact Downtown Albany (Skyway Project)	-	-	-	-	-100%	231,614	231,614	100,000	131,614
Total Program Expense	\$ 26,278	\$ 26,278	\$ 9,900	\$ 16,378	165%	\$ 266,933	\$ 293,211	\$ 293,211	\$ 0
NET INCOME (LOSS) FROM PROGRAM ACTIVITY	\$ (4,681)	\$ (4,681)	\$ (9,900)	\$ 5,219	53%	\$ (135,319)	\$ (140,000)	\$ (140,000)	\$ (0)
NET INCOME (LOSS) AFTER DEPRECIATION & PROGRAM ACTIVITY	\$ 10,561	\$ 10,561	\$ (123,370)	\$ 133,931	109%	\$ (163,912)	\$ (153,352)	\$ (308,689)	\$ 155,338

CAPITALIZE ALBANY CORPORATION**Comparative Balance Sheets****Pre-Audited Draft****Assets**

Current Assets:

	March 31, 2019	Projected December 31, 2019	December 31, 2018
Cash and cash equivalents	\$ 3,580,841	\$ 2,661,547	\$ 5,912,122
Investments	5,908,017	5,962,017	3,645,345
Restricted cash	675,223	731,854	621,838
Mortgage notes receivable, net	1,422,501	1,844,755	1,465,223
Net investment in direct financing leases	-	-	-
Accrued interest receivable	33,580	33,580	21,858
Grants receivable	-	-	-
Receivables from the City of Albany and City agencies	-	-	-
Other receivables, net	242,407	242,407	196,178
Property held for investment and lease, net	1,880,718	1,705,235	1,880,718
Property and equipment, net	359,512	335,454	336,241
Other assets	441,045	129,774	451,664
Total assets	\$ 14,543,844	\$ 13,646,623	\$ 14,531,187
Deferred Outflows of Resources	\$ -	\$ -	\$ -
Liabilities			
Current Liabilities:			
Accounts payable and accrued expenses	\$ 342,737	\$ 49,904	\$ 369,590
Due to the City of Albany	72,892	72,892	72,892
Unearned grant and other income	972,603	732,129	944,200
Bonds payable	1,350,000	1,150,000	1,350,000
Revolving loan fund liability	674,032	674,032	673,479
Unearned program support	20,379	20,375	20,384
Total liabilities	\$ 3,432,643	\$ 2,699,333	\$ 3,430,545
Deferred Inflows of Resources	\$ -	\$ -	\$ -
Net Position			
Net invested in capital assets	\$ 856,001	\$ 856,001	\$ 856,001
Restricted for:			
Debt service	-	-	-
CDBG eligible activities	114,356	114,356	114,356
Other program specific activities	8,190	8,190	8,190
Impact Downtown Albany	-	-	-
Unrestricted	10,132,654	9,968,743	10,122,095
Total net position	\$ 11,111,201	\$ 10,947,290	\$ 11,100,642

Capitalize Albany Corporation**STATEMENTS OF REVENUES AND EXPENSES AND CHANGES IN NET ASSETS**

Pre Audited Draft

	Year to Date March 31, 2019	Projected December 31, 2019	Year Ended December 31, 2018
Revenues			
Grant income and Contribution Income	\$ 84,097	\$ 650,654	\$ 1,003,131
Rental income	36,149	301,879	300,287
Other interest and investment income	88,691	157,373	68,581
Interest income on mortgage notes	14,927	94,598	74,358
Gain on sale of properties	-	-	69,555
Fees and other income	107,820	453,406	417,067
Total revenues	331,684	1,657,910	1,932,979
Expenses			
Salaries and fringe benefits	192,448	905,937	760,640
Program and project costs	35,471	513,937	1,102,460
Interest expense	-	20,493	22,554
Bad debt expenses (recovery)	(4,657)	(4,657)	-
Administrative Expenses	97,861	375,552	113,836
Total expenses	321,123	1,811,262	1,999,490
Excess of (expenses over revenues) revenues over expenses	10,561	(153,352)	(66,511)
Net Position, Beginning of Year	11,100,642	11,100,642	11,167,153
Net Position, End of Month	\$ 11,111,201	\$ 10,947,290	\$ 11,100,642

CAPITALIZE ALBANY CORPORATION
STATEMENTS OF CASH FLOWS
Pre-Audited Draft

Cash Flows From Operating Activities

	March 31, 2019	Projected December 31, 2019	December 31, 2018
Cash received from customers	\$ 20,410	\$ 352,361	\$ 305,986
Cash received from grantors	113,053	761,026	755,485
Other operating cash receipts	107,820	453,406	405,960
Cash payments to suppliers and grantees	(150,872)	(1,000,320)	(750,913)
Cash payments to employees	(192,448)	(905,937)	(760,640)

Net cash provided by operating activities (102,037) (339,465) (44,122)

Cash Flows From Capital and Related Financing Activities

Proceeds from sale of property held for sale	-	-	700,000
Purchase of property held for investment and lease	-	-	(10,958)
Purchase of property and equipment	(23,271)	(23,271)	(20,243)
Purchase of other assets including purchase options	-	-	-
Principal payments on bonds payable	-	(200,000)	(350,000)
Interest paid on bonds payable	(5,942)	(23,368)	(25,621)

Net cash used in capital and related financing activities (29,213) (246,639) 293,178

Cash Flows From Investing Activities

Interest on cash and cash equivalents and investments	31,190	99,636	61,886
Net decrease (increase) in restricted cash	(53,385)	(110,016)	105,226
Proceeds from sales and maturities of investments	3,664,779	3,664,779	2,238,428
Purchase of investments	(5,880,679)	(5,934,670)	(2,286,933)
Issuance of mortgage notes receivable	-	(500,000)	(100,000)
Repayments received on mortgage notes receivable	38,065	115,811	540,259
Principal payments received under direct financing leases	-	-	188,148

Net cash used in investing activities (2,200,030) (2,664,460) 747,014

Change in cash and cash equivalents

(2,331,280) (3,250,564) 996,070

Cash and cash equivalents:

Beginning of year 5,912,121 5,912,121 4,916,051

End of year \$ 3,580,841 \$ 2,661,557 \$ 5,912,121

Reconciliation of Excess of (Expenses Over Revenues)

Revenues Over Expenses to Net Cash Provided by

Operating Activities

	March 31, 2019	Projected December 31, 2019	December 31, 2018
Excess of (expenses over revenues) revenues over expenses	\$ 10,561	\$ (153,352)	\$ (66,511)
Adjustments to reconcile excess of (expenses over revenues)			
revenues over expenses to net cash provided by operating activities:			
Depreciation and amortization	-	199,541	189,785
Adjustment for losses on mortgage notes and other receivables	4,657	4,657	(11,107)
Gain on sale of property	-	-	(69,555)
Net realized and unrealized losses (gains) on investments	(46,779)	(46,779)	29,540
Interest income on cash and cash equivalents and investments	(31,190)	(99,637)	(67,220)
Interest expense on bonds payable	5,942	23,368	22,554
Changes in:			
Grants receivable	-	321,890	(311,269)
Other receivables, accrued interest receivable and other assets	(47,330)	(57,950)	(99,560)
Accounts payable and accrued expenses	(26,854)	(319,685)	275,598
Unearned grant, program support and other income	28,403	(212,071)	61,088
Revolving loan fund liability	553	553	2,535

Net cash provided by operating activities \$ (102,037) \$ (339,465) \$ (44,122)

**RESOLUTION 5-2019
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, pursuant to the direction of the Board of Directors, Capitalize Albany Corporation (“CAC”) issued a Request for Proposals in for Banking/Investment Services (“RFP”) in November 2018 to nineteen (19) financial institutions which have an office in the City of Albany; and

WHEREAS, the RFP’s objective was to seek financial products that would allow CAC to invest (in compliance with CAC’s Investment Guidelines”) a portion of its unrestricted fund balance with financial institutions that will provide quality, competitive services; and

WHEREAS, the RFP contained certain criteria against which proposals would be evaluated including the yield earned, service or advisory fees and duration to maturity; and

WHEREAS, in response to the RFP, CAC received proposals from nine (9) banking institutions; and

WHEREAS, staff reviewed the nine (9) proposals in accordance with the RFP-stated criteria, graded each proposal, and the process/results were discussed and reviewed by the Finance and Investment Committee during its December 2018 meeting; and

WHEREAS, the Finance and Investment Committee recommended (in accordance with, and pursuant to, the RFP and CAC’s Investment Guidelines) that the CAC select and retain Hugh Johnson Advisors to invest a portion of its unrestricted fund balance into a collateralized checking/money market account (40%), fixed income investments (40%) and laddered CDs (20%) (with each CD <\$250,000 to maintain FDIC insurance); and

WHEREAS, the Board adopted and implemented the Committee’s recommendations via Resolution 11-2018, pursuant to which the President defined the portion of the Corporation’s unrestricted fund balance to be invested and negotiated and executed a contract (in accordance with the stated RFP terms and conditions) with the financial institution(s) that best meet the objectives of the RFP; and

WHEREAS, the during its April 2019 meeting, the Finance and Investment Committee reviewed the early performance of the new investment portfolio and determined more flexibility was necessary across fixed income investments and laddered CDs , and recommends that the percentage allocation requirements relating to fixed income and laddered CDs investments contained within CAC’s agreement with Hugh

Johnson Advisors be removed, while still maintaining approximately 40% of the portion of CAC's unrestricted fund balance directed to Hugh Johnson Advisors in an immediately available/liquid checking/money market account; and

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors authorizes the President to revise the contracts with the financial institutions as necessary.

Signed: _____

Thomas M. Owens, Esq.
Secretary

Date of Authorization: December 18, 2018

Prepared by Mark Opalka

Capitalize Albany Corporation Board Meeting

April 30, 2019

Agenda Item #4: Report of the Liberty Park Committee

Materials:

- ESD Incentive Proposal
- Resource Update – Resolution 06 – 2018
- Acquisition Update – Resolution 07-2019

**RESOLUTION 6-2019
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the mission of the Capitalize Albany Corporation (“CAC”) is to facilitate strategic economic development and stimulate transformative investment throughout the City of Albany, making New York’s Capital a vibrant place to thrive; and

WHEREAS, Downtown Albany is the commercial and governmental seat of the Capital Region and the heart of Tech Valley, the revitalization of which has been identified as a strategic priority of the Corporation; and

WHEREAS, Impact Downtown Albany, the local tactical revitalization strategy for Downtown Albany spearheaded by CAC and released in 2015, identifies the Liberty Park district surrounding and incorporating the fifty real property parcels to which the Albany Convention Center Authority possesses certain real property interests (28 real property parcels to which ACCA possesses the fee interest (“ACCA Fee Properties”) and 22 real property parcels to which ACCA possesses leasehold interests (“ACCA Leasehold Properties”) (ACCA Fee and Leasehold Properties are hereinafter collectively referred to as the “ACCA Properties”) as “Downtown’s largest development opportunity” and highlights its redevelopment as a strategic priority; and

WHEREAS, the Capital Region Economic Development Council establishes the ACCA Properties as a Downtown Catalyst priority and “prime area for development to catalyze economic growth” in the Metro Strategy of its 2015 Capital 20.20 plan to address the Governor’s Upstate Revitalization Initiative; and

WHEREAS, on September 14, 2017, New York State Empire State Development (“ESD”), in support of ESD’s mission “to promote a vigorous and growing state economy, encourage business investment and job creation, and support diverse, prosperous local economies across New York State throughout the efficient use of loans, grants, tax credits, real estate development and marketing”, completed and issued a “Downtown Albany Planning and Feasibility Study” (the “ESD Study”) to assess the potential for redevelopment of an approximate eight (8) acre area in Downtown Albany (which area includes the ACCA Properties); and

WHEREAS, in direct support of CAC’s mission, CAC informed ACCA of its interest in being selected as the entity best suited in terms of both capabilities and experience to lead the redevelopment of the ACCA Properties, and following a period of mutual due diligence conducted by both CAC and ACCA pursuant to a Memorandum of Agreement between CAC and ACCA (approved by Board Resolution 9-2017), CAC entered into a Purchase and Sale Agreement with ACCA to acquire the Properties, (approved by Board Resolution 21-2017) which provides for CAC’s acquisition of the ACCA Properties (subject to certain conditions being satisfied in CAC’s discretion); and

WHEREAS, the Board views CAC's acquisition of such real properties in the Liberty Park area of Downtown Albany, and their subsequent redevelopment, to be of the highest strategic importance to the City of Albany's future, and in direct alignment with CAC's mission; and

WHEREAS, due diligence performed by CAC revealed significant expenses necessary for the acquisition, stabilization and preparation of the ACCA Properties; and

WHEREAS, CAC applied to the Capital Region Economic Development Council and Empire State Development for resources from the Upstate Revitalization Initiative on December 8, 2017 to assist with such expenses; and

WHEREAS, CAC was provided an Incentive Proposal dated April 23, 2019 awarding funding for project activities outlined in the application including the acquisition of real property interests for multiple parcels located within the Liberty Park project location, operation/maintenance of such parcels, demolition, stabilization, infrastructure and public space improvements, renovations and new construction; and

NOW, therefore be it resolved that the Capitalize Albany Corporation Board of Directors authorizes the Corporation's _____ to execute the Incentive Proposal dated April 23, 2019 from Empire State Development.

Signed: _____
Michael Castellana
Chairperson

Date of Authorization: April 30, 2019
Prepared by Thomas M. Owens, Esq.

**RESOLUTION 7-2019
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the mission of the Capitalize Albany Corporation (“CAC”) is to facilitate strategic economic development and stimulate transformative investment throughout the City of Albany, making New York’s Capital a vibrant place to thrive; and

WHEREAS, Downtown Albany is the commercial and governmental seat of the Capital Region and the heart of Tech Valley, the revitalization of which has been identified as a strategic priority of the Corporation; and

WHEREAS, Impact Downtown Albany, the local tactical revitalization strategy for Downtown Albany spearheaded by CAC and released in 2015, identifies the Liberty Park district surrounding and incorporating the fifty real property parcels to which the Albany Convention Center Authority possesses certain real property interests (28 real property parcels to which ACCA possesses the fee interest (“ACCA Fee Properties”) and 22 real property parcels to which ACCA possesses leasehold interests (“ACCA Leasehold Properties”) (ACCA Fee and Leasehold Properties are hereinafter collectively referred to as the “ACCA Properties”) as “Downtown’s largest development opportunity” and highlights its redevelopment as a strategic priority; and

WHEREAS, the Capital Region Economic Development Council establishes the ACCA Properties as a Downtown Catalyst priority and “prime area for development to catalyze economic growth” in the Metro Strategy of its 2015 Capital 20.20 plan to address the Governor’s Upstate Revitalization Initiative; and

WHEREAS, in direct support of CAC’s mission, CAC informed ACCA of its interest in being selected as the entity best suited in terms of both capabilities and experience to lead the redevelopment of the ACCA Properties, and following a period of mutual due diligence conducted by both CAC and ACCA pursuant to a Memorandum of Agreement between CAC and ACCA (approved by Board Resolution 9-2017), CAC entered into a Purchase and Sale Agreement with ACCA for CAC to acquire the ACCA Properties, (approved by Board Resolution 21-2017) (subject to certain conditions being satisfied in CAC’s discretion); and

WHEREAS, the Board views CAC’s acquisition of such real properties in the Liberty Park area of Downtown Albany, and their subsequent redevelopment, to be of the highest strategic importance to the City of Albany’s future, and in direct alignment with CAC’s mission; and

WHEREAS, through attempted direct negotiation and multiple offers CAC has endeavored in good faith for more than twelve months to acquire ACCA Leasehold Properties controlled through leasehold interest by ACCA, but owned by third parties, without success; and

WHEREAS, the City of Albany Industrial Development Agency’s (CAIDA) mission is to “assist in the enhancement and diversity of the economy of the City of Albany (the “City”) by acting in support of projects in the City that create and/or retain jobs and/or promote private sector investment

utilizing the statutory powers of the Agency as set forth under the provisions of the laws of the State of New York;” and

WHEREAS, the CAIDA has the statutory power to acquire real property through eminent domain;

NOW, therefore be it resolved that the Capitalize Albany Corporation Board of Directors authorizes the Corporation’s counsel to submit an application to the CAIDA requesting that the CAIDA acquire the fee interests to the ACCA Leasehold Properties by eminent domain.

Signed: _____
Michael Castellana
Chairperson

Date of Authorization: April 30, 2019
Prepared by Thomas M. Owens, Esq.