



Tuesday, December 18, 2018
21 Lodge Street, 8:00 a.m.

CAPITALIZE ALBANY **CORPORATION**

Capitalize Albany Corporation **Board of Directors Meeting** **Agenda**

1. Review of Minutes from the Regular Meeting of October 23, 2018
2. Report of Executive Staff – Year-end Report
3. Report of the Finance Committee
 - a. Banking RFP Recommendation
 - i. Allocation of Corporate Resources – Resolution 11-2018
4. Report from Governance Committee Meeting
 - a. Annual Administration & Policy Review
 - i. Review Procurement Policy – Resolution 12-2018
 - ii. Review Property Disposition/Acquisition Policies – Resolution 13-2018
 - b. Annual Board Review
 - i. 2019 Election of Board Officers
 1. 2019 Election of Board Officers – Resolution 14-2018
 - ii. Review Confidential Board Evaluation Forms Submitted
 - c. Annual Corporate Performance Review
 - i. 2018 Performance and Compensation
 1. Review 2018 Attainment of CAC Performance Measurements
 2. Allocation of 2018 At-Risk Compensation Pool
 - a. 2018 At-Risk Compensation Pool Distribution – Resolution 15-2018
 - ii. 2019 Performance and Compensation
 1. Review Reasonableness of Officer Compensation
 - a. 2019 Officer Salaries – Resolution 16-2018
 2. 2019 Mission, Performance Goals, and At-Risk Compensation Pool
 - a. 2019 Performance Goals and At-Risk Compensation Pool – Resolution 17-2018

5. Report of the Liberty Park Committee
 - a. SEQR Filings
 - i. Adoption of a Negative Declaration Under SEQR – Resolution 18-2018
 - b. Correspondence from ACCA
 - c. 60 Green Street Closing
6. Other Business
7. Board Only and/or Executive Session (if necessary)

Capitalize Albany Corporation Board Meeting

December 18, 2018

Agenda Item #1: Review of Minutes from the Regular Meeting of October 23, 2018

Materials:

- Regular Meeting of October 23, 2018

Capitalize Albany Corporation Board Meeting
MINUTES
Tuesday, October 23, 2018

The meeting of the Capitalize Albany Corporation Board of Directors was held at 8:00 a.m., Tuesday, October 23, 2018 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Board of Directors:

Michael Castellana	John Harris	Karen Torrejon
Heather Briccetti	David Parente	Michele Vennard
Robert Curley	Susan Pedo	John Vero
Sonya del Peral	Jeff Sperry	

Other:

Thomas M. Owens, Esq.

Staff:

Sarah Reginelli, Mark Opalka, Joe Landy, Ashley Mohl, Andy Corcione, Mike Bohne and Genevieve Zurowski.

Excused:

Kaweeda Adams, Michael Fancher Matthew Peter, Dr. Havidan Rodriguez, Anders Tomson participated via conference line.

Chairman Michael Castellana called the regular meeting of the Capitalize Albany Corporation (“Corporation”) Board to order at 8:04 a.m.

Due to potential quorum issues, Chairman Michael Castellana noted that the agenda would be reordered from the posted materials.

Approval of Minutes for the September 25, 2018 Regular Board Meeting

The Board reviewed the minutes of the September 25, 2018 Regular Board meeting. Michele Vennard made a motion for approval, and John Harris seconded. The Board agreed unanimously to approve the minutes.

Report of the Finance and Investment Committee Meeting

a. Quarterly Financial Report

Staff discussed the financial performance for the third quarter.

b. Resolution 8-2018 2018 Budget Adoption

Staff advised the Board that the Finance Committee had reviewed in detail the proposed 2019 Budget. The Board noted that the budget may be significantly revised in 2019 pending the outcome of the possible Liberty Park transaction.

After reviewing of materials and discussion among the Board, a motion to adopt Resolution 8-2018 2018 Budget Adoption was made by Michele Vennard and seconded by John Harris. A vote being taken, the resolution passed unanimously.

Report of Liberty Park Committee

a. Resolution 9-2018 Amendment to Liberty Park PSA

Staff discussed with the Board Resolution 9-2018 which authorizes the Agency to execute the “First Amendment to the Purchase and Sale Agreement” to amend the PSA to remove the Pedestrian Walkway Parcel from the ACCA Properties. Due to a conflict of interest, Michele Vennard recused herself from discussion and voting of Resolution 9-2018.

A motion to adopt Resolution 9-2018 Amendment to Liberty Park PSA was made by Jeff Sperry and seconded by John Harris. A vote being taken, the resolution passed unanimously.

Other Business

a. Resolution 10-2018 Nomination of Directors for Election

Chair of the Governance Committee John Harris advised the Board that the Committee reviewed the Board members with terms expiring at the end of 2018. The Board discussed the potential for staggering expiration dates of future appointees to ensure greater continuity with its Directors.

A motion to adopt Resolution 10-2018 Annual Review Board & Committee member terms was made by Bob Curley and seconded by Susan Pede. Each candidate, who is a current Director abstained from the deliberation/vote related to herself/himself. The votes being taken, the resolution passed unanimously.

b. Confidential Board Evaluation Forms

The Board received and reviewed the Confidential Board Evaluation Forms for 2018, which had been provided previously to all Members. This is an administrative item that will be completed by the members and reviewed at the upcoming meeting.

Report of the Audit Committee

a. Update on Retention of Annual Auditors

Michael Fancher, Chair of the Audit Committee, informed the Board that UHY Advisors presented the 2018 Audit Procedure and UHY Audit Engagement Letter to the Audit Committee. The Board does not require a vote as the above had been discussed at the previous Audit Committee Meeting. Chair Fancher advised the Board that the Committee approved the engagement and executed the relevant engagement letters. The cost to the agency would remain the same.

b. Annual Review of Corporate Policies

Counsel reviewed the Corporation’s Conflict of Interest Policy with the Board. Counsel explained that the ABO recommends the Committee review it annually. The Board discussed the Policy.

c. Annual Conflict of Interest Declaration

Staff informed the Board of the importance of recusals and disclosures when it pertains to conflicts of interest and that Board members needed to identify, disclose, and discuss any potential conflict of interests with Counsel and/or Staff. Staff requested the Board to submit the 2018 Conflict of Interest forms.

Report of Executive Staff – Corporation Update

a. Downtown Revitalization Initiative

Staff announced to the Board the State awarded the City of Albany as winner of the 2018 Downtown Revitalization Initiative. The group discussed the planning process, the feasibility of the potential projects, and the route going forward. The final plan will be due March 31st, and the selected projects will be announced in June of 2019.

Michael Castellana did not engage in this conversation, and recused himself from this subject matter.

Executive Session

Board Members entered into Executive Session at 9:08 am, and Staff Members left the room during the time. Executive Session ended at 9:12 am.

Capitalize Albany Corporation Board Meeting

December 18, 2018

Agenda Item #2: Report of Executive Staff – Year-end Report

Materials:

- Report of Executive Staff – Year-end Report

Capitalize Albany Corporation
21 Lodge Street
Albany, New York 12207

MEMORANDUM

TO: Capitalize Albany Corporation Board of Directors
FROM: Staff
RE: Year-end Report
DATE: December 18, 2018

You can review the Corporation's Annual Report on the website at:

<http://capitalizealbany.com/buildingfortomorrow2018/>

This award-winning report is produced and designed in-house annually, and is our most popular marketing piece.

Capitalize Albany Corporation Board Meeting

December 18, 2018

Agenda Item #4: Report from Governance Committee Meeting

Materials:

- Annual Administration & Policy Review
 - Review Procurement Policy – Resolution 12-2018
 - Review Property Disposition/Acquisition Policies – Resolution 13-2018
- Annual Board Review
 - 2019 Election of Board Officers
 - 2019 Election of Board Officers – Resolution 14-2018
 - Review Confidential Board Evaluation Forms Submitted
- Annual Corporate Performance Review
 - 2018 Performance and Compensation
 - Review 2018 Attainment of CAC Performance Measurements
 - Allocation of 2018 At-Risk Compensation Pool
 - 2018 At-Risk Compensation Pool Distribution – Resolution 15-2018
 - 2019 Performance and Compensation
 - Review Reasonableness of Officer Compensation
 - Officer Salaries – Resolution 16-2018
 - 2019 Mission, Performance Goals, and At-Risk Compensation Pool
 - 2019 Performance Goals and At-Risk Compensation Pool – Resolution 17-2018

**RESOLUTION 12-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, pursuant to New York Public Authority Law, the Capitalize Albany Corporation has adopted a written Procurement Policy (“Policy”) pursuant to which the Corporation procures goods and services; and

WHEREAS, the Section 7 of the Policy provides for an annual review of the Policy;

NOW THEREFORE BE IT RESOLVED, that the attached Policy has been reviewed and approved.

Signed: _____
Michael Castellana, Chairman

Date of Authorization: December 18, 2018
Prepared by: Sarah Reginelli

CAPITALIZE ALBANY CORPORATION

PROCUREMENT POLICY (NON-REAL ESTATE PROCUREMENTS)

SECTION 1. PURPOSE AND AUTHORITY. The purpose of this procurement policy (the "Policy") is to outline the procurement policy of Capitalize Albany Corporation (the "Corporation") applicable to procurements of goods and services paid for by the Corporation for its own use and benefit.

SECTION 2. SECURING GOODS AND SERVICES. All goods and services will be secured by use of written requests for proposals, written quotations, verbal quotations, or any other method that assures that goods/services will be purchased in a competitive manner except for in the following circumstances: purchases costing less than \$7,500; purchases under state contracts pursuant to Section 104 of the General Municipal Law; purchases under county contracts pursuant to Section 103(3) of the General Municipal Law; or purchases pursuant to Section 4 of this Policy. Regardless of the estimated cost of any purchase of goods and/or services, the Corporation will seek to obtain the best value for the Corporation while meeting all relevant purchase requirements.

SECTION 3. METHOD OF PURCHASE. The following method of purchase will be used when required by this Policy in order to achieve the highest savings:

<u>Estimated Amount of Purchase Contract</u>	<u>Method</u>
\$7,501-\$10,000	Price obtained by 2 verbal quotations with the approval of two CAC officers
\$10,001-\$50,000	Price obtained by 3 written/fax quotations with approval by two CAC officers
\$50,001 and above	Price obtained through issuance of Request For Proposals with award made by resolution of Board of Directors

(B) Number of Proposals or Quotations. A good faith effort shall be made to obtain the required number of proposals or quotations. If the purchaser is unable to obtain the required number of proposals or quotations, the purchaser will document the attempt made at obtaining the proposals. In no event shall the failure to obtain the proposals be a bar to the procurement.

(C) Documentation. Documentation is required of each action is taken in connection with each procurement. Documentation and an explanation is required whenever a contract is awarded to other than the lowest responsible offeror. This documentation will include an explanation of how the reward will achieve savings or how the offeror was not responsible. A determination that the offeror is not responsible shall be made by the purchaser and may not be challenged under any circumstances.

SECTION 4. CIRCUMSTANCES WHERE SOLICITATION OF ALTERNATIVE PROPOSALS AND QUOTATIONS NOT IN BEST INTEREST. This Policy may contain circumstances when, or types of procurements for which, in the sole discretion of the directors of the Corporation, the solicitation of alternative proposals or quotations will not be in the best interest of the Corporation. In the following

circumstances, it may not be in the best interests of the Corporation to solicit quotations or document the basis for not accepting the lowest bid:

(A) Professional Services. Professional services or services requiring special or technical skill, training or expertise. The individual, company or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgement, integrity, continuity of service and moral worth. Furthermore, certain professional services to be provided to the Corporation, e.g., legal and accounting services, impact liability issues of the Corporation and its directors, including securities liability in circumstances where the Corporation is issuing bonds. These qualifications and the concerns of the Corporation regarding its liability and the liability of its directors are not necessarily found or addressed in the individual, company or firm that offers the lowest price and the nature of these services are such that they do not readily lend themselves to competitive procurement procedures.

In determining whether a service fits into this category, the Corporation shall take into consideration the following guidelines: (a) whether the services are subject to state licensing or testing requirements; (b) whether substantial formal education or training is a necessary prerequisite to the performance of the services; and (c) whether the services require a personal relationship between the individual and the directors of the Corporation. Professional or technical services shall include but not be limited to the following: services of an attorney (including bond counsel); services of a physician; technical services of an engineer engaged to prepare plans, maps and estimates; securing insurance coverage and/or services of an insurance broker; services of a certified public accountant; investment management services; printing services involving extensive writing, editing or art work; management of Corporation-owned property; real estate brokerage services; appraisers; and computer software or programming services for customized programs, or services involved in substantial modification and customizing of pre-packaged software.

(B) Emergency Purchases. Due to the nature of this exception, these goods or services must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety or welfare of the public. This section does not preclude alternate proposals if time permits.

(C) Purchases of Secondhand Goods. Purchases of surplus and second-hand goods from any source. It is difficult to try to compare prices of used goods and a lower price may indicate an older product.

(D) Goods or Services Under \$7,500.

(E) Special Findings. In the event the Corporation determines that the solicitation of alternative proposals or quotations is not in the best interests of the Corporation, the Corporation must make such determination by resolution duly adopted and entered into the minutes of the Corporation. Such resolution should include any findings described in this Section 4 supporting such determination.

SECTION 7. POLICY REVIEW. This policy will be reviewed annually.

**RESOLUTION 13-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, pursuant to New York Public Authority Law §2896 (“PAL”), the Capitalize Albany Corporation has adopted written Property Disposition and Acquisition Policies (“Policies”); and

WHEREAS, pursuant to PAL, the Policies are to be “annually reviewed and approved by the governing body of the public authority”; and

NOW THEREFORE BE IT RESOLVED, that the attached Policies have been reviewed and approved.

Signed: _____
Michael Castellana, Chairman

Date of Authorization: October 25, 2016
Prepared by: Sarah Reginelli

CAPITALIZE ALBANY CORPORATION

PROPERTY DISPOSITION POLICY

SECTION 1. DEFINITIONS.

A. “Contracting officer” shall mean the officer or employee of the Capitalize Albany Corporation (hereinafter, the “Corporation”) who shall be appointed by resolution to be responsible for the disposition of property.

B. “Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the New York State Public Authorities Law.

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000.00) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES.

A. The Corporation shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;
- (ii) periodically inventory such property to determine which property shall be disposed of;
- (iii) produce a written report of such property in accordance with subsection B herewith; and
- (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Corporation shall:

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall also consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and
- (ii) shall deliver copies of such report to the Comptroller of the State of New York, Director of the Budget of State of New York, Commissioner of the New York State Office of General Services, New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly) and the Authorities Budget Office.

SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY.

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition. Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

D. Sales by the New York State Commissioner of General Services (the “Commissioner”). When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:

- (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
 - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
 - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.
- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
- (A) the personal property involved is of a nature and quantity which, if disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
 - (B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000.00);
 - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
 - (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
 - (E) the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Corporation, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the authority's enabling legislation permits or other economic development initiatives), the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the Corporation; or
 - (F) such action is otherwise authorized by law.

- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
 - (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000.00);
 - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
 - (3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000.00).
 - (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.
- (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required in Section 2.B (ii) of this Policy not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation making such disposal.

This Policy is subject to modification and amendment at the discretion of the Corporation and shall be filed annually with all local and state agencies as required under all applicable law.

CAPITALIZE ALBANY CORPORATION
REAL PROPERTY ACQUISITION POLICY

SECTION 1. DEFINITIONS.

(A) “Acquire” or “acquisition” shall mean acquisition of title or any other beneficial interest in personal or real property.

(B) “Contracting officer” shall mean the officer or employee of Capitalize Albany Corporation (hereinafter, the “Corporation”) who shall be appointed by resolution to be responsible for the acquisition of property.

(C) “Property” shall mean personal property in excess of five thousand dollars (\$5,000.00) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES.

(A) The Corporation shall maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control

(B) The Corporation shall prepare, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property acquired of during such period. The report shall contain the price paid by the Corporation and the name of the seller for all such property acquired by the Corporation during such period

SECTION 3. ACQUISITION OF PROPERTY.

(A) Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the acquisition of property of the Corporation. The Corporation shall have the right to acquire its property for any valid corporate purpose.

(B) Appraisal Report. An independent appraiser shall be hired to provide an opinion of fair market value before the Corporation shall make an offer with respect to the acquisition of the property. The appraiser should have a professional affiliation with a national appraisal organization and must not have an interest in the property (or be retained as an agent to sell the property). The appraisal report shall be in form and substance satisfactory to the Corporation and shall be included in the record of the transaction.

Notwithstanding the foregoing, the preparation of an appraisal report shall not be required where the Corporation is acquiring the property pursuant to a donation, or if the

valuation of the property is uncomplicated and the fair market value is reasonably determined to be less than \$10,000.

(C) Method of Acquisition.

(1) Voluntary Acquisition: Unless otherwise permitted by applicable law, the Corporation shall acquire property for not more than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the acquisition of title or other interest in property and take such other action as it deems necessary or proper to acquire such property under the provisions of this section. Provided, however, the Corporation may acquire property for more than its fair market value, as described in an appraisal report reviewed by the Corporation or without such appraisal being conducted, upon a finding pursuant to resolution of the Corporation that the acquisition of such property at such price is necessary for the Corporation to further its corporate purpose.

(D) Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the seller of the property and accepted by the Corporation, purporting to transfer title or any other interest in property of the seller to the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantor or transferor who has received valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

(E) Insurance. The Corporation must ensure that all insurable real and personal property under its control is insured against physical loss or damage.

This Policy is subject to modification and amendment at the discretion of the Corporation.

Capitalize Albany Corporation
21 Lodge Street
Albany, New York 12207

MEMORANDUM

TO: Capitalize Albany Corporation Board of Directors
FROM: Staff
RE: 2019 Election of Board Officers
DATE: December 18, 2018

The Board is seeking nominations for 2019 Board Officers.

The Governance Committee has nominated the incumbent slate of Board and Corporate Officers as follows:

Chairperson of the Board:	Michael Castellana
Vice-Chairperson of the Board:	Anders Tomson
Treasurer:	John Harris, Esq.
Secretary:	Thomas Owens, Esq.
President:	Sarah Reginelli

**RESOLUTION 14-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, Article III (sections 3, 4) and Article IV (section 2) of the bylaws of the Capitalize Albany Corporation (CAC) provide that the Board of Directors shall annually elect a member of the Board to the positions of Chairperson, Vice Chairperson and that individuals be elected to each CAC Officer position (Treasurer, Secretary, President, and Vice President); and

WHEREAS, nominations were solicited from the Board, with nominations being made for each Board and Officer position; and

NOW THEREFORE BE IT RESOLVED, that the Board of Directors has elected the following individuals as Chairperson, Vice-Chairperson, and CAC Officers:

Chairperson of the Board:	Michael Castellana
Vice-Chairperson of the Board:	Anders Tomson
Treasurer:	John Harris, Esq.
Secretary:	Thomas Owens, Esq.
President:	Sarah Reginelli

Signed: _____
Mark Opalka, Controller

Date of Authorization: December 18, 2018
Prepared by: Sarah Reginelli

**RESOLUTION 15-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the Capitalize Albany Corporation (“CAC”) is a not-for-profit corporation registered under section 501(c) (3) of the Internal Revenue Code (IRC); and

WHEREAS, the mission of the Capitalize Albany Corporation 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, Resolution 16-2017, adopted by the Board on December 12, 2017 established Mission Statement Performance Measurements; and

WHEREAS, the Board has determined that the success of CAC’s mission during 2018 is due in significant part to the outstanding efforts of its officers and staff;

WHEREAS, the CAC Board believes that attracting/retaining talented and motivated management and staff is the most important factor in properly and effectively executing its corporate mission and attaining the performance objectives set by the Board; and

WHEREAS, in accordance with IRC section 4958, the Board is an “independent” Board and has reviewed/evaluated the compensation of its officers as compared to officer compensation of other comparable economic development-related organizations both within and outside the Capital Region/New York State, and based on such review, the Board finds CAC Officers’ compensation to be reasonable;

WHEREAS, the proposed additional compensation is in accordance with the Corporation’s 2019 Budget, CAC’s At-Risk Compensation Program, and will not result in any reduction in the Corporation’s ability to execute its mission;

WHEREAS, the amount of additional compensation being awarded to CAC employees is based on the performance of such CAC employees as measured against employee performance goals (“EPGs”), as detailed in CAC’s At-Risk Compensation Program;

NOW, THEREFORE BE IT RESOLVED that the Board of Directors authorizes the distribution of the 2018 at-risk compensation to CAC employees in an aggregate amount not exceeding 7% of eligible compensation and additional 2018 at-risk compensation to the President not exceeding 3% of eligible compensation as authorized by the Board in the CAC budget in October 2017 (to be distributed in accordance with the CAC at-risk compensation policy).

Signed: _____
Thomas Owens, Esq., Secretary

Date of Authorization: December 18, 2018
Prepared by: Thomas M. Owens

**RESOLUTION 16-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the Capitalize Albany Corporation (“CAC”) Board recognizes that attracting and retaining talented management staff is one of the most significant criteria in properly and effectively executing its corporate mission and attaining the objectives set by the Board; and

WHEREAS, the 2019 CAC Budget as approved by Resolution 8-2018 allocates \$642,570 for salaries; and

WHEREAS, in accordance with IRC section 4958, the Board is an “independent” Board and has reviewed the compensation of its officers as compared to other local development corporations involved with economic development in the geographic region and based on such review, the Board finds CAC Officers’ compensation to be reasonable;

WHEREAS, the Board has determined that the appropriate 2019 salary for the President be \$150,000.

NOW, THEREFORE BE IT RESOLVED that the Capitalize Albany Corporation Board of Directors authorizes the above 2019 salary and authorizes the President to set non-officer staff salaries.

Signed: _____
Thomas Owens, Esq., Secretary

Date of Authorization: December 18, 2018
Prepared by: Thomas M. Owens

**RESOLUTION 17-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, in accordance with Resolution 20-2013, the Board adopted the CAC At-Risk Compensation Policy (Policy); and

WHEREAS, the Policy establishes the procedure to determine the amount of “at-risk” compensation potentially available to employees, directs that both CAC company-wide and employee-specific performance goals be identified and communicated to all employees not less than annually prior to the relevant performance period, and defines the process by which employee performance results will be measured and any “at-risk” compensation amount may be allocated to officers and employees; and

WHEREAS the Mission of Capitalize Albany Corporation 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, 2019 CAC performance goals recommended by the Governance Committee are:

- Implement the recommendations of the Board’s economic development strategies including Impact Downtown Albany and the Capitalize Albany plan
- Support market-rate and catalytic, quality affordable residential projects through the development and enhancement of lending, technical assistance, and grant programs
- Increase employment, economic activity, and tax base
- Collaborate and develop partnerships to most effectively utilize, administer, and deploy economic and community development funding at the federal, state, and local levels
- Broaden the Corporation’s revenue sources to include more sustainable and recurring sources; and

WHEREAS, the total amount of “at-risk compensation” for 2019 for which CAC employees (other than the President/Vice President) are eligible is 7% of staff salaries (subject to modification as the staff salary budget is modified) based on achievement of the first four (4) CAC performance goals; and

WHEREAS, the total of amount of “at-risk compensation” for 2019 for which the CAC President and Vice-President are eligible is ten percent (10%) of their base salaries based on achievement of all five (5) CAC performance goals; and

NOW THEREFORE BE IT RESOLVED, that the Board adopts the above performance goals and at-risk compensation pool for 2019 in accordance with the Policy.

Signed: _____
Thomas Owens, Esq., Secretary

Date of Authorization: December 18, 2018

Prepared by: Sarah Reginelli

**RESOLUTION 18-2018
OF THE
CAPITALIZE ALBANY CORPORATION**

CAPITALIZE ALBANY CORPORATION

**ACTION BY RESOLUTION
OF THE
BOARD OF DIRECTORS**

Pursuant to the Bylaws of Capitalize Albany Corporation, the following resolutions being adopted by a majority of the Board of Directors (“Board”), a New York local public authority (“CAC”), effective as of the 18th day of December, 2018:

**ACQUISITION OF CERTAIN PROPERTIES FROM THE ALBANY CONVENTION CENTER
AUTHORITY**

WHEREAS, the mission of 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, pursuant to CAC Resolutions 21-2017 and 26-2017, CAC (i) entered into a purchase and sale agreement (the “ACCA PSA”) on December 15, 2017 with the Albany Convention Center Authority (“ACCA”) to potentially acquire from ACCA certain property interests (28 fee interest parcels, 22 leasehold parcels) and purchase/assume ACCA’s rights and obligations pursuant to certain licenses, leases, and a sparking agreement with LAZ Parking, all of which are more particularly described in **Exhibit A** attached hereto and made a part hereof (the “ACCA Properties”); and (ii) entered into a purchase and sale agreement (the “Land Bank PSA”) (the ACCA PSA and Land Bank PSA are hereinafter collectively referred to as the “PSAs”) with the Albany County Land Bank Corporation (“Land Bank”) to potentially acquire from the Land Bank the real property parcel located at 60 Green Street (tax parcel #76.50-1-4) (the ACCA Properties and 60 Green Street parcel are hereinafter collectively referred to as the “Properties”); and (iii) formed Liberty Square Development, LLC (a single member limited liability company with CAC being the sole member) for the specific purpose of acquiring the Properties, if CAC should determine to proceed with the acquisition of such Properties; and

WHEREAS, CAC is currently negotiating with the owners of leasehold parcels (listed on Exhibit A as the Shoregate Ground Lease Descriptions and Broadway Parking Ground Lease Descriptions), but in the event that an agreement cannot be reached with the owners of said parcels, then CAC can still obtain the leasehold interests from the ACCA pursuant to the ACCA PSA; and

WHEREAS, among other terms and conditions, CAC’s obligations under the PSAs are contingent on CAC’s (i) performance and completion to CAC’s satisfaction of various due diligence activities related to the Properties, including but not limited to environmental, physical inspections of the properties and existing improvements, title and financial operations; and (ii)

receipt of significant external funding sources necessary to prudently acquire and maintain the Properties; and

WHEREAS, as part of CAC's due diligence, CAC engaged multiple (Engineering, Environmental, and Legal) professionals and (i) completed (and/or updated) Phase I Environmental Site Assessments on all of the Properties; and (ii) performed physical inspections of all the Properties (including any existing improvements) and developed engineering estimates of required maintenance activities and costs of such maintenance activities for different scenarios of development of the Properties (iii) and conducted title searches on the Properties; and

WHEREAS, CAC's management and the Liberty Square Development Committee have reviewed the results of CAC's due diligence activities and find such due diligence activities to have been satisfactorily completed; and

WHEREAS, the Board has determined that the acquisition of the Properties by Liberty Square Development, LLC is in direct support of CAC's mission, and that such purchase of the Properties is in the best interests of the Corporation.

STATE ENVIRONMENTAL QUALITY REVIEW ACT

WHEREAS, the Board has caused to be prepared a Short Environmental Assessment Form (EAF) pursuant to the mandates of the State Environmental Quality Review Act (SEQRA) to determine whether the purchase of the Properties would have a negative impact on the environment; and

WHEREAS, CAC has duly considered the contents of the EAF and completed Parts 2 and 3 thereof; and

WHEREAS, CAC has identified the relevant areas of environmental inquiry and taken a hard look at them and has determined that the purchase of the Properties, including the potential purchase of fee simple interests to the Shoregate Ground Lease parcels and Broadway Parking Ground Lease parcels, will not result in any large or important impact(s), and therefore, is one which will not have a significant impact on the environment.

RESOLVED, CAC hereby adopts a negative declaration under SEQRA with respect to the purchase of the Properties which is attached hereto and made a part hereof as **Exhibit B**.

ADDITIONAL FILINGS

RESOLVED, that the appropriate officers of CAC be, and each of them hereby is, authorized and directed, for and on behalf of CAC, to make such filings and applications, to execute and deliver such documents and instruments, and to do such lawful acts and things as such officer deems necessary or advisable in order to implement the foregoing resolutions.

GENERAL AUTHORIZING RESOLUTION

RESOLVED, that the officers of CAC be, and each of them hereby is, authorized and directed, for and on behalf of CAC, to take such further lawful action and execute such

additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Signed: _____
Thomas M. Owens, Esq.
Secretary

A motion by Board Member _____, seconded by Board Member _____, to adopt the Resolution:

In Favor: _____

Opposed: _____

Resolution Approved: _____

Exhibit A

FEE PROPERTY DESCRIPTIONS

- 1.) The fee interest in land and improvements located at 346-350 Broadway; parcel 76.50-1-31, known as building **6 of E-Comm Square**; and
- 2.) The fee interest in land and improvements located at 330 Broadway; parcel 76.50-1-34, known as building **4 of E-Comm Square**; and
- 3.) The fee interest in land and improvements located at 3 City Square, 310, 320 and 324 Broadway, and 5 Pruyn Street; parcels 76.11-1-7 through 76.11-1-10 and 76.11-1-13, known as buildings **2 and 3 of E-Comm Square**; and
- 4.) The fee interest in land and improvements located at 62, 62.5, 64, 66, 72 and 74 Green Street, and 44 and 46 Division Street; parcels 76.50-1-15 through 76.50-1-22, known as an approximate **70 car surface parking lot**; and
- 5.) The fee interest in land and improvements located at 50 Hudson Street; parcel 76.42-5-25, known as the **former mission** site; and
- 6.) RESERVED; and
- 7.) The fee interest in land and improvements located at 52, 54 and 56 Division Street, and 57, 58, 61 and 65 Green Street, and 65 and 67 Hamilton Street; parcels 76.50-1-3 through 76.50-1-7 and 76.50-1-9, 76.50-1-10, 76.50-1-12 and 76.50-1-13, known as the **former County surface parking lot**; and
- 8.) The fee interest in land and improvements located at 10 Dallius Street; parcel 76.42-5-34, known as the **former ALDC parking lot**; and
- 9.) The fee interest in land and improvements located at 27 Dallius Street; parcel 76.50-1-23, known as the **former Greyhound lot**; and
- 10.) The fee interest in land and improvements located at 358 Broadway; parcel 76.42-5-44, known as the **former Trailways Terminal**.

SHOREGATE GROUNDLEASE DESCRIPTIONS

- 1.) Lease between Shoregate Parking Company, Inc. and the Estate of Paul Carroll by Paul Chambers as Executor dated February 1, 1991 (“**Shoregate Parking Company Lease 1**”). This Lease covers Tax Parcels; 76.42-5-21 through 76.42-5-24; 76.42-5-27 through 76.50-1-30, and 76.11-1-12.
- 2.) Lease between Shoregate Parking Company, Inc. and Paul Chambers dated February 1, 1991 (“**Shoregate Parking Company Lease 2**”). This Lease covers Tax Parcels: 76.42-5-31 through 33.

BROADWAY PARKING GROUND LEASE DESCRIPTION

- 1.) Lease between Broadway Parking Company and the Estate of Paul Carroll by Paul Chambers as Executor and Paul Chambers as an individual, dated August 15, 1988 (the “**Broadway Parking Company Lease**”). The Lease covers Tax Parcels 76.50-1-24 through 76.50-1-30, 76.50-1-32, 76.50-1-33 and 76.50-1-35.

LICENSE DESCRIPTIONS

- 1.) License Agreement by and between the Albany Convention Center Authority and the **County of Albany** dated September, 2009. The License covers the use of Tax Parcels: 76.50-1-3 through 76.50-1-7 and 76.50-1-9, 76.50-1-10, 76.50-1-12 and 76.50-1-13.
- 2.) License Agreement by and between the Albany Convention Center Authority and **Greyhound Lines, Inc.** dated September, 2009. The License covers the use of Tax Parcel: 76.50-1-23.
- 3.) License Agreement by and between the Albany Convention Center Authority and **Capitalize Albany Corporation** dated February, 2010. The License covers the use of Tax Parcel: 76.42-5-34.
- 4.) License Agreement by and between the Albany Convention Center Authority and **DC Hotels Two, LLC** dated May, 2015. The License covers the use of Tax Parcels: 76.50-1-9, 76.50-1-10, and 76.50-1-13.

MCFARLAND LEASE DESCRIPTION

- 1.) A lease agreement with respect to a parking lot located at 495-499 Broadway, Albany, NY by and between Norris **McFarland**, as Landlord, and 41 State Street Corporation, as Tenant dated June 1, 1968, as assigned and amended. This Lease covers the use of Tax Parcel: 76.42-5-34.

LAZ PARKING OPERATIONS AGREEMENT

- 1.) An agreement by and between the Albany Convention Center Authority **and LAZ Parking New York/New Jersey, LLC** dated October 1, 2010 for parking facility management, maintenance and operations. This Agreement covers the parking operations on the following tax parcels:

LOT 1:

76.50-1-32

76.50-1-33

76.50-1-35

LOT 2:

76.50-1-24

76.50-1-25

76.50-1-26

76.50-1-27

76.50-1-28

76.50-1-29

76.50-1-30

LOT 4:

76.42-5-21

76.42-5-22

76.42-5-23

76.42-5-24

76.42-5-27

76.42-5-28

76.42-5-29

76.42-5-30

76.42-5-31

76.42-5-32

76.42-5-33

76.42-5-25

LOT 5:

76.50-1-15

76.50-1-16

76.50-1-17

76.50-1-18

76.50-1-19

76.50-1-20

76.50-1-21

76.50-1-22

Exhibit B

STATE ENVIRONMENTAL QUALITY REVIEW

NEGATIVE DECLARATION

NOTICE OF DETERMINATION OF NON-SIGNIFICANCE

This notice is issued pursuant to NYCRR Part 617, implementing Article 8 (State Environmental Quality Review Act) of the Environmental Conservation Law. The Board of Directors of Capitalize Albany Corporation has determined that the proposed action described below will not have a significant impact on the environment and a draft environmental impact statement will not be prepared.

Name of Action: Purchase of Properties by Capitalize Albany Corporation.

SEQRA Status: This is an unlisted Action.

Conditioned Negative Declaration: No.

Description of Action: The proposed action is the purchase of certain parcels of land, leases, license agreements, and contracts from the Albany Convention Center Authority, Albany County Land Bank (and possibly other companies) to Capitalize Albany Corporation.

Reasons Supporting this Determination:

The proposed action is transactional in nature and will not result in the immediate redevelopment of property, disturbance of land, or any changes to the existing buildings and vacant property. As such, the purchase will not have an impact on land, surface waters (including wetlands), groundwater, flooding, air, plants and animals, agricultural resources, aesthetic resources, historic and archeological resources, open space, critical environmental areas, transportation, energy, public service, noise/odor/light, and human health.

If Capitalize Albany Corporation or a prospective purchaser of the property or part thereof, in the future, decides to redevelop or disturb any of the property involved in this action, any such action will also comply with SEQRA.