

**RESOLUTION 10-2019
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the Albany Convention Center Authority (“ACCA”) was formed in 2004 with a mission “to design, develop, plan, finance, create, site, construct, renovate, administer, operate, manage, and maintain a convention center facility within the downtown area of the City of Albany”; and

WHEREAS, in support of its mission, ACCA acquired certain property interests to real property parcels located in the heart of the City’s Central Business District, including 28 lots that are owned by the State of New York (“ACCA Owned Properties”) and 22 privately owned lots (“ACCA Leased Properties”) (the ACCA Owned Properties and ACCA Leased Properties are hereinafter collectively referred to as the “ACCA Properties”) that are leased to the State of New York with the purpose of potentially siting and constructing a convention center; and

WHEREAS, in 2012 a new site in downtown Albany at the intersection of Eagle and Howard Street was identified (which did not utilize the ACCA Properties) for locating what is now referred to as the Albany Capital Center; 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 ACCA Properties “Downtown’s largest development opportunity” and highlights its redevelopment as a strategic priority; and

WHEREAS, the Capital Region Economic Development Council established 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 (“Liberty Park”) (which area includes the ACCA Properties); and

WHEREAS, the mission of 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, 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, subsequent to entering into the Purchase and Sale Agreement with ACCA, and with the knowledge and consent of ACCA, CAC engaged in on-going discussions with the owners of the ACCA Leased Properties concerning CAC's potential acquisition of the fee interests for the ACCA Leased Properties;

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 acquisition and necessary for CAC to further its corporate purpose; and

WHEREAS, CAC has been approved for State funding to be used for the cost of real estate acquisition, property maintenance, operation and stabilization, emergency demolition, lease/rent expenses, and design and planning costs associated with the Liberty Park Mixed Use Development Capital and Working Capital project; on Thursday, May 16, 2019 (see Resolution 10-2019); and

WHEREAS, approximately 0.5 acres of the ACCA Leased Properties ("Chambers Property") are owned by Daniel P. Chambers, Douglas G. Chambers and David O. Chambers, III, as Successor Trustees of the David O. Chambers Testamentary Trust (the "Trust"); and

WHEREAS, acquiring the property rights to the Chambers Property is essential to the redevelopment of the redevelopment of Liberty Park; and

WHEREAS, CAC has conducted due diligence analysis related to the Chambers Property including title review, environmental review, and appraisal; and

WHEREAS, CAC negotiated with the Trust over the course of 18 months resulting in a Purchase and Sale Agreement ("PSA") to acquire the fee interest of the Chambers Property, taking into account the Chambers Property's appraised value, the appraised value of the existing between lease and the value of the remaining lease payments between the Trust and ACCA; and

WHEREAS, Liberty Square Development, LLC ("Liberty", of which CAC is the sole member) entered into the PSA with the Trust for Chambers Property on May 15, 2109, which PSA remains subject to contingencies/diligence periods which must meet Liberty's satisfaction or Liberty may terminate the PSA, including multiple:

- Sixty (60) day Inspection, Environmental and Suitably Review Contingency Period (thru July 14, 2019);
- Sixty (60) day Title Review Contingency Period (thru July 14, 2019);
- Approval of PSA by the CAC Board Contingency (thru June 30, 2019);
- Funding Contingency Period (thru August 13, and extendable by Liberty to November 9, 2019)

WHEREAS, CAC's Finance and Investment and Liberty Park Committees have both reviewed the PSA, for the Chambers Properties and recommends that the Board (i) approves the terms and conditions of the PSA; and (ii) finds that the acquisition of the Chambers

Property at \$3,300,000 is necessary for CAC to further its corporate purpose; and (iii) subject to satisfaction of the above identified contingencies, authorizes CAC/Liberty to acquire the Chambers Property pursuant to the PSA; and

NOW, THEREFORE BE IT FURTHER RESOLVED, that the Capitalize Albany Corporation Board of Directors (i) approves the terms and conditions of the PSA; and (ii) finds that the acquisition of the Chambers Property at \$3,300,000 is necessary for CAC to further its corporate purpose; and (iii) subject to satisfaction of the above identified contingencies, authorizes CAC/Liberty to acquire the Chambers Property pursuant to the PSA.

Signed: _____

Thomas M. Owens
 Thomas M. Owens, Esq.
 Secretary

Date of Authorization: June 25, 2019
 Prepared by: Thomas M. Owens

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

Board Member	Voting	Board Member	Voting	Board Member	Voting
Kaweeda Adams	Aye	John Harris	Aye	Anders Tomson	Aye
Heather Briccetti	Aye	David Parente	Absent	Karen Torrejon	Aye
Michael Castellana	Aye	Susan Pedro	Aye	Michele Vennard	Aye
Bob Curley	Absent	Matthew Peter	Absent	John Vero	Aye
Sonya del Peral	Aye	Havidan Rodriguez	Absent	Aye: 12; No: 0	
Michael Fancher	Aye	Jeffrey Sperry	Aye	Recused: 0	