

**RESOLUTION 15-2019  
OF THE  
CAPITALIZE ALBANY CORPORATION**

**WHEREAS**, pursuant to Resolution 07-2019, the Board authorized the Corporation's counsel to submit an application to the CAIDA requesting that the CAIDA acquire the fee interests to the certain ACCA Leasehold Properties by eminent domain, but conditioned any action by the Corporation on such Resolution on the receipt of a satisfactory third party legal review of any potential conflicts of interest due to the Corporation and CAIDA having one common board member and common staff;

**WHEREAS**, the Corporation and CAIDA reviewed this matter with its own respective counsel and then also retained special outside counsel, Damon Barclay LLP ("Damon Barclay") to review the matter; and

**WHEREAS**, the Corporation is in receipt of the findings of Damon Barclay, and such findings have been reviewed and discussed by Corporation counsel, the Governance Committee and Board; and

**WHEREAS**, the Governance Committee recommends that the Board accept such third-party legal opinion and, in accordance with the steps contained in the "Governance Committee Report to the Board 27 Aug 2019" ("Report") concerning the one common board member and common staff, direct Corporation staff to now commence the preparation of the subject application to the CAIDA and that such application be submitted to the CAIDA in accordance with CAC Resolution 07-2019; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Board accepts such third-party legal opinion and, in accordance with the steps contained in the Report concerning the one common board member and common staff, the Board directs that Corporation staff now begin the preparation of the subject application to the CAIDA and that such application be submitted to the CAIDA in accordance with CAC Resolution 07-2019.

Signed: John Vero  
John Vero, Esq.  
Secretary

Date of Authorization: August 29, 2019  
Prepared by: Thomas M. Owens, Esq

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	Absent	Anders Tomson	Aye
Heather Briccetti	Aye	David Parente	Aye	Karen Torrejon	Aye
Michael Castellana	Aye	Susan Pedo	Recused	Michele Vennard	Aye
Bob Curley	Aye	Matthew Peter	Aye	John Vero	Aye
Sonya del Peral	Absent	Havidan Rodriguez	Aye	Aye: 13; No: 0 Recused: 1	
Michael Fancher	Aye	Jeffrey Sperry	Aye		