



Monday, December 16, 2019

21 Lodge Street, 10:00 a.m.

CAPITALIZE ALBANY
CORPORATION

Capitalize Albany Corporation
Governance/Nominating Committee

Agenda

1. Review and Approval of Minutes from the Governance Committee Meeting from August 5, 2019
2. Annual Board Review
 - a. Review Confidential Board Evaluation Forms Submitted
 - b. Review Conflict of Interest Forms Submitted
 - c. Confirm ABO Board Member Training Status
 - d. Review Election of 2020 Board Officers
3. Annual Corporate Performance Review
 - a. Review Attainment of CAC Performance Goals
 - b. 2019 At-Risk Compensation Pool Distribution
 - c. Review Reasonableness of Compensation
 - d. 2020 Annual Performance Measurements
4. Annual Administration & Policy Review
 - a. Review Mission Statement
 - b. Review Committee Charter
 - c. Review Procurement Policy
 - d. Review Property Disposition/Acquisition Policies
 - e. Verify Public Document Postings on Website
5. Other Business
6. Executive Session

Capitalize Albany Corporation Governance Committee Meeting

December 16, 2019

Agenda Item #1: Review of Minutes from August 5, 2019

Materials:

- 8/5/2019 Capitalize Albany Corporation Governance Committee Minutes

**Capitalize Albany Corporation
Governance Committee Meeting
MINUTES
Monday, August 5, 2019**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 11:00 a.m., August 5, 2019 at 21 Lodge Street.

The following were in attendance:

Committee Members: John Harris, David Parente, Jeff Sperry

Excused: Anders Tomson

Other: Thomas M. Owens, Esq.

Staff: Sarah Reginelli, Genevieve Zurowski

Chari John Harris called the regular meeting of the Capitalize Albany Corporation Governance Committee to order at 11:10 a.m.

Review of the minutes of December 10, 2018 Governance Committee Meeting

The Committee reviewed the minutes of the December 10, 2018 Governance Committee meeting. Jeff Sperry made a motion for approval, and David Parente seconded. The Committee voted unanimously to approve the minutes.

The Committee reviewed the minutes of the December 10, 2018 Governance Committee meeting. Jeff Sperry made a motion for approval, and David Parente seconded. The Committee agreed unanimously to approve the minutes.

Legal Opinion Receipt and Discussion

A motion to enter into executive session was made by Jeff Sperry, seconded by David Parente and unanimously approved to discuss legal advice from counsel. The Board entered into executive session at 11:19 a.m., and Staff left the room. Counsel distributed documents separately and directly to Governance Committee Members. Executive session ended at 11:39 on a motion by John Harris, seconded by Jeff Sperry and unanimously approved. No actions were taken during executive session. Staff remained outside the meeting room.

The Committee discussed that it has been disclosed in writing to Governance Committee and Board (via Annual Board Member Conflict of Interest Declarations, and during Board meetings as documented in minutes) that board member Ms. Susan Pedo is also a member of the City of Albany IDA. The Governance Committee has previously reviewed/approved such Board Member's potential interest in the IDA. Additionally, it was discussed that the Governance Committee and Board are aware that certain CAC staff members perform services for the IDA pursuant to an annually Board approved CAC-IDA contract, that CAC staff members serve as staff for the IDA, and that Sarah Reginelli serves as IDA President and Mark Opalka serves as IDA Chief Financial Officer. The Governance Committee then reviewed and discussed both the Board Member and staff IDA interests with respect to CAC submitting an application to the IDA for the IDA to consider exercising their condemnation authority to acquire certain property interests. On a motion by Jeff Sperry, second by John Harris and unanimously approved, the Committee reviewed and

approved such CAC board member's interest (subject to board member recusal from deliberation and voting on such matter) and reviewed/approved the CAC staff's IDA interest. It was also noted by the Committee that CAC staff will not be reviewing or evaluating the application on behalf of the IDA.

Pursuant to CAC Resolution 07-2019 approved in April 2019, CAC authorized the preparation and submission of an application to the IDA, however such preparation/submission of such application to the IDA was conditioned on the Corporation's receipt/review of a satisfactory third-party legal opinion. On a first by Jeff Sperry, second by David Parente and unanimously approved, the Governance Committee has now received, reviewed and discussed such third-party legal opinion, and now recommends that the Board accept such third-party legal opinion and direct CAC staff to now commence the preparation of the subject application to the IDA in accordance with CAC Resolution 07-2019. These Governance Committee recommendations shall be provided to the Board at its next meeting.

The CAC President returned to the meeting room. All other CAC Staff remained outside the meeting room.

Compensation and Staffing

Sarah Reginelli re-entered the room. The Committee discussed the Corporation's desire to maintain human resources policies that attract and retain qualified staff. The Committee discussed related changes to the Corporation's Compensation and Time and Attendance Policies including replacing the current SEP-IRA with a company-sponsored 401(k) plan; eliminating at-risk compensation; providing remote work guidelines; revising Holidays Resulting in Office Closure; and adopting an Unlimited Encouraged Leave plan, replacing the existing personal, vacation and sick leave plans. The Committee recommended changes to the respective policies on a motion from Jeff Sperry, which was seconded by David Parente and approved unanimously by the Committee upon a vote. The Corporation's President presented a staffing strategy to the Committee, and requested Governance Committee participation in the national search for a candidate for Vice President. The Committee agreed to participate in finalist interviews for the position.

Nomination of Board Officer

Upon Tom Owens' resignation as Secretary of the Corporation, the Governance Committee discussed the nomination of a new Officer. The Committee agreed to nominate John Vero, esq. as the replacement based on his qualifications and years of experience with the Board. The role would start effective upon vote of the full Board at an upcoming meeting.

Other Business

No other business was discussed.

There being no further business the Capitalize Albany Corporation Governance Committee Meeting was adjourned at 12:15.

Capitalize Albany Corporation Governance Committee Meeting

December 16, 2019

Agenda Item #2: Annual Board Review

Materials:

- Review Confidential Board Evaluation Forms Submitted
- Review Conflict of Interest Forms Submitted
- Confirm ABO Board Member Training Status
- Review 2018 Election of Board Officers

TO: Capitalize Albany Corporation – Governance Committee Meeting
FROM: Capitalize Albany Corporation Staff
RE: Review of ABO Board Member Training Status
DATE: December 16, 2019

Based on our records, there is one Board member who still must receive the required ABO Board Member training.

TO: Capitalize Albany Corporation – Governance Committee Meeting
FROM: Capitalize Albany Corporation Staff
RE: Board Officer & Committee Reappointments
DATE: December 7, 2018

The attached spreadsheet outlines the current Board of Directors, the Corporation's officers, the committees on which they serve, and their term expiration dates.

A description of the committees, their members, duties and requirements is also attached.

Capitalize Albany Board of Directors, 2019							Committee Appointments						
Member	Office	Original App't	Last Elected	Term Expiration	Term	<i>Exec</i>	<i>Audit</i>	<i>Finance & Investment</i>	<i>Corp Govern. & Nominating</i>	<i>Membership</i>	<i>Liberty Park</i>	<i>Total</i>	
1	Anders Tomson	Vice Chair	6/8/1999	12/2017	12/2020	7th	1		Chair	1		3	
2	David Parente		6/21/2000	Dec-18	12/2021	7th			1	Chair		2	
3	Robert Curley		6/25/2002	12/2017	12/2019	6th			1		1	2	
4	John Harris	Treasurer	5/27/2004	12/2017	12/2019	5th			1	Chair	1	3	
5	Michael Fancher		5/27/2004	12/2017	12/2020	5th		Chair				1	
6	Michele Vennard		7/27/2004	12/2018	12/2021	5th		1		1		2	
7	Jeff Sperry		4/25/2006	12/2018	12/2021	5th			1	1		2	
8	Michael Castellana	Chairman	4/22/2008	12/2018	12/2021	4th	1				1	2	
9	John Vero	Secretary	6/26/2012	12/2018	12/2021	3rd			1			1	
10	Susan Pedo		6/25/2013	12/2016	12/2019	2nd		1			1	2	
11	Matt Peter		5/27/2014	12/2017	12/2019	2nd							
12	Karen Torrejon		5/23/2017	12/2017	12/2020	1st							
13	Havidan Rodriguez		10/24/2017	12/2017	12/2020	1st					1	1	
14	Kaweeda Adams		3/18/2018	12/2018	12/2021	1st							
15	Heather Briccetti		3/18/2018	12/2018	12/2021	1st							
16	Sonya del Peral		3/18/2018	12/2018	12/2021	1st							
							2	3	5	4	2	6	
							<i>Required by Charter:</i>						
	<u>Officers</u>							3	3	3			
	Sarah Reginelli	President; Ex-Officio on all Committees											
	Michael Castellana	Ex-Officio on all Committees											
	<u>General Counsel</u>												
	Thomas Owens, Esq.												

Capitalize Albany Committees

Finance & Investment Committee:

Anders Tomson (Chair), Bob Curley, John Harris, Jeff Sperry, John Vero

Purpose & Responsibilities : (1)ensure the financial health of ALDC (2)ensure that ALDC assets are protected and resources are used appropriately and (3) assist the Board in understanding ALDC's financial condition (4)Project review (5)involvement with ALDC finance department management (6)budget oversight (7) Investment oversight.

Member Selection & Requirements: The ALDC Governance/Nominating Committee will recommend and the ALDC Board will approve the Finance & Investment Committee members and the Committee's Chair.

Meetings: The Committee will meet a minimum of four times per year. Members of the Committee as well as the President and CFO or their respective designees are expected to attend each committee meeting in person or via telephone or videoconference.

Audit Committee:

Michael Fancher (Chair), Susan Pedo, Michele Vennard

Purpose & Responsibilities: (1)assure that the Corporation's Board fulfills its responsibilities for the Corporation's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, and the Board of Directors (3) The Committee appoints and oversees independent auditors retained by the Corporation and pre-approve all audit services provided by the independent auditor (4)oversee of internal controls, special investigations and whistleblower.

Member Selection & Requirements: The Audit Committee shall consist of at least three independent members of the Board of Directors. The Corporation's Chairperson will appoint the Audit Committee members and the Audit Committee Chair.

Meetings: The Audit Committee will meet a minimum of twice a year. Members of the Audit Committee are expected to attend each Committee meeting, in person or via telephone or videoconference. The Audit Committee will meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation. Meeting agendas will be prepared for every meeting and provided to the Audit Committee members along with briefing materials three (3) business days before the scheduled Audit Committee meeting.

Governance & Nominating Committee:

John Harris (Chair), David Parente, Anders Tomson, Jeff Sperry

Purpose & Responsibilities: (1)Keep the Board informed of current best practices in corporate governance; (2)Review corporate governance trends for their applicability to the CAC; (3)Update the CAC's corporate governance principles, governance practices and policies (4)Advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members (5)Develop and recommend to the Board the number and structure of committees to be created by the Board (6)Develop the competencies required of Directors (7)Annually review senior staff compensation.

Member Selection & Requirements: The Governance Committee members shall be appointed and the Committee Chairperson shall be appointed by the CAC's Chairperson. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition. All committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meetings: The Governance Committee will meet a minimum of twice a year. Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least three days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions.

Liberty Park Committee:

Sarah Reginelli (Chair), Michael Castellana, Robert Curley, John Harris, Susan Pedo, Havidan Rodriguez

Purpose & Responsibilities : (1) update, advise, and provide recommendations to, the Board on matters related to redevelopment of the properties constituting and surrounding the Liberty Park area ("Liberty Park") including but not limited to any matters related to CAC's real estate holdings in/around Liberty Park, potential acquisitions/dispositions by CAC of properties in/around Liberty Park, development strategies and concepts for Liberty Park, and any other matters related to Liberty Park; and (2) assist the Board and Staff with the execution of CAC's mission as related to the Liberty Park district.

Member Selection & Requirements: The Chair appoints the members.

Meetings: The Committee will meet a minimum of four times per year, with the expectation that additional meetings may be required to adequately fulfill the obligations and duties outlined in the Charter.

Executive Committee:

N/A

Membership Committee:

Dave Parente (Chair), Michele Vennard

Capitalize Albany Corporation Governance Committee Meeting

December 16, 2019

Agenda Item #4: Annual Administration & Policy Review

Materials:

- Review CAC Mission Statement & Annual Performance Measurements
- Review Committee Charter
- Review Procurement Policy
- Review Property Disposition/Acquisition Policies
- Verify Public Document Postings on Website

TO: Capitalize Albany Corporation – Governance Committee Meeting
FROM: Capitalize Albany Corporation Staff
RE: Annual Mission Statement Review
DATE: December 16, 2019

The Governance Committee is charged with the annual review of the Corporation's mission statement. Below is the mission statement affirmed by the Board in 2018.

Mission Statement:

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.

CAPITALIZE ALBANY CORPORATION

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the Capitalize Albany Corporation (CAC; formerly know was the Albany Local Development Corporation), a not-for-profit corporation established under the laws of the State of New York, on this 31st day of October 1979.

Purpose

The purpose of the Governance Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the CAC;
- Updating the CAC's corporate governance principles and governance practices;
and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
- Solicit, at the Corporation's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the Committee shall be as set forth in accordance with and pursuant to Article IV, Section 9 of the Corporation's bylaws. The Governance Committee shall be comprised of (X) independent members. The Governance Committee members shall be appointed and the Committee Chairperson shall be appointed by the CAC's Chairperson. The members shall serve until their resignation,

retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, Governance Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to corporate governance.

Committee Structure and Meetings

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the Charter. All committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least three days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the Governance Charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Corporation's Board; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

Relationship to the Corporation's Board

The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Corporation's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Corporation's governance process.

Evaluation of the Corporation's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.

- Develop and recommend to the Board any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The Governance Committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Corporation officials.
- Annually review, assess and make necessary changes to the Governance Committee Charter and provide a self-evaluation of the Governance Committee.

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.

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.

TO: Capitalize Albany Corporation – Governance Committee Meeting
FROM: Capitalize Albany Corporation Staff
RE: Verification of Current Public Documents on website
DATE: December 16, 2019

The following current public documents are posted at <http://capitalizealbany.com/public-documents/> as required by the PAAA:

- Audited Financial Statements
- Annual 990 Return
- Annual Reports
- Annual Budgets
- Mission Statement and Performance Measurement Reports
- Governing Documents/Policies:
 - Bylaws
 - Code of Ethics
 - Conflict of Interest Policy
 - Procurement Policy
 - Property Acquisition Policy
 - Property Disposition Policy
 - Committees
 - Organizational Chart
 - Articles of Incorporation
 - Investment Policy
- Meeting Notices
- Meeting Materials
- Meeting Minutes