

**RESOLUTION 1-2023
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, pursuant to a Board resolution in December 1983, Capitalize Albany Corporation (then known as Albany Local Development Corporation or ALDC) ("Capitalize") approved a mortgage loan in the amount of \$50,000 to four individuals (the "Borrowers") to be secured by certain parcels of real property owned by the Borrowers located at/adjacent to 123 Madison Avenue (at which the Stella Del Mare Italian Grocery/Deli operated) (the "Property"), and Capitalize issued such mortgage loan to the Borrowers on March 29, 1984 (the "Mortgage Loan"); and

WHEREAS, the Mortgage Loan was in the amount of \$50,000 for a fixed term of fifteen years at an interest rate of 9.5%, with monthly payments in the amount \$522.11 commencing in May 1984 with the final payment scheduled for April 1999; and

WHEREAS, in February 2023, Capitalize was notified by the attorney for the Borrowers that a November 2022 title report discovered that a mortgage discharge/satisfaction had never been filed with the Albany County Clerk's Office evidencing that the Mortgage Loan had been paid off, and requested that Capitalize issue a mortgage satisfaction for the Mortgage Loan; and

WHEREAS, the Borrowers are presently under a purchase and sale agreement to sell the Property which needs to close in early March 2023 or risk liability/economic damages due to not being able to sell the Property, and a required condition for the sale transaction is that the Capitalize Mortgage Loan must be discharged of record; and

WHEREAS, several Capitalize mortgage loans issued in the 1980s, such as this Mortgage Loan, were not serviced in-house by Capitalize, but by third party loan servicer Capitalize does not possess documentation to show that a mortgage satisfaction was ever issued for the Mortgage Loan or paper/electronic records which show the full payment history for the Mortgage Loan; and

WHEREAS, due to (i) an extensive in-house documentation search by Capitalize staff and based on additional records provided by the Borrower which yielded significant evidence the Mortgage Loan was fully paid including but not limited to the Mortgage Loan's note, mortgage, amortization schedule, original loan closing documentation, and copies of some of the Borrowers' cashed/cleared checks for Mortgage Loan payments including an April 1999 endorsed/cleared check for the monthly loan payment to the loan servicer with the annotation "Final Payment" (as would be expected based on the Mortgage Loan note, amortization schedule, etc.); (ii) the Mortgage Loan does not present itself in any Capitalize aging/delinquent loan account records; and (iii) none of Capitalize's archived Board Meeting minutes show any reference to this Mortgage Loan which would be expected if this Mortgage Loan was delinquent in any manner; and (iv) any further delay of Capitalize providing the Borrowers with the requested mortgage discharge/satisfaction would expose Capitalize to significant potential liability from the Borrowers, Capitalize staff recommended that a mortgage discharge/satisfaction be issued to the Borrowers; and

WHEREAS, following an attempt to schedule a Special Board Meeting to consider the requested mortgage discharge/satisfaction (which was not possible due to quorum requirements), the President reviewed the matter with the Chairperson of the Finance Committee and provided an email of the relevant facts to the entire Board on March 1, 2023; and

WHEREAS, the President executed and provided a mortgage discharge/satisfaction to the Borrowers on March 2, 2023; and

NOW THEREFORE BE IT RESOLVED, that the Board of Directors approves and ratifies the actions of the President in providing the Mortgage Loan discharge/satisfaction to the Borrowers on March 2, 2023.

Signed: John R. Vero
John Vero, Secretary

Date of Authorization: March 28, 2023
Prepared by: Thomas 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	Absent	Heather Mulligan	AYE	John Vero	AYE
Michael Castellana	AYE	David Parente	AYE		
Sonya del Peral	AYE	Matthew Peter	AYE		
Michael Fancher	AYE	Havidan Rodriguez	Absent		
Anthony Gaddy	Absent	Anders Tomson	AYE	Aye: 9 No: 0	
John Harris	AYE	Karen Torrejon	Absent	Recused: 0	