



Albany County Pine Hills Land Authority
Thursday, October 10, 2024, at 9:30 am
111 Washington Ave, Suite 100, Albany, NY 12210

AGENDA

- | | |
|--|-----------------------------|
| 1. Call to Order & Roll Call | Dominic Mazza, Chair |
| 2. September 12, 2024 Meeting Minutes Review | Dominic Mazza, Chair |
| 3. Election of Board Officers: Assistant Treasurer and Assistant Secretary
a) Action item: <i>Resolution</i> | Thomas Owens, Esq. |
| 4. Committee Appointments
a) Action item: <i>Resolution</i> | Thomas Owens, Esq. |
| 5. Bond Underwriter RFP
a) Action item: <i>Resolution</i> | Thomas Owens, Esq. |
| 6. CFO Report | Amy Thompson, CFO |
| 7. CEO Report | Kevin O'Connor, CEO |
| 8. Public Comments | |
| 9. Executive Session | Dominic Mazza, Chair |
| 10. Adjournment | Dominic Mazza, Chair |



Albany County Pine Hills Land Authority

**Authority Board Meeting: October 10, 2024, at 9:00 AM
111 Washington Avenue, Suite 100, Albany, New York 12210**

ROLL CALL

Board Member	Present/Excused/Absent
Dominic Mazza, Chairman	
John Nigro, Vice – Chairman	
Alejandra Paulino	
Alison Walsh, Secretary	
Sarah Reginelli, Treasurer	
Jasmine Higgins	
Dannielle Melendez	



Albany County Pine Hills Land Authority
Meeting Minutes – 9/12/2024

An Inaugural Meeting of the Advance Albany County Pine Hills Land Authority (“ACPHLA” or “Authority”) Board was held on Thursday September 12, 2024, at 5:00 pm at 517 Western Ave, Albany, NY. Members of the public were able to attend the meetings by attending in person.

The following Members were present at, and participated in the meeting:

John Nigro, Alison Walsh, Sarah Reginelli, Jasmine Higgins, and Dannielle Melendez

Excused Members:

Dominic Mazza, and Alejandra Paulino

Advance Albany County Alliance Staff:

- Kevin O'Connor, Director of Economic Development, Albany County and CEO, AACA
- Amy Thompson, CFO, AACA
- Antionette Hedge, Executive Assistant to the CEO
- Dylan Turek, Sr. VP of Development
- Clayton Besch, Site Development Project Manager

Also present:

- Thomas Owens, Esq.
- A Joseph Scott, Esq.
- Harold Iselin, Esq.
- Peter Pastore, Esq.

Guests:

- Mike Smith, Pine Hills Resident
- Wilma Alvarado-Little, Pine Hills Resident
- Don Csaposs, Pine Hills Resident
- Frederick Jackson, St. Andres Church

- Ray Joyce, Albany County Legislature
- Luke Nathan, Albany Business Review
- John Wallner, Pine Hills Neighborhood Association Member
- Patricia Fahy, New York State Assembly
- Keith Sanin, NML Records
- Ray Joyce, Albany County Legislature

Mr. O'Connor called the meeting to order at 5:01 pm.

1. The first order of business, Mr. O'Connor read a prepared letter thanking the individuals who have been appointed as members of the Authority for their willingness to serve. Mr. O'Connor gave a brief overview of the agenda and what to expect from the inaugural meeting. Next, Mr. O'Connor introduced Jeffery Jamison, Esq., of the Office of the Albany County Executive. Mr. Jamison presented a brief speech on behalf of the County Executive, Daniel P. McCoy. Mr. Jamison thanked each appointed board member, legal counsel, and elected officials for their dedication to assisting in creating the Pine Hills Land Authority.

Mr. O'Connor introduced each board member and their background. Mr. O'Connor made a roll call and confirmed that there was a quorum. Excused Members were Dominick Mazza and Alejandra Paulino.

2. The next order of business was an overview of the Authority by attorneys Harold Iselin, Esq., A. Joseph Scott, Esq. and Thomas Owens, Esq. Mr. Iselin provided a summary explanation of the Authority's enabling legislation, the role of The College of St. Rose, the potential role of the Authority. He noted that the College owns multiple parcels of real property, some of which are encumbered by the security interests of bond holders. Mr. Iselin also noted that the Authority does not have eminent domain. The College and its bond holders both have legal rights and obligations which will need to be respected. He further summarized that the ACPHLA has the right to issue bonds, retain and/or hire staff, acquire real properties, and the right to enter into agreements; these powers are among several powers which are enumerated in the Authority's enabling legislation and are designed to ensure the Authority can achieve its statutory purposes. Subsequent to Mr. Iselin's overview of the Authority and its mission, Mr. O'Connor introduced the other legal counsel hired on behalf of the ACPHLA as Peter Pastore, Esq., Harold Iselin, Esq., A. Joseph Scott, Esq., and Thomas Owens, Esq.

3. The next order of business was Approval and Adoption of By-Laws for the Authority. Mr. Owens presented Resolution 2024-09-01 and reviewed the contents of the By-Laws. After discussion among the Members, upon a motion made by Ms. Walsh to approve the By-Laws, seconded by Mr. Nigro, Resolution 2024-09-01 (approval of By-Laws) was approved pursuant to a unanimous vote.

4. The next order of business was the Election of Board Officers. Mr. Owens presented Resolution 2024-09-02. After discussion:

Upon a motion made by Ms. Higgins to nominate Dominick Mazza as Chairperson, seconded by Ms. Reginelli. The nomination was approved, and Mr. Mazza was elected as Chairperson pursuant to a unanimous vote.

Upon a motion made by Ms. Reginelli to nominate John Nigro as Vice Chairperson, seconded by Ms. Walsh (with Mr. Nigro abstaining from the vote), Mr. Nigro was elected as Vice Chairperson pursuant to a unanimous vote.

Upon a motion made by Ms. Reginelli to nominate Alison Walsh as Secretary, seconded by Ms. Melendez (with Ms. Walsh abstaining from the vote), Ms. Walsh was elected as Secretary to a unanimous vote.

Upon a motion made by Ms. Higgins to nominate Sarah Reginelli as Treasurer, seconded by Mr. Nigro (with Ms. Reginelli abstaining from the vote), Ms. Reginelli was elected as Treasurer pursuant to a unanimous vote.

Additionally, on a motion made by Ms. Higgins and seconded by Ms. Reginelli, Resolution 09-02 was unanimously approved to recognize and document the Board Officers elected at this Meeting.

Finally, the Members noted that the positions of Assistant Treasurer and Assistant Secretary will be considered at a subsequent meeting of the Authority.

5. The next order of business was the Appointment of the Chief Executive Officer and Chief Financial Officer. Mr. Owens presented Resolution 2024-09-03. After discussion upon a motion made by Mr. Nigro to nominate Kevin O'Connor as CEO and Amy Thompson as CFO, seconded by Ms. Walsh, Resolution 2024-09-03 (appointment of CEO and CFO) was approved pursuant to a unanimous vote.
6. The next order of business was the Approval and Adoption of Various Authority Policies. Mr. Owens presented Resolution 2024-09-04. Mr. Owens summarized each of the policies and reference the various legal requirements related to such policies. Mr. Owens also noted that while these various policies were necessary, the policies were not to be considered as written in stone, and that the Board was always free to improved/modify any of these policies at a future meeting. After discussion upon a motion made by Ms. Walsh to approve and adopt the Authority Policies referenced in the subject Resolution, seconded by Ms. Reginelli, Resolution 2024-09-04 was approved pursuant to a unanimous vote.
7. The next order of business was the Board Authorizations for Banking, Insurance and Legal Services. Mr. Owens presented Resolutions 2024-09-05 and 2024-09-06 to authorize the opening of a bank account and procurement of insurance coverage and

legal services. Ms. Thompson, CFO recommended opening a depository account with M&T Bank. Additionally, Mr. O'Connor recommended that appropriate insurance coverage be obtained (including D&O insurance) and that the legal service providers identified in the resolution be retained as counsel to the Authority.

After discussion upon a motion made by Ms. Higgins to authorize the opening of an Authority bank account at M&T Bank, seconded by Ms. Melendez, Resolution 2024-09-05 (Banking Services) was approved pursuant to a unanimous vote.

After discussion upon a motion made by Mr. Nigro to authorize the procurement of insurance coverage and legal services, seconded by Ms. Reginelli, Resolution 2024-09-06 was approved pursuant to a unanimous vote.

8. The next order of business was the Executive Session. After discussion upon a motion made by Ms. Higgins to enter Executive Session the purpose of which was to (i) discuss the potential acquisition of real property because the publicity would substantially affect the value thereof, and (ii) the financial history of a particular person or corporation. The motion to enter Executive Session was seconded by Ms. Walsh and approved pursuant to a unanimous vote. Additionally, it was also noted by counsel that the discussion was also to involve counsel providing legal advice to the Authority on a variety of topics, and therefore the discussion was also likely to be held as exempt from the Open Meetings Law.

At the conclusion of the Executive Session, upon a motion made by Mr. Nigro to exit Executive Session, seconded by Ms. Walsh, the motion was approved pursuant to a unanimous vote. No actions were taken in Executive Session.

9. The meeting adjourned with unanimous consent of all Board members at 6:43 pm.

**RESOLUTION 2024-10-01
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, pursuant to Section 2676-c(1) of the Enabling Legislation and Article III of the Authority’s Bylaws, the following Authority Members were nominated to serve in the below Officer positions for the Authority during the Authority’s Meeting on October 10, 2024:

ASSISTANT SECRETARY	Dannielle Melendez
ASSISTANT TREASURER	Alejandro Paulino

WHEREAS, during such Authority Meeting, elections were conducted by Authority Members for the above two (2) Officer position (with each Member abstaining from voting for themselves) to the positions for which they were nominated;

NOW THEREFORE, IT IS RESOLVED that the Authority recognizes the Officers identified below have been duly elected (also included below are the Officers previously elected to Officer positions) to serve:

CHAIRMAN	Nick Mazza
VICE CHAIRMAN	John Nigro
SECRETARY	Alison Walsh
TREASURER	Sarah Reginelli
ASSISTANT SECRETARY	Danielle Melendez
ASSISTANT TREASURER	Alejandro Paulino

Dated: October 10, 2024

Secretary

Motion made by:

Seconded by:

Vote:

**RESOLUTION 2024-10-02
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, the Authority, in accordance with the New York State Public Authorities Law ("PAL"), Article III of the Authority’s By-Laws and the Authority’s previously adopted/approved Committee Charters (the PAL, By-Laws & Committee Charters are hereinafter referred to as the “Committee Requirements”) has established the following three (3) Authority Committees:

- Governance Committee;
- Finance Committee; and
- Audit Committee.

WHEREAS, pursuant to the Committee Requirements:

- (1) each Committee shall be comprised of not less than three (3) Board Members;
- (2) each Committee Member shall be elected by the Board and serve until their resignation, removal or until their successors have been elected;
- (3) a majority of the Members of each Committee shall be “independent” pursuant to section 2825 of the PAL;
- (4) each Committee Chairperson shall be appointed by the Board Chair from among the Board-elected Committee Members; and
- (5) the Board Chair shall serve as an ex-officio Member of each Committee.

WHEREAS, during the Authority Meeting of October 10, 2024, elections were conducted by the Board in accordance with the Committee Requirements to elect Committee Members (with each Member abstaining from any vote concerning their potential election to a Committee);

NOW THEREFORE, IT IS RESOLVED, that the Authority recognizes that the Board has elected the Members identified below to serve on the respective Committees, and from such elected Committee Members the Board Chair has appointed the following Committee Chairs:

1. Governance Committee
 - a. Jasmine Higgins (Chair)
 - b. _____
 - c. _____

2. Finance Committee
 - a. Alejandro Paulino (Chair)
 - b. _____
 - c. _____

3. Audit Committee

a. Alison Walsh (Chair)

b. _____

c. _____

NOW, THEREFORE BE IT FURTHER RESOLVED, that the above individuals shall serve their elected and/or appointed Committee positions until their resignation or replacement.

Dated: October 10, 2024

Secretary

Motion made by:

Seconded by:

Vote:

**RESOLUTION 2024-10-03
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, Section 2676-f(12) of the Enabling Legislation provides that the Authority shall have the power “to retain or employ counsel, auditors, engineers, and private consultants on a contract basis or otherwise for rendering professional, management, or technical services and advice”; and

WHEREAS, Section 2676-h of the Enabling Legislation provides that the Authority “shall have the power and is hereby authorized from time to time issue bonds, notes or other obligations to pay the cost of any project or for any other corporate purpose” and “that the [A]uthority shall select underwriters for each . . . bond sale pursuant to a request for proposal process and consideration of proposals from qualified underwriters” (the “Underwriter RFP Process”); and

NOW, THEREFORE BE IT RESOLVED, the Chief Executive Officer is authorized and directed to conduct a public and open competitive Underwriter RFP Process in accordance with the Enabling Legislation, any to take any actions necessary or appropriate to effect the intent of this resolution.

Dated: October 10, 2024

Secretary

Motion made by:

Seconded by:

Vote: