

**ADVANCE ALBANY COUNTY ALLIANCE
AUTHORIZING RESOLUTION**

FOR

**(1) ENTERING INTO A PURCHASE/SALE AGREEMENT TO ACQUIRE THE REAL
PROPERTY/IMPROVEMENTS KNOWN AS THE CENTRAL WAREHOUSE;**

AND

(2) THE ACQUISITION AND DEMOLITION OF THE CENTRAL WAREHOUSE

A regular meeting of the board of directors (the "Board of Directors") of the Advance Albany County Alliance Local Development Corporation (the "Alliance") was convened in public session in the offices of the Alliance located at 111 Washington Avenue in the City of Albany, Albany County, New York on December 18, 2024 at 12 o'clock pm.

The meeting was called to order by the (Vice) Chairperson of the Board of Directors and, upon roll being called, the following members of the Board of Directors were:

PRESENT:

Alan Goldberg	Chairperson
Richard Rosen	Vice Chairperson
Alan Alexander	Treasurer
Helen Brooks	Secretary
Michael Cassidy	Director
Michael Cinquanti	Director
Laura Zeligler	Director
Caitlin O'Brien	Ex-Officio, Designee of Chairperson of County Legislature
Michael McLaughlin	Ex-Officio, Designee of County Executive

ABSENT:

ADDITIONAL PERSONS PRESENT INCLUDED THE FOLLOWING:

Kevin O'Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Dylan Turek	Senior Vice President
Thomas M. Owens, Esq.	Alliance Counsel

The following resolution was offered by Michael Cinquanti, seconded by Michael Cassidy, to wit:

Resolution No. 2024-12-02

RESOLUTION AUTHORIZING THE ADVANCE ALBANY COUNTY ALLIANCE LOCAL DEVELOPMENT CORPORATION TO PARTICIPATE IN A PROJECT TO BE UNDERTAKEN IN CONNECTION WITH ACQUISITION AND DEMOLITION OF THE ALBANY CENTRAL WAREHOUSE, INCLUDING: (A) ENTERING INTO A PURCHASE AGREEMENT TO ACQUIRE, AND THE ACQUISITION BY THE ALLIANCE OF, REAL PROPERTY AND IMPROVEMENTS KNOWN AS THE CENTRAL WAREHOUSE; (B) PUBLICLY ISSUE AN OPEN/COMPETITIVE REQUEST FOR PROPOSALS ("RFP") SEEKING BIDS FROM BIDDERS TO DEMOLISH THE CENTRAL WAREHOUSE STRUCTURE, AND AWARD A

(C) ACCEPTING GRANT FUNDING RELATING TO THE ACQUISITION AND DEMOLITION OF THE CENTRAL WAREHOUSE AND TO USE SUCH GRANT FUNDING AND ALLIANCE RESOURCES FOR THE PROJECT; AND (D) EXECUTING AND DELIVERING ANY AND ALL DOCUMENTS IN CONNECTION WITH THE ACQUISITION, DEMOLITION AND GRANTS ((A) THRU (D) HEREINAFTER MAY BE COLLECTIVELY REFERRED TO AS THE "PROJECT") .

WHEREAS, pursuant to the provisions of Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"), the members of the County Legislature (the "Legislature") of Albany County, New York (the "County") adopted a resolution on November 9, 2019 (A) authorizing the incorporation of Advance Albany County Alliance Local Development Corporation (the "Alliance") under the Enabling Act and (B) approving the proposed form of certificate of incorporation (the "Certificate") of the Alliance; and

WHEREAS, in November, 2020, the Certificate was filed with the New York Secretary of State Office creating the Alliance; and

WHEREAS, the Alliance is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, to create and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Alliance will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Alliance is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; to apply for and make grants and loans and to execute any and all documents necessary in connection therewith; and otherwise to carry out its corporate purposes in the territory in which the operations of the Alliance are principally to be conducted; and

WHEREAS, CW Skyway LLC ("CW") is the owner of two parcels of land located at 143 & 145 Montgomery Street in the City of Albany, Albany County, New York, Tax Map # 65.20-2-29 totaling 1.2 acres & Tax Map # 65.20-3-18.2 totaling .3 acres (the two parcels are hereinafter collectively referred to as the "Land"), together with an approximately 495,000 square foot building located thereon (the "Existing Facility") commonly known as the Central Warehouse; and

WHEREAS, the Alliance has engaged in various discussions with the Company, the Albany County Legislature (the "Legislature"), the County Executive of Albany County, New York (the "County Executive"), and representatives of the State of New York (the "State") regarding the undertaking of the "Project" including the following: (A) the Alliance entering into a purchase and sale agreement with the Company for the Alliance to acquire the Land and Existing Facility at a price of approximately \$50,000; (B) the Alliance awarding and entering into a demolition contract to the qualified bidder which submits a bid to the Alliance pursuant to an open and competitive Request for Proposal ("RFP") process, which bidder is determined by the Alliance in accordance with the RFP to be in the best interest of the Alliance (which award shall be subject to Board approval in a subsequent resolution); (C)(1) the demolition of the Existing Facility and (2) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment") (the Land, the Existing Facility and the Equipment being collectively referred to as the "Project Facility"); (D) the financing of all or a portion of the costs of the foregoing by the acceptance and subsequent distribution by the Alliance of various grant funding including, but not limited to: (1) approximately \$10,000,000 of grant proceeds

established pursuant to Section 16-N of the Urban Development Corporation Act (the “Restore New York Act”), (2) approximately \$3,000,000 of grant proceeds (the “ARPA Funds”) to be awarded pursuant to the American Rescue Plan Act (“ARPA”), and (3) approximately \$300,000 from National Grid to be awarded from National Grid (the “Utilities Funds,” and collectively with the Restore New York Funds and the ARPA Funds, the “Grant”); (E) the paying of a portion of the costs of the Project, including without limitation salaries and expenses incurred by the Alliance, with the Grant and/or non-Grant Alliance funds, (F) the entering into all necessary and related agreements and documents (“Project Documents”), and (G) the taking of all other appropriate actions to support and complete the Project; and

WHEREAS, in connection with the Grant, the Alliance has been requested to enter into certain grants agreements and other related documents (collectively, the “Grant Documents”); and

WHEREAS, the Alliance has given due consideration to the Project, and to the discussions and consultations with the Alliance, the Company, the Legislature, the County Executive and the State; and

WHEREAS, the Alliance desires to facilitate the completion of the Project to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Albany County, New York; and

WHEREAS, the Alliance now desires to authorize (A) entering into a purchase and sale agreement and by the Alliance with CW; (B) the acquisition of the Land and Existing Facility by the Alliance from CW; (C) awarding a contract to the bidder in accordance with and pursuant to the RFP (subject to full Board approval in accordance with a subsequent Board resolution); (D) accepting the Grant for the purpose of financing all or a portion of the costs of the Project; (E) delegating to the Chairperson, Vice Chairperson or Chief Executive Officer of the Alliance (each an “Authorized Officer”), with review and advice from legal counsel to the Alliance, authority to determine the final details of the Project and Grant Documents, and (F) authorize execution and delivery by the Alliance of Project and Grant Documents (the Project Documents and Grant Documents may hereinafter be referred to collectively as the “Alliance Documents”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Alliance must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Alliance has been informed that (1) the Legislature designated to act as “lead agency” with respect to the Project and (2) the Legislature issued a Determination of Non Significance on June 10, 2024 (the “Negative Declaration”), attached hereto as Exhibit ___, with respect to the Project, determining that the Project was a “Type 1” action (as such quoted term is defined in SEQRA) that would not have a significant impact on the environment and, therefore, did not require the preparation of a Draft Environmental Impact Statement; and

WHEREAS, the Alliance is an “involved agency” with respect to the Project and the Alliance desires to (A) concur in the determination by the Legislature as “lead agency” with respect to the Project, (B) acknowledge receipt of a copy of the Negative Declaration, and (C) indicate whether the Alliance has any information to suggest that the Legislature was incorrect in determining that the Project will not

statement need be prepared with respect to the Project; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ADVANCE ALBANY COUNTY ALLIANCE LOCAL DEVELOPMENT CORPORATION, FOLLOWS:

Section 1. Based upon the foregoing, the Alliance makes the following findings and determinations with respect to the Project:

(A) the Alliance hereby ratifies and concurs in the designation of the Legislature as the "lead agency" with respect to the Project under SEQRA (as such quoted term is defined in SEQRA).

(B) the Alliance hereby determines that the Alliance has no information to suggest that the Legislature was incorrect in determining that the Project will not have a "significant effect on the environment" pursuant to the SEQRA and, therefore, that an environmental impact statement need not be prepared with respect to the Project, (as such quoted phrase is used in SEQRA).

(C) Alliance staff are hereby directed to notify the Legislature of the concurrence of the Alliance that the Legislature shall be the "lead agency" with respect to the Project, and to further indicate to the Legislature that the Alliance has no information to suggest that the Legislature was incorrect in its determinations contained in the Negative Declaration.

Section 2. The Alliance hereby finds and determines that:

(A) By virtue of the Certificate and the Enabling Act, the Alliance has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act;

(B) Both completing the Project, and the financing of the Project with the Grant (if necessary, other non-Grant Alliance funds), will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, thereby lessen the burdens of government;

(C) It is desirable and in the public interest for the Alliance to complete the Project, accept and use the Grant for the Project, and enter into the Alliance Documents; and

(D) Neither the members, directors or officers of the Alliance, nor any person executing the Alliance Documents, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof.

Section 3. In consequence of the foregoing, the Alliance hereby determines to: (A) complete the Project; (B) accept the Grant on the terms and conditions set forth in the Grant Agreement and use the Grant and other non-Grant Alliance funds to pay all or a portion of the costs of the Project, including related fees and expenses of the Alliance incurred in connection with the Project, and (C) subject to review of the Alliance Documents and any related documents or required actions by an Authorized Officer of the Alliance (with counsel review) to execute the Alliance Documents (to include any professional service agreements deemed to be prudent by the CEO for the safe and expeditious completion of the Project).

Section 4. The Alliance hereby delegates to the Chairperson, Vice Chairperson or Chief Executive Officer of the Alliance the power to approve, on behalf of the Alliance, the form and substance of the Alliance Documents and any documents necessary and incidental thereto.

Section 5. (A) The Authorized Officer of the Alliance is hereby authorized, on behalf of the Alliance, to execute and deliver the Alliance Documents and any other documents related thereto or necessary to accomplish the Project or effectuate the purposes of this resolution, and, where appropriate, the Secretary of the Alliance is hereby authorized to affix the seal of the Alliance thereto and to attest the same, all in substantially the forms thereof approved by the Authorized Officer of the Alliance, with such changes, variations, omissions and insertions as the Authorized Officer of the Alliance shall approve, the execution thereof by the Authorized Officer of the Alliance to constitute conclusive evidence of such approval.

(B) The Authorized Officer of the Alliance is hereby further authorized, on behalf of the Alliance, to designate any additional Authorized Officer of the Alliance.

Section 6. The officers, employees and agents of the Alliance are hereby authorized and directed for and in the name and on behalf of the Alliance to do all acts and things required or provided for by the provisions of the Alliance Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Alliance with all of the terms, covenants and provisions of the Alliance Documents and related documents binding upon the Alliance.

Section 7. All action taken by the Authorized Officer of the Alliance in connection with this resolution (if any) prior to the date of this resolution is hereby ratified and confirmed.

Section 8. This resolution shall take effect immediately.

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

Alan Goldberg	VOTING	Yes
Richard Rosen	VOTING	Yes
Alan Alexander	VOTING	
Mike Cassidy	VOTING	Yes
Michael Cinquanti	VOTING	Yes
Laura Zeliger	VOTING	Yes
Helen Brooks	VOTING	Yes

The resolution was thereupon declared duly adopted.

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STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned Secretary of Advance Albany County Alliance Local Development Corporation (the "Alliance"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board of directors of the Alliance (the "Board of Directors") held on December 18, 2024 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the Board of Directors present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Alliance this 18 day of December, 2024.



Secretary