

**BOARD RESOLUTION AWARDING CONTRACT FOR
PROFESSIONAL SERVICES (LAND-USE PLANNING CONSULTANT)**

A special meeting of Albany County Pine Hills Land Authority (the “Authority”) was convened in public session at 994 Madison Avenue in the City of Albany, Albany County, New York on June 12, 2025 at 10:00 o’clock a.m., local time.

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

PRESENT:

Dominic Mazza	Chairperson
John Nigro	Vice Chairperson
Alison Walsh	Secretary
Sarah Reginelli	Treasurer
Jasmine Higgins	Member
Alejandra Paulino	Member

EXCUSED:

Danielle Melendez	Member
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AUTHORITY STAFF PRESENT INCLUDED THE FOLLOWING:

Kevin O’Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Sara Paulsen	Executive Assistant
Antionette Dukes-Hedge	Economic Development Coordinator
Dylan Turek	Senior VP Of Development
Mark Opalka	Controller
Joseph Galea	Manager of Facilities Operations
Thomas M. Owens, Esq.	Authority Counsel
Paul Goldman, Esq.	Authority Special Counsel

The following resolution was offered by Alejandra Paulino, seconded by Sarah Reginelli, to wit:

Resolution No. 2025-06-01

RESOLUTION AUTHORIZING THE ALBANY COUNTY PINE HILLS LAND AUTHORITY (THE “AUTHORITY”) TO (A) MAKE A CONTRACT AWARD FOR THE PROFESSIONAL SERVICES REQUESTED IN “RFP# ACPHLA2501 (COMPREHENSIVE LAND-USE PLANNING CONSULTANT SERVICES)” IN CONNECTION WITH THE COLLEGE OF SAINT ROSE PROJECT AND (B) AUTHORIZE THE EXECUTION OF ANY AND ALL RELATED DOCUMENTS.

WHEREAS, the Authority is a body corporate and politic constituting a public benefit corporation of the State of New York (the “State”), created and existing under and by virtue of Title 28-C of Article 8 of the Public Authorities Law of the State (the “PAL”), Chapter 168 of the Laws of 2024 of the State, as amended from time to time (the “Act”), organized for the purpose of, among other things, acquiring, promoting, and repositioning the campus of the former The College of Saint Rose (the “College”) to the highest and best use; and

WHEREAS, the Authority is authorized and empowered by the provisions of the Act to protect adequate and accessible performing arts centers, athletic fields, educational facilities, and residential facilities; preserve facilities at risk of being underutilized and becoming blighted; and stimulate and promote a healthy economy within the County of Albany, New York (the “County”); and

WHEREAS, to accomplish its stated purposes, the Authority is authorized and empowered under the Act to (A) to acquire, construct, reconstruct, continue, develop, equip, expand, improve, maintain, finance, and operate the College’s facilities and services within the County; (B) to make contracts and leases and to execute all instruments necessary or convenient for its corporate purposes; and (C) to issue its negotiable bonds to finance the cost such project or for any other corporate purpose; and

WHEREAS, on October 10, 2024, the College filed a voluntary petition for relief under chapter 11 of the title 11 of the U.S. Code, 11 USC §101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of New York (the “Bankruptcy Court”); and

WHEREAS, on October 16, 2024, the College filed a motion seeking, *inter alia*, approval of the sale (the “Sale”) of the College’s real property and facilities (collectively, the “Campus”) to a successful bidder (the “Successful Bidder”) as determined by the bidding procedures relating to the Sale (the “Bidding Procedures”) established, or to be established, by the Bankruptcy Court; and

WHEREAS, in support of its corporate mission/purposes and in accordance with previous Board Resolutions, the Authority: (i) submitted a bid and executed and delivered an “Asset Purchase Agreement” with respect to the Sale on December 6, 2024; (ii) was selected as the Successful Bidder during an auction on December 19, 2024, and following such auction, the Bankruptcy Court issued an order which approved the Sale of the Campus to the Authority on December 20, 2024; (iii) issued tax exempt bonds on or about March 12, 2025 to finance the acquisition of the Authority’s acquisition of the Campus; and (iv) acquired the Campus in accordance with the Asset Purchase Agreement on or about March 13, 2025 and pursuant to such acquisition, the Authority became the owner of the Campus; and

WHEREAS, Section 2676-a of the Act provides that the Authority purposes shall include: (i) “to promote accessible, efficient and economically productive use of the facilities;” (ii) “to acquire, construct, reconstruct, continue, develop, equip, expand, improve, maintain . . . and operate the college of Saint Rose facilities”; and (iii) “to stimulate and promote economic development”; and

WHEREAS, Section 2676-g of the Act provides that “[t]he [A]uthority may, on such terms as the [A]uthority may determine necessary . . . construct, effectuate, operate, manage, maintain, renovate, improve, extend, or repair any of college of Saint Rose facilities”; and

WHEREAS, Section 2676-f(11) provides that Authority shall have the power to “[t]o enter into contracts . . . with . . . any person . . . and to execute all instruments necessary or convenient to accomplishing its corporate purposes”; and

WHEREAS, Section 2676-f(12) of the Act 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, pursuant to the above provisions of the Act, and in accordance with Authority Resolution #2025-02-03, the Authority issued a competitive, publicly advertised, open request for proposals on February 25, 2025 seeking proposals from qualified professional consultants to provide professional services (the “Professional Services”) related to the development of a comprehensive redevelopment plan for the College of Saint Rose properties/facilities (the “Redevelopment Plan RFP”); and

WHEREAS, while the selection of a professional consultant to provide the Authority with the Professional Services constitutes professional services under Section 5(A) of the Authority's Procurement Policy, and thereby is exempt from any competitive bidding or request for proposal process, the Authority determined to solicit the Professional Services pursuant to a request for proposal process in order to promote the goals of its Procurement Policy; and

WHEREAS, eleven (11) responses were received in response to the Redevelopment Plan RFP (the "Responses") and following review and evaluation of the Responses by the Authority (with such review and evaluation being performed by staff, consultants, Albany County personnel, and three Board members), including an oral presentation/interview held with three (3) of the top-rated responders, it is recommended that the Board award a contract for the Professional Services to CPL to provide the Professional Services; and

WHEREAS, having considered and discussed the Responses and the review/evaluation process of such Responses, the Authority now desires to authorize (A) the appointment of CPL to provide the Professional Services, and (B) the negotiation, execution and delivery of a contract by and between CPL and the Authority (the "Agreement"), and such other documents as may be necessary to obtain the Professional Services; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ALBANY COUNTY PINE HILLS LAND AUTHORITY, AS FOLLOWS:

Section 1. All action taken by the staff, counsel, Committees, Chairperson, Vice Chairperson, Board Members, and/or Chief Executive Officer of the Authority with respect to obtaining the Professional Services is hereby ratified and confirmed.

Section 2. Pursuant to SEQRA, based upon an examination of the actions related to the Agreement, the Authority hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(27) of the Regulations, the execution and delivery of an Agreement with CPL is a "Type II action" (as said quoted term is defined in the Regulations).

(B) Accordingly, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under SEQRA with respect to obtaining the Services.

Section 3. In consequence of the foregoing, the Authority hereby determines to: (A) award the Redevelopment Plan RFP to CPL, (B) enter into the Agreement and any related documents thereto, and (C) to do all things necessary or appropriate for the accomplishment thereof.

Section 4. The Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority, with the assistance of the staff and counsel to the Authority, is authorized to negotiate and approve the form and substance of the Agreement.

Section 5. (A) The Chairperson, Vice Chairperson and/or Chief Executive Officer of the Authority is hereby authorized, on behalf of the Authority, to execute and deliver the Agreement and related documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Authority is hereby authorized to affix the seal of the Authority thereto and to attest the same, all in the forms thereof as the Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority shall approve, the execution thereof by the Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority is hereby further authorized, on behalf of the Authority, to designate any additional authorized representatives of the Authority (each, an "Authorized Representative").

Section 6. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required or provided for by the provisions of the Agreement, 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 Authority with all of the terms, covenants and provisions of the Agreement binding upon the Authority.

Section 7. This resolution shall take effect immediately.

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

Dominic Mazza	VOTING	YES
John Nigro	VOTING	YES
Alison Walsh	VOTING	YES
Sarah Reginelli	VOTING	YES
Jasmine Higgins	VOTING	YES
Danielle Melendez	VOTING	ABSENT
Alejandra Paulino	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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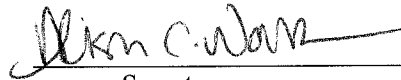
STATE OF NEW YORK)
) SS.:
COUNTY OF ALBANY)

I, the undersigned Secretary of Albany County Pine Hills Land Authority (the "Authority"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Authority, including the resolution contained therein, held on June 6, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein 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 Authority 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 members of the Authority 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 Authority this 12th day of June, 2025.


Secretary

