

# ACLB Holdings, LLC

## Resolution 2 of 2021

### RESOLUTION AUTHORIZING THE SALES OF MULTIPLE PARCELS OF REAL PROPERTY

A meeting of the ACLB HOLDINGS, LLC (the "ACLB Holdings") was convened in public session via teleconference on October 19, 2021 at 6:45 PM, local time.

The meeting was called to order by the Chair of ACLB Holdings and, upon roll being called, the following members of ACLB Holdings were:

#### MEMBERS:

Board Member	Title	Present (Y/N)
Charles Touhey	Chair	Y
Joseph LaCivita	Vice-Chair	Y
Natisha Alexander	Treasurer	Y
Samuel Wells	Secretary	Y
Mark Bobb-Semple	Member	N
Anthony J. Capece, Jr.	Member	Y
Juanita Nabors	Member	Y
David C. Rowley	Member	Y

#### ACLB HOLDINGS STAFF/COUNSEL PRESENT INCLUDED THE FOLLOWING:

Name	Title
Adam Zaranko	Chief Executive Officer
Nicole Green	Legal Counsel
Erica Ganns	Assistant Director of Operations
Will Sikula	Planning & Projects Coordinator

The following resolution was offered by Juanita Nabors, seconded by Joe LaCivita, to wit:

**RESOLUTION AUTHORIZING THE  
SALE OF REAL PROPERTY**

**WHEREAS**, Article 16 of the New York Not-For-Profit Corporation Law authorizes the Albany County Land Bank Corporation, Inc. ("Land Bank") and its subsidiaries, including ACLB Holdings, LLC, to convey, exchange, sell, or transfer any of its interests in, upon or to real property; and

**WHEREAS**, The Land Bank Bylaws and New York Not-For-Profit Corporation Law § 1605(i)(5) requires that a sale of real property be approved a majority vote of the Board of Directors; and

**WHEREAS**, all disposals of Land Bank and ACLB Holdings' property must be made to qualified buyers pursuant to the Property Disposition Policy; and

**WHEREAS**, ACLB Holdings owns certain parcels of real property situate in the County of Albany and State of New York and more particularly identified on the Properties List attached hereto as Schedule A (individually, a "Property" or collectively, the "Properties"); and

**WHEREAS**, Land Bank and ACLB Holdings staff, after evaluating all purchase offers received for the Properties in accordance with the Property Disposition Policy, have recommended that ACLB Holdings sell each Property to the corresponding Buyer identified on the Properties List (individually, a "Buyer" or collectively, the "Buyers") in accordance with the terms and conditions set forth therein; and

**WHEREAS**, Land Bank and ACLB Holdings staff have determined that each Buyer is a qualified buyer; and

**WHEREAS**, ACLB Holdings has obtained such competition as is feasible under the circumstances for each Property by advertising the Property on its website and/or listing the Property with a licensed real estate broker; and

**WHEREAS**, as each Buyer's plans are consistent with the mission, purpose and governing statute of the Land Bank, the Property Disposition Policy permits the Land Bank to sell each Property to the corresponding Buyer by negotiation; and

**WHEREAS**, ACLB Holdings desires to sell each Property to the corresponding Buyer identified on the Properties List at the price which was offered by each Buyer, as set forth on the Properties List; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ACLB HOLDINGS AS FOLLOWS:

The recitals above are hereby incorporated into this Resolution as if fully set forth herein.

1. The Members of the Board hereby authorize ACLB Holdings to sell each Property to the corresponding Buyer identified on the Properties List pursuant to its Bylaws and Article 16 of the New York State Not-For-Profit Corporation Law; and
2. The Members of the Board hereby authorize the Executive Director Adam Zaranko, and/or Charles Touhey, Chairman to enter into Sales Contracts. Each Contract to Purchase will be agreeable in form and content to the Executive Director and counsel.
3. Executive Director Adam Zaranko, and/or Charles Touhey, Chairman are each hereby authorized and directed to execute all documents on behalf of ACLB Holdings which may be necessary or desirable to further the intent of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.
4. The other officers, employees and agents of ACLB Holdings are hereby authorized and directed for and in the name and on behalf of ACLB Holdings to execute and deliver all such 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.
5. 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:

<b>Board Member</b>	<b>Vote</b>
Charles Touhey	Y
Joe LaCivita	Y
Natisha Alexander	Y
Sam Wells	Y
Anthony Capece	Y
Juanita Nabors	Y
David Rowley	Y

The foregoing Resolution was thereupon declared duly adopted unanimously meeting the requirements of the ACLB bylaws requiring a majority of the Board approving this resolution.


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

I, the undersigned Secretary of ACLB HOLDINGS DOES HEREBY CERTIFY, that I have compared the foregoing annexed extract of the minutes of the meeting of the members of ACLB Holdings, including the Resolution contained therein, held on October 19, 2021 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 ACLB Holdings 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; (D) there was a quorum of the members of ACLB Holdings present throughout said meeting; and (E) Pursuant to the Albany Count Land Bank Bylaws, a majority of the Board has voted to approve this resolution.

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 ACLB Holdings this 19<sup>th</sup> day of October 2021.

  
\_\_\_\_\_  
Secretary

(SEAL)

**EXHIBIT A**

**List of Properties**

- SEE ATTACHED -

**ACLB Holdings, LLC**  
**October 2021 Property Disposition Recommendations**

Parcel Number	Property Address	Applicant Name	Disposition Recommendation
181.-2-18	SR 145 2638 Preston Hollow (Town of Rensselaerville)	Douglas Angona	Recommend to advance sale to Douglas Angona