

## **Resolution to Amend Contractor Agreement with SEAT Center**

A regular meeting of the Troy Community Land Bank Corporation (the "TCLB") was convened pursuant to and was in all respects duly held pursuant to Governor's Executive Order 202.1 (2020) permits the board to consider the use of telephone conferencing, "to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed; and due notice of the time and place of said meeting was duly given in accordance with the Governor's Executive Order 202.1 (2020) on March 31st, 2020 at 6 p.m. o'clock local time, local time.

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

### **PRESENT:**

Heather King	Chair	<u>P</u>
Suzanne Spellen	Vice-Chair	<u>P</u>
Sharon Nichols	Treasurer	<u>P</u>
Brian Barker	Secretary	<u>P</u>
Andrew Cooper	Member	<u>P</u>
Jeanette Nicholson	Member	<u>P</u>
John Cubit	Member	<u>P</u>
John Carmello	Member	<u>P</u>
Krystina Marable	Member	<u>P</u>

### **AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Anthony Tozzi	Chief Executive Officer
Catherine Hedgeman, Esq.	Agency Counsel

The following resolution was offered by Director Cooper, seconded by Director Cubit, to wit:

## **Resolution to Amend Contractor Agreement with SEAT Center**

**WHEREAS**, the Troy Community Land Bank (Land Bank) seeks to co-develop the real property more commonly known as 54 Fifth Street, Troy, New York with the Social Enterprise and Training Center, Inc. (SEAT CENTER); and

**WHEREAS**, in response thereto, the Land Bank and SEAT entered into a contractor agreement in or about January of 2020; and

**WHEREAS**, the Land Bank, through its Executive Director, has submitted the proposed amendment to the agreement to the Board of Directors for review, and the Board has had the opportunity to review said amended agreement; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TROY COMMUNITY LAND BANK, AS FOLLOWS:

Section 1. The TCLB hereby finds and determines as follows:

- (A) The TCLB hereby approves all the terms and conditions of the proposed amended agreement attached hereto; and
- (B) The TCLB authorizes its Executive Director, Board Chairman and General Counsel to execute all documents and make all payments pursuant to the contract; and
- (C) This Resolution shall be effective immediately upon passage.

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

Heather King	VOTING	<u>Y</u>
Suzanne Spellén	VOTING	<u>Y</u>
Sharon Nichols	VOTING	<u>Y</u>
Brian Barker	VOTING	<u>Y</u>
Andrew Cooper	VOTING	<u>Y</u>
Jeanette Nicholson	VOTING	<u>Y</u>
John Cubit	VOTING	<u>Y</u>
John Carmello	VOTING	<u>Y</u>
Krystina Marable	VOTING	<u>Y</u>

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned Secretary of the Troy Community Land Bank DOES HEREBY CERTIFY, that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Land Bank, including the Resolution contained therein, held on March 31st, 2020 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 Land Bank had due notice of said meeting; (B) said meeting was in all respects duly held pursuant to Governor's Executive Order 202.1 (2020) permits the board to consider the use of telephone conferencing, "to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed; and due notice of the time and place of said meeting was duly given in accordance with the Governor's Executive Order 202.1 (2020); (D) there was a quorum of the members of the Land Bank present throughout said meeting; and (E) Pursuant to the 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 Land Bank this 31st day of March 2020.

  
\_\_\_\_\_  
Secretary, Brian Barker

(SEAL)

**EXHIBIT A**

**Contract As Amended**

**- SEE ATTACHED -**



## AMENDMENT TO REAL ESTATE SALE AGREEMENT

THIS AMENDMENT TO REAL ESTATE SALE AGREEMENT (this "**Amendment**") is entered into effective as of the 31st day of March, 2020 (the "**Effective Date**") by and between the **Troy Community Land Bank**, with a business address of 200 Broadway, Suite 700 ("**TCLB**"), and the **Social Enterprise and Training Center**, with a business address of 131 State Street, Schenectady, New York 12180 ("**SEAT**")

WITNESSETH, that:

WHEREAS, TCLB and SEAT have entered into a Construction Agreement, dated as of February 14,       , 2020 (the "**Agreement**"), relating to the property located at 54 Fifth Avenue, Troy, New York; and

WHEREAS, TCLB and SEAT desire to amend the Agreement as set forth below;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TCLB and SEAT hereby agree that:

1. Article IV. Payment shall be amended to add the following and add a new Schedule C to the Agreement:

TCLB and SEAT agree to the attached project and payment schedule attached hereto as Schedule C. After the first disbursement, SEAT shall be eligible to submit the Payment Vouchers is Schedule C with all receipts and expenditures once at least Eighty-percent (80%) of the work required for the current period is complete. The Payment Vouchers shall be reviewed and approved by the Treasurer and the Executive Director. Payment and the disbursement of additional scheduled funds may be withheld at the sole discretion of the Land bank for nonperformance.

2. TCLB and SEAT acknowledge and agree that the Agreement (including without limitation the Purchase Price as provided for therein) remains in full force and effect in accordance with its terms, except as specifically modified by this Amendment.

3. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original and all of which, collectively, shall constitute one and the same instrument. This Amendment may be executed and delivered by facsimile or e-mail/pdf signature and transmission, all of which shall be fully binding on the parties and shall have the same force and effect as originals.

IN WITNESS WHEREOF, TCLB and SEAT have executed and delivered this Amendment effective as of the Effective Date first above written.

**Troy Community Land Bank**

By: \_\_\_\_\_  
Name: Anthony Tozzi  
Its: Executive Director

**Social Enterprise and Training Center**

By: \_\_\_\_\_  
Name: Jennifer Lawrence  
Its: Executive Director

## Schedule C

Project Timeline:

Days	Scope of Work	Advance Amount
1-32	Selective demo, interior stairs, minor structural repairs, doors and windows	\$21,500
33-58	Drywall, paint	\$16,200
59-90	Kitchens and baths	\$22,000
91-125	Floors, decks and clean-up	\$18,000







TROY COMMUNITY LAND BANK CORPORATION  
200 Broadway, Suite 701  
Troy, NY 12180-0826  
518.461.2494

## PAYMENT VOUCHER

### 1 Respondent's Details

Troy Community Land Bank
Anthony Tozzi
200 Broadway, Suite 700
Troy, New York 12180

### 2 Claimant's Details

SEAT CENTER

### 3 Project/Site/Job Description

54 5 <sup>th</sup> Avenue, Troy NY 12180	
Date of Contract	DD/MM/YYYY

### 4 Payment Claim Number

Payment Claim number	
Claim Period DD/MM/YYYY to DD/MM/YYYY	
Due Date	DD/MM/YYYY
Payment Claim total (the 'claimed amount') inc. GST	\$

### 5 Scheduled Amount

Amount of payment (the 'scheduled amount') inc. GST	\$
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6 Description of work, goods or services and amounts

Item No.	Description of work, goods or services	Claimed Amount	Scheduled Amount	Amount withheld (if any)
		\$	\$	\$
		\$	\$	\$
		\$	\$	\$
		\$	\$	\$
		\$	\$	\$
		\$	\$	\$
Total		\$	\$	\$

7 Reasons for withholding payment (including excluded amounts)

Item No.	Amount	Reasons (show calculations)
	\$	
	\$	
	\$	
	\$	
	\$	
	\$	
	\$	

8 List of Attachments


9 Signature of Respondent

Signature of Respondent
Date DD/MM/YYYY



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