

25.41

RESOLUTION AUTHORIZING TERMINATION OF CONTRACT

A regular meeting of the Troy Community Land Bank Corporation (the "TCLB") convened in public session at City Hall, 433 River Street, fifth floor, Troy, New York 12180 in the City of Troy, Rensselaer County, New York on August 20, 2025, at 8:30 a.m. o'clock local time.

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

DIRECTORS PRESENT:

Board Member	Title	Present (Y/N)
Jamie Magur	Chair	Y
Suzanne Spellin	Vice-Chair	Y
Monica Kurzejeski	Treasurer	X Absent
Brian Barker	Secretary	Y
Bob Connolly	Member	Y
Andrew Cooper	Member	Y
Seamus Donnelly	Member	Y
Brian Sano	Member	Y
Tamara DeMartino	Member	Y
Stacey Pompey	Member	Y

Kim Ashe McPherson member N

LAND BANK STAFF/COUNSEL PRESENT INCLUDED THE FOLLOWING:

Name	Title
Brad Lewis	Chief Executive Officer/Executive Director
Paul Donnelly	Project Manager
Michelle D. Marinello, Esq.	Counsel
Catherine D. Kemp, Esq.	Counsel

The following resolution was offered by SB, seconded by SS, to wit:

WHEREAS, the Troy Community Land Bank Corporation (the "Land Bank") was awarded grant funding to support the rehabilitation of 871 River Street, Troy, New York (the "Project"), with such funds are required to be expended by December 1, 2025 (the "Grant"); and

WHEREAS, by Resolution 25.29, adopted July 16, 2025, the Board of Directors (the "Board") awarded a construction contract to Unified Commercial Alliance ("UCA") for certain scopes of work at the Project; and

WHEREAS, on July 23, 2025, UCA and the Land Bank entered into that certain Standard

Short Form of Agreement Between Owner and Contractor with respect to the Project (the "Contract"); and

WHEREAS, UCA commenced work on the Project on July 28, 2025; and

[WHEREAS, Section 16.2.1 of the Contract permits the Land Bank to terminate the Contract for cause if UCA: (1) repeatedly refuses or fails to supply enough property skilled workers; (2) repeatedly disregards applicable laws, statutes, ordinances, codes, rules and regulations, or lawful orders of a public authority; and (3) is otherwise guilty of a substantial breach of a provision of the Contract and related documents, among other causes for termination; and]

[WHEREAS, Section 16.3 of the Contract permits the Land Bank to terminate the Contract for the Land Bank's convenience and without cause; and]

[WHEREAS, UCA breached the Contract by, among other things, (1) failing to provide properly skilled foreman at the site; (2) failing to obtain worker's compensation and disability coverage required by applicable law; (3) failing to pay UCA employees working at the Project in the manner required by applicable law; (4) hiring of subcontractors without required insurance and without disclosure to the Land Bank; (5) failure to disclose litigation against a principal on UCA's bid response form; and]

WHEREAS, the Board finds it in the best interest of the Land Bank to terminate the Contract for [convenience/cause].

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the termination of the Contract for [convenience/cause]; and be it further

RESOLVED, that the Board hereby authorizes the Executive Director, Brad Lewis, (the "Authorized Officer") to take such action, in such Authorized Officer's sole discretion, deems necessary to effectuate such termination; and be it further

RESOLVED, that the Authorized Officer is further authorized to prepare, execute, deliver and perform such notices, terminations, agreements, documents and other instruments, to pay or cause to be paid on behalf of the Land Bank any related costs and expenses, to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, undertakings, supplements, amendments, further assurances or other instruments or communications in the name and on behalf of the Land Bank, and to take such other action in the name and on behalf of the Land Bank as the Authorized Officer shall, in such Authorized Officer's sole discretion, deem necessary or advisable to carry out and comply with the terms and provisions of the foregoing resolutions and complete and effect the foregoing authorizations and to carry out the intent and purposes of the foregoing resolutions and the authorizations contemplated thereby, the taking of such action and the preparation, execution, delivery and performance of any such notices, agreements, documents and other

instruments or the performance of any such act shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto; and be it further

RESOLVED, that all actions heretofore taken by the Board and/or Authorized Officer of the Land Bank with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, approved, adopted, ratified and confirmed.

CERTIFICATION

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

Board Member	Vote
Jamie Magur	Y
Suzanne Spellen	Y
Monica Kurzejeski	Y -
Brian Barker	Y
Bob Connolly	Y
Andrew Cooper	Y
Seamus Donnelly	Y
Brian Sano	Y
Tamara DeMartino	Y
Stacey Pompey	
Kim Ashe-McPherson	-

The foregoing Resolution was thereupon declared duly adopted, meeting the requirements of the Land Bank's bylaws requiring a majority of the Board approving this resolution.

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

I, the undersigned Secretary of the TROY COMMUNITY LAND BANK CORPORATION 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 August 20, 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 Land Bank 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 Meeting Law; (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 20 day of August 2025.

Brian Barker, Secretary (SEAL)