

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO PURSUE ACQUISITION OF 865 RIVER St.

A regular meeting of the Troy Community Land Bank Corporation (the "TCLB") was 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 October 22nd, 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	N
Suzanne Spellen	Vice-Chair	y
Monica Kurzejeski	Treasurer	y
Brian Barker	Secretary	y
Bob Connolly	Member	y
Andrew Cooper	Member	y
Seamus Donnelly	Member	N
Brian Sano	Member	y
Tamara DeMartino	Member	y
Kim Ashe-McPherson	Member	y

LAND BANK STAFF/COUNSEL PRESENT INCLUDED THE FOLLOWING:

Name	Title
Brad Lewis	Chief Executive Officer/Executive Director
Paul Donnelly	Project Manager
Michelle Marinello	Counsel

The following resolution was offered by MK, seconded by TD, to wit:

WHEREAS, New York Not-For-Profit Corporation Law §1609(d) authorizes the Troy Community Land Bank Corporation, Inc. ("Land Bank") to acquire, accept, hold, and transfer real property to further its mission; and

WHEREAS, New York Not-For-Profit Corporation Law §1605(c) authorizes municipalities to transfer real property to land banks for consideration determined by the municipality; and

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

WHEREAS, the Land Bank seeks to pursue the potential acquisition of **865 River St., Troy**

WHEREAS, the Land Bank has identified this property as having potential for redevelopment consistent with its mission to return vacant and underutilized properties to productive use; and

WHEREAS, the Board finds it in the best interest of the Land Bank and the community to authorize the Executive Director to engage with the Property Owner regarding the potential acquisition of this property.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes Executive Director Brad Lewis to pursue the potential acquisition of the Property from the Property Owner; and be it further

RESOLVED, that the Board hereby authorizes Executive Director Brad Lewis ("Authorized Officer") to enter into discussions, conduct due diligence, and negotiate the potential terms of acquisition of the Property, subject to further approval by the Board prior to any final agreement and be it further

RESOLVED, that Executive Director Brad Lewis is further authorized to engage with City officials, submit necessary applications or proposals, and take any other preliminary steps required to facilitate the consideration of this acquisition; provided, however, no final acquisition or transfer of ownership of the Property shall take place without subsequent Board approval; and be it further

RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized to prepare, execute, deliver and perform such 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 each such 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 transactions and to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the taking of such action and the preparation, execution, delivery and performance of any such 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 Officers 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	-
Suzanne Spellén	y
Monica Kurzejeski	y
Brian Barker	y
Bob Connolly	y
Andrew Cooper	y
Seamus Donnelly	-
Brian Sano	y
Tamara DeMartino	y
Kim Ashe-McPherson	y

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.

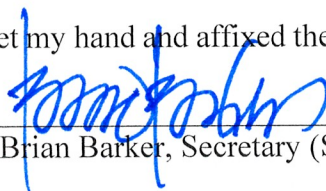
STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

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 October 22, 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 22nd day of OCTOBER, 2025.



Brian Barker, Secretary (SEAL)