



Troy Community Land Bank *Board of Directors Meeting*

Date: December 18, 2019
Location: City Hall, 433 River Street, 5th Floor Main Conference Room, Troy,
Time: NY 8:30 AM

Present: Heather King, Chair; Suzanne Spellen, Vice Chair; Jeanete Nicholson, Director; John Carmello, Director; John Cubit, Director; Sharon Nichols, Treasurer; Brian Barker, Secretary; Kate Hedgeman, Counsel and ex officio Member; Tony Tozzi, Board Staff; and Greg Tobin, Coldwell Banker Prime.

Public Present: Pastor Rev. Andrew Burkes, United Ordained Church

Absent: Andrew Cooper, Director

- Chair King called the roll, declared a quorum assembled, and called the meeting to order at 8:34am.

Discuss and Approve Resolution/Application for 791 River St. Construction Loan (Pioneer Bank)

- Treasurer Nichols made motion to discuss the resolution; Director Cubit seconded; and was unanimously passed.
 - Treasurer Nichols described the Pioneer Bank construction loan terms and indicated that adoption of the resolution would result to accept the loan terms and would authorize an application submittal;
- Motion to adopt resolution as drafted was made by Secretary Barker and seconded by Director Nicholson: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Environmental Services from Ambient Environmental Inc. (3325 Sixth Ave. Asbestos Monitoring)

- Motion to discuss the resolution was made by Treasurer Nichols; Director Cubit seconded; and was unanimously passed;
 - Staff Tozzi summarized the purposes of the contract, work, and associated context of monitoring and work;
- Motion to adopt resolution as drafted was made by Secretary Barker and seconded by Director Nicholson: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Roofing by Bobo's Construction Services

- Motion to discuss resolution 3325 Sixth Ave. roofing made by Director Nicholson and seconded by Treasurer Nichols, and unanimously passed;
 - Staff Tozzi explained that TRIP solicited the bidding for the roof repairs and roofing;
- Motion to adopt resolution as drafted, but also *contingent that a warranty be included*, made by Treasurer Nicholson and seconded by Secretary Barker: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Asbestos Abatement from Orion DES LLC

- Motion to discuss resolution made by Director Cubit, seconded by Treasurer Nichols, and unanimously passed;
 - Staff Tozzi explained that this bid had come in significantly lower than initially projected;
- Motion to adopt resolution as drafted made by Secretary Barker and seconded by Treasurer Nichols: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Russ Reeves Engineering (Stabilization for 11 Winnie)

- Motion to discuss resolution made by Director Cubit, seconded by Treasurer Nichols and unanimously passed;
 - Staff Tozzi discussed the purpose of having Reeves Engineering develop, coordinate, and distribute the RFP in partnership with TCLB;
- Motion to adopt resolution made by Vice Chair Spellen; seconded by Secretary: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Russ Reeves Engineering (Stabilization for 3240 Sixth Ave.)

- Motion to discuss resolution made by Treasurer Nichols; seconded by Secretary Barker an unanimously passed;
 - Staff Tozzi discussed the purpose of having Reeves Engineering develop, coordinate, and distribute the RFP in partnership with TCLB for this, and two other properties;
 - Attorney Hedgeman explained that the contracts are the same for the multiple (3) properties within the contracts however, the resolutions should be separate in the event any specific changes need to be made or modified;
- Motion to adopt resolution made by Director Nicholson; seconded by Director Cubit: *Motion unanimously passed.*

Discuss and Approve Resolution/Contract for Russ Reeves Engineering (Stabilization for 3229 Sixth Ave.)

- Motion to discuss resolution made by Treasurer Nichols; seconded by Secretary Barker, and unanimously passed;
 - Staff Tozzi indicated the contract would be virtually identical to that cited in the last resolution;
- Motion to adopt as drafted by Vice Chair Spellen; seconded by Treasurer Nicholson: *Motion unanimously passed.*

Resolution to Amend Troy Community Land Bank By-laws

- Motion to discuss resolution made by Treasurer Nichols; seconded by Director Carmello and unanimously passed;
 - Attorney Hedgeman noted she will make a change to page one (1) of the proposed resolution regarding a ‘property disposition policy’ (identified as an error), as discussed, and the TCLB Board will adopt amended By-laws;
 - Additional discussion related to current law and disclosure resulting in an error;
- Motion to approve resolution as drafted made by Treasurer Nichols; seconded by Director Carmello: *Motion unanimously approved.*

Resolution to Accept Property Donation (3231 Seventh Ave.)

- Motion to discuss resolution made by Treasurer Nichols; seconded by Secretary Barker, and passed unanimously;
 - Staff Tozzi discussed who wants to donate the property and the current condition of the building;
 - Attorney Hedgeman stated that the title work has returned a clean title and noted that the Acquisition and Disposition committee had previously made the recommendation for the Board to approve accepting the donation with a clear title;
- Motion to adopt the resolution as drafted was made by Director Carmello; seconded by Director Nicholson: *Motion unanimously passed.*

Resolution to Adopt August 21, 2019 and October 07, 2019 Board Meetings

Minutes

- Motion to adopt both sets of minutes made by Secretary Barker; seconded by Treasurer Nichols (contingent that October minutes be corrected so that Director names and titles are correct): *Motion unanimously passed.*

Marketing Committee Report

- Discussed TCLB’s RFP to hire someone to complete website content updates for compliance and timeliness (Deb Jackson is recommended as less cost than previous/alternative recommendations);
- Attorney Hedgeman discussed website changes that will also need to be made in the future.
- No action was required or taken.

Finance Committee Report

- Attorney Hedgeman will develop a credit policy for future Board approval;
- Director Nichols reviewed and discussed financial statement(s) and pie charts prepared through November 30, 2019;
 - Profit and Loss: after reviewing the process in which donations are counted (profit/asset) versus the cost(s), TCLB is operating with a small deficit;
 - Discussed consulting costs and annual budget expenses;
 - Reviewed detailed property sales report(s);
 - Double booking from OCWEN donation needs to be corrected from Bowers;
 - Schedule conference call with Bowers to address outstanding concerns and issues;
- Attorney Hedgeman explained the urgent need to engage the auditor and suggested the Board adopt a resolution to authorize Executive Director Tozzi to sign the Engagement Letter;
- Motion to authorize TCLB Executive Director Tozzi to sign Audit Engagement Letter from Bonadio made by Treasurer Nichols; seconded by Director Cubit: *Motion unanimously passed.*
- No other action was required or taken.

Acquisition and Disposition Committee Report

- Staff Tozzi discussed Media Alliance meeting and their request for an extension to their application;
- Attorney Hedgeman needs to review media Alliance's proposal in order to draft a modification.
- No action was required or taken.

New Business

- Director Barker reviewed and discussed the pending project(s) (overview and details) with TAP, Habitat for Humanity, and RPI Architectural School (Urban Design Build Partnership Initiative);

Adjournment

- Motion to adjourn meeting made by Treasurer Nichols, seconded by Director Nicholson, meeting adjourned at 9:57am.