

City of Albany Capital Resource Corporation

21 Lodge Street
Albany, New York 12207
Telephone: (518) 434-2532
Fax: (518) 434-9846

Susan Pedo, Chair
Lee Eck, Vice Chair
Darius Shahinfar, Treasurer
Anthony Gaddy, Secretary
Robert Schofield

Sarah Reginelli, Chief Executive Officer
Thomas Conoscenti, Chief Operating Officer
Mark Opalka, Chief Financial Officer
Andy Corcione, Project Services Director
Marisa Franchini, Agency Counsel
A. Joseph Scott, Special Counsel

To: Susan Pedo
Lee Eck
Darius Shahinfar
Anthony Gaddy

Robert Schofield

CC: Sarah Reginelli
Marisa Franchini
Joe Scott
Mark Opalka

Thomas Conoscenti
Andy Corcione
Erin Grace
Emma Fullem

Date: October 15, 2021

CRC REGULAR BOARD MEETING

A Regular Meeting of the City of Albany Capital Resource Corporation Board of Directors will be held on **Thursday, October 21st, 2021 at 12:15 pm** (or directly after the Board Meeting of the City of Albany IDA) and conducted telephonically pursuant to S.50001/A.40001.

AGENDA

Roll Call, Reading & Approval of the Minutes of the Board Meeting of September 23, 2021

Report of Chief Financial Officer

- A. Financial Report

Unfinished Business

- A. Brighter Choice Charter Elementary Schools – Refinancing
 - i. Project Synopsis
 - ii. SEQR Resolution
 - iii. Bond Resolution

New Business

- A. 2022 CACRC Budget
 - i. 2022 Budget Approval Resolution
- B. Approval of Accounting Firm 2021
 - i. Approval Resolution Selection of Accountants – FY 2021 Audit

Other Business

- A. Corporation Update

Adjournment

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Marisa Franchini, *Agency Counsel*
A. Joseph Scott, *Special Counsel*

CRC MINUTES OF REGULAR BOARD MEETING

Thursday, September 23, 2021

Attending: Darius Shahinfar, Lee Eck, Susan Pedo, Anthony Gaddy and Robert Schofield

Absent: None

Also Present: Sarah Reginelli, Mark Opalka, Ashley Mohl, Erin Grace, Andy Corcione, Mike Bohne, Renee McFarlin, Thomas Conoscenti, Marisa Franchini, Chris Canada, Joe Scott, and Nadine Zeigler

Public Present: Lisa Thomson, Debra Polley, Marcia White, Shannon Wagner, Robert McLaughlin, Stephen Reilly, Paul Augello, Brian Colin, Arthur Snyder, Michelle Kennedy, Zachary Gohl, Peter Hoselton, Paul Augello, Yoonsook Moon and Nicole Katz

Chair Susan Pedo called the Regular Board meeting of the CRC to order at 1:02 p.m.

Roll Call, Reading and Approval of Minutes of the August 19, 2021 Regular Board Meeting

A roll call of the Board members present was held. Chair Susan Pedo reported that all Board members were present. Since the minutes of the previous meeting had been distributed to Board members in advance for review, Chair Susan Pedo made a proposal to dispense with the reading of the minutes. Chair Pedo proposed to approve the minutes of the Regular Board meeting of August 19, 2021. Lee Eck moved, and Darius Shahinfar seconded to accept the minutes as presented. The motion passed with all other members voting aye and the minutes were accepted.

Report of Chief Financial Officer

Staff updated the Board on the monthly financials for July and reviewed the Agency Fees and Interest Income collected through July with the CRC currently projected to have a year to end date balance of approximately \$495,000.

Unfinished Business

Citing a previously disclosed conflict of interest, Robert Schofield recused himself from the discussion and left the meeting at 1:04 PM.

The College of St. Rose

Staff introduced an application by The College of Saint Rose for the refinance of approximately \$55,000,000 in tax-exempt bond financing originally issued by the City of Albany Capital Resource Corporation. Staff noted that a public hearing had been held before the meeting, and that the project applicants were present to answer questions from the Board. The transaction will involve the outstanding balance of the bonds (\$54,000,000 est.) and the closing costs related to the proposed transaction (\$1,000,000 est.). Staff noted that the project was discussed in detail at the Finance Committee meeting, and that a public hearing had been previously held regarding the project.

Chair Susan Pedo presented to the Board the *SEQR Resolution The College of St. Rose Refinancing - 2021*. A motion to approve the *SEQR Resolution The College of St. Rose Refinancing - 2021* was made by Darius Shahinfar and seconded by Lee Eck. A vote being taken, the resolution passed unanimously with all members voting aye.

Chair Susan Pedo Presented to the Board the *Bond Resolution The College of St. Rose Refinancing - 2021*. A motion to approve the *Bond Resolution The College of St. Rose Refinancing - 2021* was made by Darius Shahinfar and seconded by Lee Eck. A vote being taken, the resolution passed unanimously with all members voting aye

Brighter Choice Elementary Charter Schools

Staff introduced the Brighter Choice Elementary Charter Schools request for the refinancing of \$13,600,000 of existing City of Albany Industrial Development Agency Civic Facility Revenue Bonds (Brighter Choice Charter Schools Project). Staff noted that the project had been previously discussed at a CRC Finance Committee meeting. Project applicants were in attendance to answer questions regarding the project.

A motion was made by Lee Eck to positively approve the Preliminary Inducement Resolution and was seconded by Darius Shahinfar. The motion passed with all members voting aye.

Robert Schofield returned to the meeting at 1:10 PM.

Other Business

Corporation Update

Staff noted that the 2020 Annual Report presented to the Common Council will include performance data for the CRC as well.

Staff updated the Board on the Corporation's open Board of Director seats and reported that while information on applicants is still forthcoming, an updated letter discussed at the Governance Committee related to the ideal background and characteristics of an IDA and CRC Board member will be sent to the Common Council for consideration. Applications and resumes will be made available to the Board for their consideration when available.

There being no further business, Chair Susan Pedo called for a motion to adjourned the meeting. The motion was made by Anthony Gaddy and seconded by Darius Shahinfar, and the meeting was adjourned at 1:10 PM.

Respectfully submitted,

Anthony Gaddy, Secretary

City of Albany CRC
2020 Monthly Cash Position
September 2021

	<i>Actual</i>									<i>Projected</i>			<i>YTD Total</i>
	January	February	March	April	May	June	July	August	September	October	November	December	
Beginning Balance	\$ 205,913	\$ 205,933	\$ 205,949	\$ 205,966	\$ 202,882	\$ 202,899	\$ 202,915	\$ 202,928	\$ 204,442	\$ 205,950	\$ 456,159	\$ 454,478	\$ 205,913
Revenue													
Fee Revenue													
Application Fee	\$ -	\$ -	\$ -	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500	\$ 1,500	\$ -	\$ -	\$ -	\$ 4,500
Agency Fee	-	-	-	-	-	-	-	-	-	250,200	-	-	250,200
Administrative Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Modification Fee	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Fee Revenue	\$ -	\$ -	\$ -	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500	\$ 1,500	\$ 250,200	\$ -	\$ -	\$ 254,700
Other Revenue													
Interest Income	\$ 20	15	17	16	17	16	13	14	8	8	19	19	183
Misc	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal - Other Revenue	\$ 20	\$ 15	\$ 17	\$ 16	\$ 17	\$ 16	\$ 13	\$ 14	\$ 8	\$ 8	\$ 19	\$ 19	\$ 183
Total - Revenue	\$ 20	\$ 15	\$ 17	\$ 1,516	\$ 17	\$ 16	\$ 13	\$ 1,514	\$ 1,508	\$ 250,208	\$ 19	\$ 19	\$ 254,883
Expenditures													
Audits	-	-	-	4,600	-	-	-	-	-	-	-	-	4,600
Strategic Activities	-	-	-	-	-	-	-	-	-	-	-	-	-
IDA	-	-	-	-	-	-	-	-	-	-	-	17,693	17,693
D & O Insurance	-	-	-	-	-	-	-	-	-	-	1,700	-	1,700
Misc.	-	-	-	-	-	-	-	-	-	-	-	100	100
Total - Expenditures	\$ -	\$ -	\$ -	\$ 4,600	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,700	\$ 17,793	\$ 24,093
Ending Balance	\$ 205,933	\$ 205,949	\$ 205,966	\$ 202,882	\$ 202,899	\$ 202,915	\$ 202,928	\$ 204,442	\$ 205,950	\$ 456,159	\$ 454,478	\$ 436,703	\$ 436,703

City of Albany CRC

Fee Detail by Month

September 2021

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>January</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>February</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>March</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>April</i>	Equitable Facility Funds (KIPP)	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500
	TOTAL	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500
<i>May</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>June</i>		\$ -	\$ -	\$ -	\$ -	\$ -
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -

City of Albany CRC

Fee Detail by Month

September 2021

	Name	Application Fee	Agency Fee	Administration Fee	Modification Fee	TOTAL FEE
<i>July</i>		\$ -	\$ -	-	-	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>August</i>	The College of St. Rose	\$ 1,500	\$ -	-	-	1,500
	TOTAL	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500
<i>September</i>	Brighter Choice Charter School	\$ 1,500	\$ -	\$ -	\$ -	1,500
	TOTAL	\$ 1,500	\$ -	\$ -	\$ -	\$ 1,500
<i>October</i>	Equitable Facility Funds (KIPP)	\$ -	\$ 250,200	\$ -	-	250,200
	TOTAL	\$ -	\$ 250,200	\$ -	\$ -	\$ 250,200
<i>November</i>		\$ -	\$ -	\$ -	\$ -	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
<i>December</i>		\$ -	\$ -	\$ -	\$ -	-
	TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -
	2021 TOTAL	\$ 4,500 <i>Application Fee</i>	\$ 250,200 <i>Agency Fee</i>	\$ - <i>Administration Fee</i>	\$ - <i>Modification Fee</i>	\$ 254,700 <i>TOTAL FEE</i>

PROJECT SYNOPSIS
BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS REFINANCING –
2021 PROJECT

CITY OF ALBANY CAPITAL RESOURCE CORPORATION
TAX-EXEMPT REVENUE REFUNDING BONDS
(BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS PROJECT), SERIES 2021

I. PROJECT IDENTIFICATION:

- 1. Project Applicant:** Brighter Choice Elementary Charter Schools, a New York education corporation (the “Institution”). The Institution filed an application (the “Application”) with the City of Albany Capital Resource Corporation (the “Issuer”) in August, 2021 relating to the Project (as defined herein).

- 2. The Project:** The Application requested the Issuer consider undertaking a project (the “Project”) for the benefit of the Institution, said Project consisting of the following: (A) the refunding of all or a portion of the City of Albany Industrial Development Agency Civic Facility Revenue Bonds (Brighter Choice Charter Schools Project), Series 2007A (the “Prior Bonds”) issued on March 30, 2007 in the aggregate principal amount of \$13,600,000, which Prior Bonds were issued for the purpose of financing (1) the acquisition of an interest in parcels of land located at 116 North Lake Avenue, 253 Sherman Avenue and 398 Elk Street in the City of Albany, Albany County, New York (the “North Lake Land”), together with (a) an approximately 36,000 square foot building located thereon (the “Existing Facility”) and (b) a single family house located thereon (the “House”), (2) the demolition of the House, the renovation and reconstruction of the Existing Facility and the construction of an approximately 6,000 square foot addition to the Existing Facility (the “Addition” and, collectively with the Existing Facility, the “North Lake Facility”), (3) the acquisition and installation thereon and therein of various machinery and equipment (the “North Lake Equipment”) (the North Lake Land, the North Lake Facility and the North Lake Equipment hereinafter collectively referred to as the “North Lake Project Facility”), (4) the acquisition of parcels of land located at 393, 395 and 397 Elk Street and 130 North Lake Avenue in the City of Albany, Albany County, New York (the “Parking Land”), together with two existing structures located thereon (collectively, the “Parking Lot Structures”), (5) the demolition of the Parking Lot Structures and the construction of parking facilities on the Parking Land (the “Parking Facility”) (the Parking Land and the Parking Facility being collectively referred to as the “Parking Project Facility”) and (6) the acquisition of an interest in an approximately one acre parcel of land located at 250 Central Avenue in the City of Albany, Albany County, New York (the “Central Avenue Land”) (the North Lake Land, the Parking Land and the Central Avenue Land being collectively referred to as the “Land”), together with an approximately 32,240 square foot building located thereon (the “Central Avenue Facility”) (the Central Avenue Facility, the Parking Facility and the North Lake Facility being collectively referred to as the “Facility”) and the equipment located in the Central Avenue Facility (the “Central Avenue Equipment”) (the North Lake Equipment and the Central Avenue Equipment being collectively referred to as the “Equipment”) (the Central Avenue Land, the Central Avenue Facility and the Central Avenue Equipment being collectively referred to as the “Central Avenue Project Facility”), all of the foregoing to be owned and operated by the Institution as two charter schools, with the potential for a portion of one

charter school to be leased by the Institution to other not-for-profit corporations (the North Lake Project Facility, the Parking Project Facility and the Central Avenue Project Facility being collectively referred to as the “Project Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to not exceed \$15,500,000 and in any event not to exceed \$18,000,000 (the “Bonds”); (C) the paying a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Bonds; and (D) the making of a loan (the “Loan”) of the proceeds of the Bonds to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer.

II. PRIOR ACTION ON PROJECT:

3. Inducement Proceedings:

(A) Preliminary Inducement Resolution: adopted on September 23, 2021.

(B) Public Hearing:

(1) Date Notice Published: October 2, 2021 in the Times Union.

(2) Date Notice Mailed to Affected Tax Jurisdictions: September 30, 2021.

(3) Bond Amount Advertised: estimated to be an amount not to exceed \$18,000,000.

(4) Date of Public Hearing: October 13, 2021.

(5) Place of Public Hearing: 21 Lodge Street in the City of Albany, Albany County, New York.

(C) Preliminary Inducement Resolution: authorized bonds in an amount not to exceed \$18,000,000.

III. PROPOSED CURRENT ACTION AND ISSUER ACTION FOR OCTOBER 21, 2021 MEETING:

4. SEQR Resolution: To be considered on October 21, 2021.

5. Bond Resolution: To be considered on October 21, 2021.

6. Public Approval: Approval by the Mayor of the City of Albany is expected in November, 2021.

IV. DETAILS OF PROPOSED BOND TRANSACTION:

7. Business Terms:

- (A) Financing structure: The Bonds will be repaid through payments received by the Issuer under a loan agreement (the “Loan Agreement”) by and between the Issuer and the Institution.
- (B) Issuer benefits provided: The issuance of tax-exempt bonds and an exemption from the New York State mortgage recording tax.
- (C) Issuer fee: Administrative fee equal to .25% of actual bond amount (e.g., if bond amount is \$18,000,000, then administrative fee is equal to \$45,000).

8. Details of Bond Issue:

- (A) Amount of proposed Bond Issue: an amount presently estimated to not exceed \$18,000,000; in multiple series, and with some series being tax-exempt and some series being taxable, the actual principal amount and number of series to be determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the negotiating and structuring of the Bonds is completed and the Institution has agreed to the final details of the Bonds. The Bonds will be issued pursuant to a trust indenture (the “Indenture”) by and between the Issuer and Manufacturers and Traders Trust Company, as trustee for the holders of the Bonds (the “Trustee”).
- (B) Bond Purchaser: The Bonds will be purchased by Robert W. Baird & Co. (the “Underwriter”) pursuant to the provisions of a bond purchase agreement (the “Bond Purchase Agreement”) by and among the Issuer, the Institution and the Underwriter.
- (C) Will the Bonds be Remarketed? No.
- (D) Interest Rates, Maturity Dates and Interest Payment Dates: See term sheet attached hereto as Exhibit A and also to be determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the Institution has agreed to the final details of the Bonds.
- (E) Redemptions: See term sheet attached hereto as Exhibit A and also to be determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the Institution has agreed to the final details of the Bonds.

9. Security for the Bonds:

- (A) A pledge and assignment (the “Pledge and Assignment”) from the Issuer to the Trustee, pursuant to which the Issuer has assigned to the Trustee its rights under the Loan Agreement (except the Unassigned Rights, as defined therein).
- (B) A mortgage (the “Mortgage”) from the Institution to the Issuer, as assigned by the Issuer to the Trustee pursuant to an assignment of mortgage (the “Assignment of Mortgage”).

- (C) An assignment of leases and rents (the “Assignment of Rents”) from the Institution to the Issuer, as assigned by the Issuer to the Trustee pursuant to an assignment of assignment of leases and rents (the “Assignment of Leases and Rents Assignment”).
- (D) A custody agreement (the “Custody Agreement”) from the Institution to the Trustee.

10. Bond Documents:

- (A) Indenture by and between the Issuer and the Trustee.
- (B) Loan Agreement by and between the Issuer and the Institution.
- (C) Pledge and Assignment from the Issuer to the Trustee.
- (D) Mortgage from the Institution to the Issuer.
- (E) Assignment of Mortgage from the Issuer to the Trustee.
- (F) Assignment of Leases and Rents from Institution to Issuer.
- (G) Assignment of Leases and Rents Assignment from the Issuer to the Trustee.
- (H) Custody Agreement from the Institution to the Trustee.
- (I) Bond Purchase Agreement by and among the Underwriter, the Issuer and the Institution.

11. Proposed Pre-Closing and Closing Dates: Third week of November, 2021.

12. Bond Counsel: Hodgson Russ LLP, Albany, New York

EXHIBIT A
TERM SHEET

See attached.



PRELIMINARY TERM SHEET

This Preliminary Term Sheet is preceded or accompanied by the Preliminary Official Statement. This Preliminary Term Sheet provides a brief summary of various terms of the bonds proposed to be issued and is qualified by reference to more complete information contained in the Preliminary Official Statement.

Borrower: Brighter Choice Elementary Charter Schools (The "Institution") Issuer: City of Albany Capital Resource Corporation Issue: ±\$11,895,000* Series 2021A (Tax-Exempt) ±\$390,000* Series 2021B (Taxable)		<div style="border: 2px solid red; padding: 5px; display: inline-block; transform: rotate(-2deg); font-weight: bold; color: red;">DRAFT</div>		Book Entry Only – DTC Eligible Credit Enhancement: N/A		
Financing Parties	Baird's Role: Sole Manager Bond Counsel: Hogdson Russ					
Baird Contacts	Banking Contacts Brian Colon 303-270-6335 Yoon-Sook Moon 303-270-6338		Underwriting Contact Drew Kanyer 414-765-7331			
Schedule	POS / Muni Roadshow		Pricing Date* Wednesday, November 26, 2021		Delivery Date* Tuesday November 23, 2021	
LIVE Investor Q&A (to be Recorded)	November 2nd @ _____ PM EDT Conference Call-in: 1800-358-9352; Conference Code: 7698820#			Rating: Anticipated "BB+" (S&P)		
Tax Status	Federal Tax-Exempt Taxable		State Tax-Exempt Taxable		BQ Status N/A N/A	
					AMT No No	
Interest Payment	Payable semi-annually on each April 1, and October 1, commencing April 1, 2022					
Denominations	\$5,000 minimum denomination any integral multiple thereof					
Prepayment Provisions*	TBD					
Maturity Schedule*	Series 2021A (Tax-Exempt)			Series 2021B (Taxable)		
	Maturity* (04/1)	Principal Amount*	Average Life	Maturity* (04/1)	Principal Amount*	Average Life
	2031	\$6,210,000	5.73	2023	\$390,000	0.80
	2037	\$5,685,000	12.97			
Purpose	Series 2021 Bonds proceeds will be used to: <ol style="list-style-type: none"> i.) Finance the refunding of approximately \$13,595,000 of the Series 2007A Bonds ii.) Fund a debt service reserve fund iii.) Finance costs of issuance 					
Security for the 2021 Bonds	<ul style="list-style-type: none"> • Pledge all of Gross Revenues of the Institution • Mortgage lien on and security interest in the two owned facilities and a related parking lot • Debt Service Reserve Fund • Repair & Replacement ("R&R") Fund • Additional bonds test 					
Covenants	<ul style="list-style-type: none"> • Debt Service Coverage Requirement of ≥ 1.10x (EOD or other remedies if below 1.0x) • Minimum Liquidity Covenant of 45 days cash on hand • Maintain Repair & Replacement Fund Requirement of \$100K • Additional Bonds Test: 1.10x Historical (existing and new debt), or 1.20x Projected (existing and new debt) for 3 consecutive years beginning in the first full Fiscal Year following the date of the facility being financed is placed into service 					

** Preliminary, subject to change.*

This announcement is neither an offer to sell nor a solicitation to buy these securities nor shall this announcement constitute an offer to sell or a solicitation of an offer to buy these securities in any state which such offer or solicitation would be unlawful. The offer is made by the Preliminary Official Statement. Bonds are subject to market fluctuation and interest rate risk and may be worth more or less than original cost if sold prior to maturity. Please visit emma.msrb.org for more information on municipal bonds. Page 1 of 7



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Reporting Requirements	<ul style="list-style-type: none"> Annual Audited Financials Certain Annually Updated Table Data from Appendix B Annual Investor Call (voluntary) Quarterly Financial Data (voluntary) Construction Progress Report (voluntary) Covenant Certification Approved Annual Budget Material Events 	
Risk Factors	Please review all Risk Factors in the Preliminary Official Statement.	
Credit Highlights	<p>Established Market Position and Demand</p> <ul style="list-style-type: none"> 20-year successful operating history Strong academic performance Conservative, organic growth plans <p>Strong Financial Performance and Flexibility</p> <ul style="list-style-type: none"> Historically positive operating results Strong DCOH of nearly 211 days in FY2020 which is projected to improve to approximately 250 DCOH by FY2022 Conservative budgeting practices and financial projections <p>Governance & Administration</p> <ul style="list-style-type: none"> Long-tenured senior management team dedicated to the School's success Long-standing, stable and diverse Board with expertise in diverse fields to lend support to the School's operation and successful management of the Project Sound financial and strategic planning 	
The Borrower	<ul style="list-style-type: none"> Brighter Choice Elementary Charter Schools ("BCECS" or the "Institution") which is a non-profit 501(c)(3) 2001- Two separate entities were formed as not-for-profit corporations and issued separate charters from the Board of Regents of the University of the State of New York (the "Board of Regents"). 2002- Both schools opened their operations in the same facility initially offering K-1 to 90 students and added a grade each year. They operated as independent entities governed by a separate board of trustees, each with their own 501(c)(3) status. 2016- The petition was granted, and Brighter Choice Elementary Charter Schools (the "Institution") was formed. Each school operates under their own separate charter. 	



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Charter School Profile	<ul style="list-style-type: none"> • <u>Key Design Elements:</u> <ul style="list-style-type: none"> • An engaging, standards-based academic program, including integrated studies • Character development aligned to the Institution's core values • High impact professional development for educators • A focus on data to drive instruction • Parent and community partnerships • Increased learning time through an extended day and year • Single Gender Program • <u>Mission:</u> The mission of the Institution is to empower scholars to become responsible learners competent in reading, writing and mathematics and to develop social-emotional skills. The Institution is committed to providing a well-rounded academic program to all scholars that will enable them to realize their highest potential. • <u>Service Area:</u> The Institution serves students who primarily reside in the city of Albany, New York within the boundaries of the Albany City School District. For 2021-22, approximately 70% of students reside within the Albany City School District • <u>Locations:</u> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>BC GIRLS SCHOOL 250 CENTRAL AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Housed both schools from 2002 – 2007 • A two-story building consisting of 28,320 square feet with 15 classrooms, cafeteria, kitchen, gym, library, music room, 6 administrative offices, nurse's office and conference room. • Student Capacity - 330 </td> <td style="width: 50%; vertical-align: top;"> <p>BC BOYS SCHOOL 116 NORTH LAKE AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Opened in 2007 • A four-story building consisting of 33,592 square feet with 15 classrooms, cafeteria, kitchen, gym, auditorium, intervention suite, administrative offices and conference room. • Student Capacity - 330 </td> </tr> </table> <div style="text-align: center; margin-top: 20px;">  </div>		<p>BC GIRLS SCHOOL 250 CENTRAL AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Housed both schools from 2002 – 2007 • A two-story building consisting of 28,320 square feet with 15 classrooms, cafeteria, kitchen, gym, library, music room, 6 administrative offices, nurse's office and conference room. • Student Capacity - 330 	<p>BC BOYS SCHOOL 116 NORTH LAKE AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Opened in 2007 • A four-story building consisting of 33,592 square feet with 15 classrooms, cafeteria, kitchen, gym, auditorium, intervention suite, administrative offices and conference room. • Student Capacity - 330
<p>BC GIRLS SCHOOL 250 CENTRAL AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Housed both schools from 2002 – 2007 • A two-story building consisting of 28,320 square feet with 15 classrooms, cafeteria, kitchen, gym, library, music room, 6 administrative offices, nurse's office and conference room. • Student Capacity - 330 	<p>BC BOYS SCHOOL 116 NORTH LAKE AVENUE, ALBANY, NY 12206</p> <ul style="list-style-type: none"> • Owned by the Institution • Opened in 2007 • A four-story building consisting of 33,592 square feet with 15 classrooms, cafeteria, kitchen, gym, auditorium, intervention suite, administrative offices and conference room. • Student Capacity - 330 			

*** Preliminary, subject to change.**

This announcement is neither an offer to sell nor a solicitation to buy these securities nor shall this announcement constitute an offer to sell or a solicitation of an offer to buy these securities in any state which such offer or solicitation would be unlawful. The offer is made by the Preliminary Official Statement. Bonds are subject to market fluctuation and interest rate risk and may be worth more or less than original cost if sold prior to maturity. Please visit emma.msrb.org for more information on municipal bonds. Page 3 of 7



PRELIMINARY TERM SHEET

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Initial Term 2001-2006 First Renewal Term 2006-2011 Second Renewal Term 2011-2015 Third Renewal Term 2015-2018 Fourth Renewal Term 2018-2021 Fifth Renewal Term 2021-2026 • <u>Operating History and Ultimate Enrollment Plan:</u> ✓ Currently in their 19th year of operation with approximately 555 students in grades K-5. ✓ The school opened in 2002-03 with room for 90 K-1 students. • <u>Enrollment</u> <div style="text-align: center; color: blue; font-weight: bold; font-size: 0.8em;">BC GIRLS SCHOOL</div> <table border="1" style="margin-left: auto; margin-right: auto; border-collapse: collapse; font-size: 0.8em;"> <thead> <tr> <th rowspan="2">Grade</th> <th colspan="4">Historical</th> <th colspan="4">Projected</th> </tr> <tr> <th>2017-18</th> <th>2018-19</th> <th>2019-20</th> <th>2020-21</th> <th>2021-22*</th> <th>2022-23*</th> <th>2023-24*</th> <th>2024-25*</th> </tr> </thead> <tbody> <tr><td>K</td><td>66</td><td>57</td><td>61</td><td>34</td><td>55</td><td>55</td><td>55</td><td>55</td></tr> <tr><td>1</td><td>52</td><td>63</td><td>62</td><td>50</td><td>55</td><td>55</td><td>55</td><td>55</td></tr> <tr><td>2</td><td>62</td><td>51</td><td>60</td><td>55</td><td>55</td><td>55</td><td>55</td><td>55</td></tr> <tr><td>3</td><td>56</td><td>57</td><td>52</td><td>52</td><td>55</td><td>55</td><td>55</td><td>55</td></tr> <tr><td>4</td><td>58</td><td>51</td><td>48</td><td>46</td><td>40</td><td>40</td><td>40</td><td>40</td></tr> <tr><td>5</td><td>35</td><td>40</td><td>41</td><td>42</td><td>35</td><td>35</td><td>35</td><td>35</td></tr> <tr><td>Totals</td><td>329</td><td>319</td><td>324</td><td>279</td><td>295</td><td>295</td><td>295</td><td>295</td></tr> </tbody> </table> <div style="text-align: center; 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Total	51	44	9	Total	34	10	19																																																																																																																																																																																											
	BC GIRLS SCHOOL	BC BOYS SCHOOL																																																																																																																																																																																																
Enrollment at the end of 2020-21	278	271																																																																																																																																																																																																
Re-Enrolled for 2021-22	225	207																																																																																																																																																																																																
Retention Rate	81%	76%																																																																																																																																																																																																
	BC Girls School	BC Boys School	Albany City District	KIPP Albany School	Henry Johnson School	New York State																																																																																																																																																																																												
2018-19 ELA																																																																																																																																																																																																		
Grade 3	51%	58%	31%	50%	43%	52%																																																																																																																																																																																												
Grade 4	73%	77%	25%	36%	68%	48%																																																																																																																																																																																												
Grade 5	30%	41%	16%	30%	N/A	38%																																																																																																																																																																																												
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Grade 3	35%	45%	31%	60%	41%	55%																																																																																																																																																																																												
Grade 4	36%	42%	24%	39%	50%	50%																																																																																																																																																																																												
Grade 5	53%	39%	21%	47%	N/A	46%																																																																																																																																																																																												
2018-19 Science																																																																																																																																																																																																		
Grade 4	88%	94%	71%	88%	94%	[]%																																																																																																																																																																																												
Name	Board Position	Background	Committee																																																																																																																																																																																															
Martha Snyder	Board Chair	Education Policy	Finance & Governance																																																																																																																																																																																															
Trudy Hanmer	Vice Chair	Education	Academics &																																																																																																																																																																																															
Zoe Nelson	Secretary	Education	Academics																																																																																																																																																																																															
Nilsa Vellilla	Trustee	Human Resources	Academics																																																																																																																																																																																															
Nicole Katz	Finance Chair	Finance	Finance																																																																																																																																																																																															
Robert McLaughlin	Trustee	Law	Governance																																																																																																																																																																																															
Patrick Romain	Trustee	Higher Education	Academics & Finance																																																																																																																																																																																															


** Preliminary, subject to change.*

This announcement is neither an offer to sell nor a solicitation to buy these securities nor shall this announcement constitute an offer to sell or a solicitation of an offer to buy these securities in any state which such offer or solicitation would be unlawful. The offer is made by the Preliminary Official Statement. Bonds are subject to market fluctuation and interest rate risk and may be worth more or less than original cost if sold prior to maturity. Please visit emma.msrb.org for more information on municipal bonds. Page 5 of 7



PRELIMINARY TERM SHEET

This Preliminary Term Sheet is preceded or accompanied by the Preliminary Official Statement. This Preliminary Term Sheet provides a brief summary of various terms of the bonds proposed to be issued and is qualified by reference to more complete information contained in the Preliminary Official Statement.

Borrower: Brighter Choice Elementary Charter Schools (The "Institution") Issuer: City of Albany Capital Resource Corporation Issue: ±\$11,895,000* Series 2021A (Tax-Exempt) ±\$390,000* Series 2021B (Taxable)		Book Entry Only – DTC Eligible Credit Enhancement: N/A
	<ul style="list-style-type: none"> ✓ All the School's teachers, support staff and employees are employees of and are compensated by the Institution, pursuant to annual employment contracts ✓ The Institution believes that the faculty and administration have an excellent relationship ✓ Leadership believes strongly in the open-door policy ✓ The Teacher Retention Rate is 75% <p>• <u>COVID-19 Response / Plan:</u></p> <p><i>2019-20 School Year</i></p> <ul style="list-style-type: none"> ✓ Shifted to online instruction in March 2020 ✓ Prior technology efforts to embrace technology were well served and allowed for a quick transition to online instruction ✓ Internet hotspots were provided to the few students who needed them ✓ Each school's principal coordinated a new instruction format that allowed teachers to provide additional support for students. <p><i>2020-21 School Year</i></p> <ul style="list-style-type: none"> ✓ Surveyed parents to determine needs and preference for in-person, hybrid or 100% virtual learning. ✓ Feedback suggested a hybrid model that was implemented in September 2020. ✓ Students in K-2 were on site for in-person learning on Mondays and Tuesdays. ✓ Students in 3-5 were on site for in-person learning on Wednesdays and Thursdays. ✓ All students were remote on Fridays. ✓ January 3rd on site, in-person learning resumed for all grades. <p><i>2021-22 School Year</i></p> <ul style="list-style-type: none"> ✓ Created a new position at each school in the role of "Director of Recruitment & Community Engagement" ✓ The Institution took advantage of its historical waitlist to admit new students to offset COVID related departures. <p>• <u>Financial Profile:</u></p> <ul style="list-style-type: none"> ✓ The School receives public education aid from the local school district in which the student resides ✓ The Charter School receives public education aid from the local school district in which the student resides ✓ The amount of aid is determined based on "expense per pupil" as calculated under the State's Education Law for the respective School District ✓ The amount of aid the Charter School is entitled for each student varies among school districts based on the actual expense per pupil of the respective District and the actual FTE of the student ✓ Each school district is required to make payments to the Charter School in six substantially equal installments on the first business day of the month of July, September, November, January, March and May ✓ In the event a school district fails to make any of the required payments to a charter school, the Charter School will notify the State Education Department and the State's Education Department will calculate and certify the amount of any delinquent payment due and owing to the Charter School to the State Comptroller who will then deduct such amount from State funds otherwise due to such school district and payment the amount withheld directly to the Charter School 	


*** Preliminary, subject to change.**

This announcement is neither an offer to sell nor a solicitation to buy these securities nor shall this announcement constitute an offer to sell or a solicitation of an offer to buy these securities in any state which such offer or solicitation would be unlawful. The offer is made by the Preliminary Official Statement. Bonds are subject to market fluctuation and interest rate risk and may be worth more or less than original cost if sold prior to maturity. Please visit emma.msrb.org for more information on municipal bonds. Page 6 of 7



PRELIMINARY TERM SHEET

This Preliminary Term Sheet is preceded or accompanied by the Preliminary Official Statement. This Preliminary Term Sheet provides a brief summary of various terms of the bonds proposed to be issued and is qualified by reference to more complete information contained in the Preliminary Official Statement.

Borrower: Brighter Choice Elementary Charter Schools (The "Institution") Issuer: City of Albany Capital Resource Corporation Issue: ±\$11,895,000* Series 2021A (Tax-Exempt) ±\$390,000* Series 2021B (Taxable)		Book Entry Only – DTC Eligible Credit Enhancement: N/A
FINANCIAL PROJECTIONS:	<p>TO COME</p>	

*** Preliminary, subject to change.**

This announcement is neither an offer to sell nor a solicitation to buy these securities nor shall this announcement constitute an offer to sell or a solicitation of an offer to buy these securities in any state which such offer or solicitation would be unlawful. The offer is made by the Preliminary Official Statement. Bonds are subject to market fluctuation and interest rate risk and may be worth more or less than original cost if sold prior to maturity. Please visit emma.msrb.org for more information on municipal bonds. Page 7 of 7

SEQRA RESOLUTION
BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS REFINANCING –
2021 PROJECT

A regular meeting of the Board of Directors of City of Albany Capital Resource Corporation (the “Issuer”) was convened in public session at the offices of the Issuer located at 21 Lodge Street in the City of Albany, Albany County, New York on October 21, 2021 at 12:15 o’clock p.m., local time.

The meeting was called to order by the Chairperson of the Board of Directors of the Issuer and, upon roll being called, the following members of the Board of Directors of the Issuer were:

PRESENT:

Susan Pedo	Chairperson
Lee E. Eck, Jr.	Vice Chairperson
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Robert T. Schofield	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Reginelli	Chief Executive Officer
Mark Opalka	Chief Financial Officer
Thomas Conoscenti	Chief Operating Officer
Andrew Corcione	Project Services Director
Ashley Mohl	Director of Development, Capitalize Albany Corporation
Renee McFarlin	Senior Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications & Marketing Manager, Capitalize Albany Corporation
Erin Grace	Executive Assistant, Capitalize Albany Corporation
Marisa Franchini, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by _____, seconded by _____, to
wit:

Resolution No. 1021-__

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS IS A “TYPE II ACTION” AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

WHEREAS, pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the “Enabling Act”) and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the Common Council of the City of Albany, New York (the “City”) adopted a resolution on March 15, 2010 (the “Sponsor Resolution”) (A) authorizing the incorporation of the City of Albany Capital Resource Corporation (the “Issuer”) under the Enabling Act and (B) appointing the initial members of the board of directors of the Issuer, who serve at the pleasure of the Common Council of the City; and

WHEREAS, in April, 2010, a certificate of incorporation was filed with the New York Secretary of State’s Office (the “Certificate of Incorporation”) creating the Issuer as a public instrumentality of the City; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, in August, 2021, Brighter Choice Elementary Charter Schools, a New York not-for-profit corporation (the “Institution”), submitted an application (the “Application”) to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the “Project”) for the benefit of the Institution, said Project consisting of the following: (A) the refunding of all or a portion of the City of Albany Industrial Development Agency Civic Facility Revenue Bonds (Brighter Choice Charter Schools Project), Series 2007A (the “Prior Bonds”) issued on March 30, 2007 in the aggregate principal amount of \$13,600,000, which Prior Bonds were issued for the purpose of financing (1) the acquisition of an interest in parcels of land located at 116 North Lake Avenue, 253 Sherman Avenue and 398 Elk Street in the City of Albany, Albany County, New York (the “North Lake Land”), together with (a) an approximately 36,000 square foot building located thereon (the “Existing Facility”) and (b) a single family house located thereon (the “House”), (2) the demolition of the House, the renovation and reconstruction of the Existing Facility and the construction of an approximately 6,000 square foot addition to the Existing Facility (the “Addition” and, collectively with the Existing Facility, the “North Lake Facility”), (3) the acquisition and installation thereon and therein of various machinery and equipment (the “North Lake Equipment”) (the North Lake Land, the North Lake Facility and the North Lake Equipment hereinafter collectively referred to as the “North Lake Project Facility”), (4) the acquisition of parcels of land located at 393, 395 and 397 Elk Street and 130 North Lake Avenue in the City of Albany, Albany County, New York (the “Parking Land”), together with two existing structures located thereon (collectively, the “Parking Lot Structures”), (5) the demolition of the Parking Lot Structures and the construction of parking facilities on the Parking Land (the “Parking Facility”) (the Parking Land and the Parking Facility being collectively referred to as the “Parking Project Facility”) and (6) the acquisition of an interest in an approximately one acre parcel of land located at 250 Central Avenue in the City of Albany, Albany County, New York (the “Central Avenue Land”) (the North Lake Land, the Parking Land and the Central Avenue Land being collectively referred to as the “Land”), together with an approximately 32,240 square foot building located thereon (the “Central Avenue Facility”) (the Central Avenue Facility, the Parking Facility and the North Lake Facility being collectively referred to as the “Facility”) and the equipment located in the Central Avenue

Facility (the “Central Avenue Equipment”) (the North Lake Equipment and the Central Avenue Equipment being collectively referred to as the “Equipment”) (the Central Avenue Land, the Central Avenue Facility and the Central Avenue Equipment being collectively referred to as the “Central Avenue Project Facility”), all of the foregoing to be owned and operated by the Institution as two charter schools, with the potential for a portion of one charter school to be leased by the Institution to other not-for-profit corporations (the North Lake Project Facility, the Parking Project Facility and the Central Avenue Project Facility being collectively referred to as the “Project Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount then estimated to be approximately \$15,500,000 and in any event not to exceed \$18,000,000 (the “Obligations”); (C) the paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations, any hedge termination fees and any reserve funds as may be necessary to secure the Obligations and (D) the making of a loan (the “Loan”) of the proceeds of the Obligations to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the board of directors of the Issuer on September 23, 2021 (the “Inducement Resolution”), the Chief Executive Officer of the Issuer (A) caused notice of the public hearing of the Issuer (the “Public Hearing”) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York (the “GML”), to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on October 2, 2021 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, New York, (B) caused notice of the Public Hearing to be posted on October 1, 2021 on a public bulletin board located at City Hall, 24 Eagle Street, in the City of Albany, New York, (C) caused notice of the Public Hearing to be posted on October 1, 2021 on the Issuer’s website, (D) caused notice of the Public Hearing to be mailed on September 30, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (E) conducted the Public Hearing on October 13, 2021 o’clock p.m. local time at the Issuer’s office located at 21 Lodge Street in the City of Albany, Albany County, New York, and (F) prepared a report of the Public Hearing (the “Public Hearing Report”) which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the Mayor of City of Albany, New York (the “Mayor”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), the Issuer must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, the Issuer has examined the Application in order to make a determination as to the potential environmental significance of the Project; and

WHEREAS, the Project appears to constitute a “Type II action” (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF THE CITY OF ALBANY CAPITAL RESOURCE CORPORATION AS FOLLOWS:

Section 1. The Issuer has received copies of, and has reviewed, the Application and, based upon said Application and the representations made by the Institution to the Issuer at this meeting, and based further upon the Issuer's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Issuer has deemed appropriate, the Issuer makes the following findings and determinations with respect to the Project:

(A) The Project consists of (1) the refunding of all or a portion of the City of Albany Industrial Development Agency Civic Facility Revenue Bonds (Brighter Choice Charter Schools Project), Series 2007A (the "Prior Bonds") issued on March 30, 2007 in the aggregate principal amount of \$13,600,000, which Prior Bonds were issued for the purpose of financing (a) the acquisition of an interest in parcels of land located at 116 North Lake Avenue, 253 Sherman Avenue and 398 Elk Street in the City of Albany, Albany County, New York (the "North Lake Land"), together with (i) an approximately 36,000 square foot building located thereon (the "Existing Facility") and (ii) a single family house located thereon (the "House"), (b) the demolition of the House, the renovation and reconstruction of the Existing Facility and the construction of an approximately 6,000 square foot addition to the Existing Facility (the "Addition" and, collectively with the Existing Facility, the "North Lake Facility"), (c) the acquisition and installation thereon and therein of various machinery and equipment (the "North Lake Equipment") (the North Lake Land, the North Lake Facility and the North Lake Equipment hereinafter collectively referred to as the "North Lake Project Facility"), (d) the acquisition of parcels of land located at 393, 395 and 397 Elk Street and 130 North Lake Avenue in the City of Albany, Albany County, New York (the "Parking Land"), together with two existing structures located thereon (collectively, the "Parking Lot Structures"), (e) the demolition of the Parking Lot Structures and the construction of parking facilities on the Parking Land (the "Parking Facility") (the Parking Land and the Parking Facility being collectively referred to as the "Parking Project Facility") and (f) the acquisition of an interest in an approximately one acre parcel of land located at 250 Central Avenue in the City of Albany, Albany County, New York (the "Central Avenue Land") (the North Lake Land, the Parking Land and the Central Avenue Land being collectively referred to as the "Land"), together with an approximately 32,240 square foot building located thereon (the "Central Avenue Facility") (the Central Avenue Facility, the Parking Facility and the North Lake Facility being collectively referred to as the "Facility") and the equipment located in the Central Avenue Facility (the "Central Avenue Equipment") (the North Lake Equipment and the Central Avenue Equipment being collectively referred to as the "Equipment") (the Central Avenue Land, the Central Avenue Facility and the Central Avenue Equipment being collectively referred to as the "Central Avenue Project Facility"), all of the foregoing to be owned and operated by the Institution as two charter schools, with the potential for a portion of one charter school to be leased by the Institution to other not-for-profit corporations (the North Lake Project Facility, the Parking Project Facility and the Central Avenue Project Facility being collectively referred to as the "Project Facility"); (2) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount then estimated to be approximately \$15,500,000 and in any event not to exceed \$18,000,000 (the "Obligations"); (3) the paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations, any hedge termination fees and any reserve funds as may be necessary to secure the Obligations and (4) the making of a loan (the "Loan") of the proceeds of the Obligations to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer.

(B) The Project consists of the refinancing of existing debt.

Section 2. Based upon the foregoing, the Issuer makes the following findings and determinations with respect to the Project:

(A) Pursuant to Sections 617.5(c)(29) of the Regulations, the Project is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Issuer hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations.

Section 3. The Chairperson of the Issuer is hereby directed to file a copy of this resolution with respect to the Project in the office of the Issuer.

Section 4. 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:

Susan Pedo	VOTING
Lee E. Eck, Jr.	VOTING
Darius Shahinfar	VOTING
Anthony Gaddy	VOTING
Robert T. Schofield	VOTING

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) Secretary of City of Albany Capital Resource Corporation (the “Issuer”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board of Directors of the Issuer (the “Board of Directors”), including the resolution contained therein, held on October 21, 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 the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the “2021 Laws”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2021 Laws, throughout said meeting.

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 Issuer this ____ day of October, 2021.

(SEAL)

(Assistant) Secretary

BOND RESOLUTION
BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS REFINANCING –
2021 PROJECT

A regular meeting of the Board of Directors of City of Albany Capital Resource Corporation (the “Issuer”) was convened in public session at the offices of the Issuer located at 21 Lodge Street in the City of Albany, Albany County, New York on October 21, 2021 at 12:15 o’clock p.m., local time.

The meeting was called to order by the Chairperson of the Board of Directors of the Issuer and, upon roll being called, the following members of the Board of Directors of the Issuer were:

PRESENT:

Susan Pedo	Chairperson
Lee E. Eck, Jr.	Vice Chairperson
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Robert T. Schofield	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Reginelli	Chief Executive Officer
Mark Opalka	Chief Financial Officer
Thomas Conoscenti	Chief Operating Officer
Andrew Corcione	Project Services Director
Ashley Mohl	Director of Development, Capitalize Albany Corporation
Renee McFarlin	Senior Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications & Marketing Manager, Capitalize Albany Corporation
Erin Grace	Executive Assistant, Capitalize Albany Corporation
Marisa Franchini, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1021-__

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY CITY OF ALBANY CAPITAL RESOURCE CORPORATION OF ITS REVENUE REFUNDING BONDS (BRIGHTER CHOICE ELEMENTARY CHARTER SCHOOLS PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the “Enabling Act”) and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the Common Council of the City of Albany, New York (the “City”) adopted a resolution on March 15, 2010 (the “Sponsor Resolution”) (A) authorizing the incorporation of the City of Albany Capital Resource Corporation (the “Issuer”) under the Enabling Act and (B) appointing the initial members of the board of directors of the Issuer, who serve at the pleasure of the Common Council of the City; and

WHEREAS, in April, 2010, a certificate of incorporation was filed with the New York Secretary of State’s Office (the “Certificate of Incorporation”) creating the Issuer as a public instrumentality of the City; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, in August, 2021, Brighter Choice Elementary Charter Schools, a New York not-for-profit corporation (the “Institution”), submitted an application (the “Application”) to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the “Project”) for the benefit of the Institution, said Project consisting of the following: (A) the refunding of all or a portion of the City of Albany Industrial Development Agency Civic Facility Revenue Bonds (Brighter Choice Charter Schools Project), Series 2007A (the “Prior Bonds”) issued on March 30, 2007 in the aggregate principal amount of \$13,600,000, which Prior Bonds were issued for the purpose of financing (1) the acquisition of an interest in parcels of land located at 116 North Lake Avenue, 253 Sherman Avenue and 398 Elk Street in the City of Albany, Albany County, New York (the “North Lake Land”), together with (a) an approximately 36,000 square foot building located thereon (the “Existing Facility”) and (b) a single family house located thereon (the “House”), (2) the demolition of the House, the renovation and reconstruction of the Existing Facility and the construction of an approximately 6,000 square foot addition to the Existing Facility (the “Addition” and, collectively with the Existing Facility, the “North Lake Facility”), (3) the acquisition and installation thereon and therein of various machinery and equipment (the “North Lake Equipment”) (the North Lake Land, the North Lake Facility and the North Lake Equipment hereinafter collectively referred to as the “North Lake Project Facility”), (4) the acquisition of parcels of land located at 393, 395 and 397 Elk Street and 130 North Lake Avenue in the City of Albany, Albany County, New York (the “Parking Land”), together with two existing structures located thereon (collectively, the “Parking Lot Structures”), (5) the demolition of the Parking Lot Structures and the construction of parking facilities on the Parking Land (the “Parking Facility”) (the Parking Land and the Parking Facility being collectively referred to as the “Parking Project Facility”) and (6) the acquisition of an interest in an approximately one acre parcel of land located at 250 Central Avenue in the City of Albany, Albany County, New York (the “Central Avenue Land”) (the North Lake Land, the Parking Land and the Central Avenue Land being collectively referred to as the “Land”), together with an approximately 32,240 square foot building located thereon (the “Central Avenue Facility”) (the Central Avenue Facility, the Parking Facility and the North Lake Facility being collectively referred to as the “Facility”) and the equipment located in the Central Avenue

Facility (the “Central Avenue Equipment”) (the North Lake Equipment and the Central Avenue Equipment being collectively referred to as the “Equipment”) (the Central Avenue Land, the Central Avenue Facility and the Central Avenue Equipment being collectively referred to as the “Central Avenue Project Facility”), all of the foregoing to be owned and operated by the Institution as two charter schools, with the potential for a portion of one charter school to be leased by the Institution to other not-for-profit corporations (the North Lake Project Facility, the Parking Project Facility and the Central Avenue Project Facility being collectively referred to as the “Project Facility”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and/or taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount then estimated to be approximately \$15,500,000 and in any event not to exceed \$18,000,000 (the “Obligations”); (C) the paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations, any hedge termination fees and any reserve funds as may be necessary to secure the Obligations and (D) the making of a loan (the “Loan”) of the proceeds of the Obligations to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the board of directors of the Issuer on September 23, 2021 (the “Inducement Resolution”), the Chief Executive Officer of the Issuer (A) caused notice of the public hearing of the Issuer (the “Public Hearing”) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York (the “GML”), to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on October 2, 2021 in the Albany Times Union, a newspaper of general circulation available to the residents of the City of Albany, New York, (B) caused notice of the Public Hearing to be posted on October 1, 2021 on a public bulletin board located at City Hall, 24 Eagle Street, in the City of Albany, New York, (C) caused notice of the Public Hearing to be posted on October 1, 2021 on the Issuer’s website, (D) caused notice of the Public Hearing to be mailed on September 30, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (E) conducted the Public Hearing on October 13, 2021 o’clock p.m. local time at the Issuer’s office located at 21 Lodge Street in the City of Albany, Albany County, New York, and (F) prepared a report of the Public Hearing (the “Public Hearing Report”) which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the Mayor of City of Albany, New York (the “Mayor”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the board of directors the Issuer on October 21, 2021 (the “SEQR Resolution”), the Issuer determined that the Project constitutes a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, by certificate to be executed by the Mayor subsequent to this meeting (the “Public Approval”), the Mayor is expected to approve the issuance of the Obligations for purposes of Section 147(f) of the Code; and

WHEREAS, the Issuer now desires to authorize issuance of its Revenue Refunding Bonds (Brighter Choice Elementary Charter Schools Project), Series 2021 in the maximum aggregate principal amount of not to exceed \$18,000,000 (the “Bonds”) for the purpose of financing a portion of the costs of

the Project under this resolution (the “Bond Resolution”), one or more certificates of determination (each, a “Certificate of Determination”) executed by an authorized officer of the Issuer and a trust indenture (the “Indenture”) by and between the Issuer and Manufacturers and Traders Trust Company, as trustee for the holders of the Initial Bonds (the “Trustee”); and

WHEREAS, prior to or simultaneously with the issuance of the Initial Bonds, the Issuer and the Institution will execute and deliver a loan agreement (the “Loan Agreement”) by and between the Issuer, as lender, and the Institution, as borrower, pursuant to the terms of which Loan Agreement (A) the Issuer will agree (1) to issue the Initial Bonds, and (2) to make a loan to the Institution of the proceeds of the Initial Bonds (the “Loan”) for the purpose of assisting in financing the Project, and (B) in consideration of the Loan, the Institution will agree (1) to cause the Project to be undertaken and completed, (2) to use the proceeds of the Loan disbursed under the Indenture to pay (or reimburse the Institution for the payment of) the costs of the Project, and (3) to make payments sufficient in amount to pay when due all amounts due with respect to the Initial Bonds (the “Loan Payments”) to or upon the order of the Issuer in repayment of the Loan, which Loan Payments shall include amounts equal to the debt service payments due on the Initial Bonds; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Initial Bonds (the “Bond Proceeds”) will be deposited into various trust funds held by the Trustee under the Indenture and will be disbursed by the Trustee from time to time to pay the costs of the Project, but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture and in the Loan Agreement; and

WHEREAS, as security for the Initial Bonds, the Issuer will execute and deliver to the Trustee a pledge and assignment (the “Pledge and Assignment”) and acknowledged by the Institution, which Pledge and Assignment will assign to the Trustee certain of the Issuer’s rights under the Loan Agreement; and

WHEREAS, as additional security for the Initial Bonds, all amounts required to be paid under the Loan Agreement or the Indenture and the performance and observance by the Institution of its obligations under the Loan Agreement and the other Financing Documents (as hereinafter defined), (A) the Institution will execute and deliver to the Issuer (1) a mortgage and security agreement (the “Mortgage”) from the Borrower to the Issuer, which Mortgage among other things, (a) grants to the Issuer a first mortgage lien on, and a security interest in, among other things, the Project Facility and all rights of the Institution in the Loan Agreement and (b) assigns to the Issuer the rents, issues and profits of the Project Facility and (2) an assignment of leases and rents (the “Assignment of Rents”) from the Institution to the Issuer, which Assignment of Rents, among other things, assigns to the Issuer (a) the rents, issues and profits of the Project Facility and (b) all leases, subleases, licenses or occupancy agreements affecting the Project Facility, and (B) the Issuer will execute and deliver to the Trustee (1) an assignment of mortgage (the “Mortgage Assignment”) from the Issuer to the Trustee, pursuant to which the Issuer will assign the Mortgage to the Trustee, and (2) an assignment of assignment of rents and leases (the “Assignment of Rents Assignment”) from the Issuer to the Trustee, pursuant to which the Issuer will assign the Assignment of Rents to the Trustee; and

WHEREAS, simultaneously with the issuance of the Initial Bonds, the Issuer, the Institution, the Prior Trustee (as defined in the Indenture), the Trustee and the Escrow Agent (as defined in the Indenture) will execute and deliver a defeasance escrow agreement relating to the Prior Bonds (the “Defeasance Escrow Agreement”), pursuant to which (A) an escrow deposit will be made with the Prior Trustee in an amount sufficient to enable the Prior Trustee to (1) defease the Prior Bonds and (2) redeem the Prior Bonds on the earliest possible optional redemption date relating to the Prior Bonds following the date of the issuance of the Initial Bonds, (B) the Prior Trustee will agree to send a defeasance notice relating to the Prior Bonds as directed, and (C) the Prior Trustee will agree to call the Prior Bonds for redemption on

the earliest possible optional redemption date relating to the Prior Bonds following the date of the issuance of the Initial Bonds as directed; and

WHEREAS, in connection with the issuance of the Initial Bonds, the Institution, a financial institution to be selected (the “Custodian”) and the Trustee will execute and deliver a custody agreement (the “Custody Agreement”). Pursuant to the Custody Agreement, the Institution will cause payments of Education Aid (as defined in the Indenture) due to the Institution from certain school districts (the “School Districts”) named in the Custody Agreement to be delivered to the Custodian, and the Custodian will in turn make transfers of certain moneys to the Trustee for deposit under the Indenture, all as set forth in the Indenture. To facilitate payments of principal of, interest on and redemption premium, if any, on the Initial Bonds, the Institution will direct the School Districts to pay to the Custodian the Education Aid due to the Institution for deposit to the Trustee under the Indenture; and

WHEREAS, the Initial Bonds will be further secured, negotiated and structured as provided in the Certificate of Determination; and

WHEREAS, in connection with the marketing of some or all of the series of the Initial Bonds, (A) the Issuer may enter into (or accept) one or more agreements with one or more entities chosen by the Institution to locate the initial and/or subsequent purchasers of the Initial Bonds, each of which entities may either act as agent to market the Initial Bonds or may act as an underwriter to guarantee the marketing of the Initial Bonds (each such entity being hereinafter referred to as a “Bond Marketer”); (B) the Issuer may enter into one or more bond purchase agreements (each, a “Bond Purchase Agreement”) by and among the related initial purchaser(s) of the Initial Bonds, the Issuer and the Institution, (C) the Institution may provide indemnification to the Issuer and the related initial purchaser(s) of the Initial Bonds relating to the issuance and sale of the related Bonds pursuant to one or more letters of representation (each, a “Letter of Representation”) by and among the Institution, the Issuer and the related initial purchaser(s) of the Initial Bonds, (D) the related Bond Marketer may utilize a preliminary official statement or other preliminary offering document (the “Preliminary Offering Document”) and a final official statement or other final offering document (the “Final Offering Document”) in connection with the initial and/or subsequent offering of some or all of the Initial Bonds, and (E) the related Bond Marketer may also obtain a rating of some or all of the Initial Bonds from one or more securities rating agencies (each such rating agency that provides a rating of the Initial Bonds, a “Rating Agency”); and

WHEREAS, to assure compliance with the continuing disclosure requirements imposed by the United States Securities and Exchange Commission, the Institution may execute and deliver to the related Bond Marketer one or more continuing disclosure agreements (each, a “Continuing Disclosure Agreement”) relating to some or all of the Initial Bonds; and

WHEREAS, some or all of the Initial Bonds may be issued as “book-entry-only” obligations to be held by The Depository Trust Company, as depository (the “Depository”) for such Bonds, and, to comply with the requirements of the Depository and the Issuer will execute and deliver to the Depository a letter of representations (the “Depository Letter”) relating to such Bonds; and

WHEREAS, with respect to any portion of the Initial Bonds intended to be issued as federally tax-exempt obligations (the “Tax-Exempt Bonds”), to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute one or more arbitrage certificates dated the date of delivery of the related Tax-Exempt Bonds (each, an “Arbitrage Certificate”) relating to certain requirements set forth in Section 148 of the Code relating to such Tax-Exempt Bonds, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to such Tax-Exempt Bonds (each, an “Information Return”) pursuant to

Section 149(e) of the Code, and (3) file the Information Return(s) with the Internal Revenue Service (the “IRS”), (B) the Institution will execute one or more tax regulatory agreements dated the date of delivery of the related Tax-Exempt Bonds (each, a “Tax Regulatory Agreement”) relating to the requirements in Sections 145 through 150 of the Code applicable to such Tax- Exempt Bonds and (C) either the Bond Marketer or the initial purchasers of the related Tax-Exempt Bonds will execute a letter (each, an “Issue Price Letter”) confirming the issue price of such Tax-Exempt Bonds for purposes of Section 148 of the Code; and

WHEREAS, the Issuer now desires to (A) authorize the issuance of the Initial Bonds for the purpose of financing a portion of the costs of the Project; (B) delegate to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer (the “Authorizing Officer”) authority to deem as final any marketing or offering document to be used by any Bond Marketer in connection with the marketing of any or all of the Initial Bonds; (C) delegate to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer (the “Authorizing Officer”) authority to determine the final details of any of the Initial Bonds (the “Bond Details”) once the negotiating and structuring of such Bonds is completed and the Institution has agreed to the Bond Details, which Bond Details so determined may include but not be limited to the following: (1) the aggregate principal amount of Bonds to be issued; (2) the number of series thereof; and (3) for each series of the Initial Bonds (each, a “Series”), (a) the authorized principal amount of such Series, (b) whether such Series shall include subseries of such Series (each, a “Subseries”), (c) the designation of such Series and any Subseries, (d) the determination of whether the interest on such bonds of such Series and/or Subseries is includible in gross income for federal tax purposes (hereinafter referred to as the “Taxable Bonds”) or excludible from gross income for federal tax purposes (hereinafter referred to as the “Tax-Exempt Bonds”), and the terms providing for the conversion of bonds of such Series and/or Subseries from Taxable Bonds to Tax-Exempt Bonds, (e) the purpose or purposes for which such Series is being issued, which shall be limited to (i) payment of the costs of the Project, (ii) payment of the costs of issuance of such Series, (iii) making a deposit to a debt service reserve fund securing such Series, if any, which may include interest thereon, (iv) funding or refunding of other debt of the Issuer, which may include interest thereon, all or a portion of the proceeds of which were applied to making a loan to the Institution, and (v) exchanging bonds of such Series for bonds, notes or other evidences of indebtedness of the Institution or of the Issuer issued on behalf of the Institution, (f) whether a debt service reserve fund is established securing such Series, the debt service reserve fund requirement relating to same, the terms and conditions for such debt service reserve fund and the terms and conditions upon which a reserve fund facility may be used to fund all or a portion of the debt service reserve fund, (g) the date or dates, the maturity date or dates and principal amounts of each maturity of the bonds of such Series and/or Subseries, the amount and date of each sinking fund installment, if any, and which bonds of such Series and/or Subseries are serial bonds or term bonds, if any, and the record date or record dates of the bonds of such Series and/or Subseries, (h) the interest rate or rates of the bonds of such Series and/or Subseries, the date from which interest on the bonds of such Series and/or Subseries shall accrue, the dates on which interest on the bonds of such Series and/or Subseries shall be payable, (i) the denomination or denominations of and the manner of numbering and lettering the bonds of such Series and/or Subseries, (j) the trustee, bond registrar and paying agent or paying agents for such Series and/or Subseries and the place or places of payment of the principal, sinking fund installments, if any, or redemption price of and interest on the bonds of such Series and/or Subseries, (k) the redemption price or purchase in lieu of redemption price or redemption prices or purchase in lieu of redemption prices, if any, and the redemption or purchase in lieu of redemption terms, if any, for the bonds of such Series and/or Subseries, (l) provisions for the sale or exchange of the bonds of such Series and/or Subseries and for the delivery thereof, (m) the form of the bonds of such Series and/or Subseries and the form of the trustee’s certificate of authentication thereon, and whether any bonds of such Series and/or Subseries are to be issued as book entry bonds and the depository therefor, (n) if bonds of such Series and/or Subseries are to be exchanged for bonds, notes or other evidence of indebtedness of the Institution or the Issuer, the provisions regarding such exchange, (o) directions for the application of the proceeds of the bonds of such

Series and/or Subseries, (p) the trustee for such Series and/or Subseries, and (q) any other provisions deemed advisable by the Authorizing Officer not in conflict with the provisions of this bond resolution; and (D) authorize execution and delivery by the Issuer of various documents relating to the issuance of the Initial Bonds, including but not limited to the hereinafter defined Issuer Documents;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CITY OF ALBANY CAPITAL RESOURCE CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby finds and determines that:

(A) By virtue of the Certificate of Incorporation and the Enabling Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act; and

(B) The financing and/or refinancing of the Project and the financing thereof with the proceeds of the Loan to the Institution will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, and thereby lessen the burdens of government; and

(C) It is desirable and in the public interest for the Issuer to issue and sell the Initial Bonds upon the terms and conditions determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the negotiating and structuring of the Initial Bonds is completed and the Institution has agreed to the Bond Details; and

(D) Neither the members, directors or officers of the Issuer, nor any person executing the Initial Bonds, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. Further, that the Initial Bonds and the interest thereon are not and shall never be a debt of the State of New York, or City of Albany, New York or any political subdivision thereof, and neither the State of New York, or City of Albany, New York nor any political subdivision thereof shall be liable thereon; and

(E) The Finance Committee of the Issuer has recommended the Issuer to consider this bond resolution authorizing the issuance of the Initial Bonds.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) authorize the use of, and authorize the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to determine the form and substance of, and deem final, any Preliminary Offering Document and any Final Offering Document to be used by any Bond Marketer in connection with the initial offering and/or any subsequent offering of any of the Initial Bonds, (B) authorize the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to (1) execute and deliver on behalf of the Issuer any Bond Purchase Agreement related to any of the Initial Bonds, (2) determine, on behalf of the Issuer, from time to time the Bond Details relating to the Initial Bonds, and (3) execute the Certificate of Determination authorizing issuance of the Initial Bonds and setting forth said Bond Details so determined; (C) issue the Initial Bonds from time to time on the terms and conditions set forth in the Indenture, the related Certificate of Determination and any Bond Purchase Agreement related to such Bonds, (D) sell any or all of the Initial Bonds to the initial and/or subsequent purchasers thereof pursuant to the terms set forth in the Indenture, the related Certificate of Determination and any related Bond Purchase Agreement, (E) use the proceeds of the Initial Bonds to make the Loan to the Institution for the purpose of financing all or a portion of the costs of issuance of the Initial Bonds and all or a portion of the costs of the Project, (F) secure the Initial Bonds (1) by assigning to the Trustee pursuant to the Pledge and

Assignment certain of the Issuer's rights under the Loan Agreement, including the right to collect and receive certain amounts payable thereunder, (2) by assigning the Mortgage to the Trustee pursuant to the Mortgage Assignment and (3) by assigning the Assignment of Rents pursuant to the Assignment of Rents Assignment, (G) execute from time to time the Arbitrage Certificate(s) and the Information Return(s) with respect to the Tax-Exempt Bonds, and (H) file the Information Return(s) with the IRS with respect to any Tax-Exempt Bonds.

Section 3. The Issuer hereby delegates to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the power to approve, on behalf of the Issuer, the form and substance of the Loan Agreement, the Indenture, the Initial Bonds, the Pledge and Assignment, the Assignment of Mortgage, the Assignment of Rents Assignment, the Defeasance Escrow Agreement, any Bond Purchase Agreement(s), any Preliminary Offering Document(s), any Final Offering Document(s), the Arbitrage Certificate(s), the Information Return(s), the Depository Letter(s) and any documents necessary and incidental thereto including, but not limited to, any documents authorized by any Certificate of Determination and approved by counsel to the Issuer (hereinafter collectively called the "Issuer Documents").

Section 4. Subject to receipt by the Issuer of a certificate executed from the Mayor indicating that the Mayor has approved the issuance of the Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee the Initial Bonds in the aggregate principal amount of not to exceed \$18,000,000 or so much as necessary to finance the Costs of the Project, in the amount, in the form and in the amount and containing the other provisions determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer in the Certificate of Determination, and the Institution is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Bond Purchase Agreement, this bond resolution and the Certificate of Determination, provided that:

(A) The Initial Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer shall determine, and (2) bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Initial Bonds, the Bond Purchase Agreement and the Certificate of Determination, or as are hereinafter approved by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer in accordance with Section 5 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this bond resolution.

(B) The Initial Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of financing a portion of the costs of the Project as described in the Issuer Documents, and (2) a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Initial Bonds.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Initial Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Initial Bonds and the interest thereon are not and shall never be a debt of the State of New York, or City of Albany, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, or City of

Albany, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(D) The Initial Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) With respect to the Tax-Exempt Bonds, the issuance of the Tax-Exempt Bonds is subject to receipt by the Issuer of the certificate from the Mayor indicating that the Mayor has approved the issuance of such Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code.

(F) Notwithstanding any other provision of this bond resolution, the Issuer covenants that it will make no use of the proceeds of the Tax-Exempt Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Tax-Exempt Bonds, would have caused any of the Tax-Exempt Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 5. (A) The Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the "Financing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof approved by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer is hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Loan Agreement).

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing Documents, and to execute and deliver all such additional 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 this bond resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7. This bond resolution shall take effect immediately and the Initial Bonds are hereby ordered to be issued in accordance with this bond resolution.

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

Susan Pedo	VOTING
Lee E. Eck, Jr.	VOTING
Darius Shahinfar	VOTING
Anthony Gaddy	VOTING
Robert T. Schofield	VOTING

The foregoing bond resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) Secretary of City of Albany Capital Resource Corporation (the “Issuer”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board of Directors of the Issuer (the “Board of Directors”), including the resolution contained therein, held on October 21, 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 the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the “2021 Laws”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2021 Laws, throughout said meeting.

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 Issuer this ____ day of October, 2021.

(Assistant) Secretary

(SEAL)

MEMO

TO: CACRC Board of Directors
FROM: Mark Opalka, CFO
RE: City of Albany CRC Preliminary Draft 2022 Budget
DATE: October 21, 2021

Based on current projections we anticipate the ending cash balance to be \$436,703 at December 31, 2021.

The agency is budgeting a surplus of approximately \$74,460 in the 2022. Below is a highlight of the changes contained in the 2022 budget compared to last year's budget.

Revenues for the Corporation are budgeted to be approximately \$98,860 in 2022. To date, there are no projects that are expected to close in 2022. The fee revenue budgeted for 2022 was determined based on typical annual CRC activity. Interest expense is budgeted to be the slightly lower than 2021.

Expenses for the Corporation are budgeted to be approximately \$26,400 in 2022. The budgeted line item that has changed from 2021 is that the fee paid to the CAIDA has increased by approximately \$2,310 to \$20,000. All other budgeted expenses remain unchanged from 2021.

The projected ending cash balance of the CRC is projected to be \$509,167 at December 31, 2021 based on this proposed budget. This balance represents a reserve of approximately 19.28 years at the current budgeted level of operating expenses.

**CITY OF ALBANY CAPITAL RESOURCE CORPORATION
2022 BUDGET APPROVAL RESOLUTION**

A regular meeting of City of Albany Capital Resource Corporation (the “Corporation”) was convened in public session at the office of the Corporation located at 21 Lodge Street in the City of Albany, Albany County, New York on October 21, 2021 at 12:15 o’clock p.m., local time.

The meeting was called to order by the (Vice) Chair of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Susan Pedo	Chair
Lee E. Eck, Jr.	Vice Chair
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Robert T. Schofield	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Reginelli	Chief Executive Officer
Mark Opalka	Chief Financial Officer
Thomas Conoscenti	Chief Operating Officer
Andrew Corcione	Project Services Director
Ashley Mohl	Director of Development, Capitalize Albany Corporation
Renee McFarlin	Senior Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications & Marketing Manager, Capitalize Albany Corporation
Emma Fullem	Economic Development Program Asst., Capitalize Albany Corporation
Erin Grace	Executive Assistant, Capitalize Albany Corporation
Marisa Franchini, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1021-

**RESOLUTION APPROVING THE 2022 BUDGET OF THE CITY OF ALBANY
CAPITAL RESOURCE CORPORATION.**

WHEREAS, the Corporation is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the “NFPCL”) to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on scientific research for the purpose of aiding a community or geographical area by attracting new industry

to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

WHEREAS, under the NFPCL and the Corporation’s certificate of incorporation the Corporation has proposed a budget for its fiscal year commencing January 1, 2022 (the “2022 Budget”); and

WHEREAS, the members of the Corporation desire to approve the 2022 Budget;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF ALBANY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby approves the 2022 Budget as presented to this meeting.

Section 2. The Corporation hereby authorizes the Chair, the CEO and the CFO to take all steps necessary to implement the 2022 Budget.

Section 3. All action taken by the CEO and the CFO of the Corporation in connection with the preparation and adoption of the 2022 Budget prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. 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:

Susan Pedo	VOTING	_____
Lee E. Eck, Jr.	VOTING	_____
Darius Shahinfar	VOTING	_____
Anthony Gaddy	VOTING	_____
Robert T. Schofield	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of City of Albany Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on October 21, 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 the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the “2021 Laws”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, throughout said meeting.

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 Agency this _____ day of October, 2021.

Secretary

(SEAL)

**City of Albany Capital Resource Corporation
2022 Proposed Budget**

	2021 APPROVED Budget	2021 YTD Actual	2021 Projected Oct- Dec	2021 Total	2021 Projected Variance to Budget	2022 PROPOSED Budget
REVENUE						
Fees	\$ 33,675	\$ 4,500	\$ 250,200	\$ 254,700	\$ 221,025	\$ 98,363
Interest	523	137	46	183	(340)	501
TOTAL REVENUE	<u>\$ 34,198</u>	<u>\$ 4,637</u>	<u>\$ 250,246</u>	<u>\$ 254,883</u>	<u>\$ 220,685</u>	<u>\$ 98,864</u>
OPERATING EXPENSES						
CAIDA Agreements	\$ 17,693	\$ -	\$ 17,693	\$ 17,693	\$ -	\$ 20,000
Audits	4,600	4,600	-	4,600	-	4,600
D & O Insurance	1,700	-	1,700	1,700	-	1,700
Miscellaneous	100	-	100	100	-	100
TOTAL OPERATING EXPENSES	<u>\$ 24,093</u>	<u>\$ 4,600</u>	<u>\$ 19,493</u>	<u>\$ 24,093</u>	<u>\$ -</u>	<u>\$ 26,400</u>
Surplus/(Deficit) Before Other Expenses	<u>\$ 10,105</u>	<u>\$ 37</u>	<u>\$ 230,753</u>	<u>\$ 230,790</u>	<u>\$ 220,685</u>	<u>\$ 72,464</u>
OTHER EXPENSES						
Strategic Activities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL OTHER EXPENSES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Surplus/(Deficit)	<u>\$ 10,105</u>	<u>\$ 37</u>	<u>\$ 230,753</u>	<u>\$ 230,790</u>	<u>\$ 220,685</u>	<u>\$ 72,464</u> ⁽¹⁾

Closed Projects	Project Amount	2021 Fee Collected
	-	
	-	
	-	
Total	<u>\$ -</u>	<u>\$ -</u>
	Estimated Project Amount	Estimated 2021 Fee
2021 Estimated Project Closings		
ESRF, LLC - Kipp Tech Valley	25,020,000	\$ 250,200
	-	
	-	
	-	
Total	<u>\$ 25,020,000</u>	<u>\$ 250,200</u>
	Estimated Project Amount	Estimated 2022 Fees
2022 Estimated Closings		
Projected	9,634,100	\$ 96,341
	-	
Total	<u>\$ 9,634,100</u>	<u>\$ 96,341</u>

Notes:

(1) YTD projected ending cash balance at December 31, 2022 is projected to be \$509,167. This represents a reserve of approximately 19.28 years at current projected operating level.

Budget Report for City of Albany Capital Resource Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 10/14/2021
 Status: UNSUBMITTED
 Certified Date:N/A

Budget & Financial Plan

Budgeted Revenues, Expenditures, And Changes in Current Net Assets.

	Last Year (Actual) 2020	Current Year (Estimated) 2021	Next Year (Adopted) 2022	Proposed 2023	Proposed 2024	Proposed 2025
REVENUE & FINANCIAL SOURCES						
Operating Revenues						
Charges For Services	\$1,500.00	\$254,700.00	\$98,363.00	\$98,363.00	\$98,363.00	\$98,863.00
Rentals & Financing Income	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Operating Revenues	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Non-Operating Revenues						
Investment Earnings	\$1,592.00	\$183.00	\$501.00	\$516.00	\$531.00	\$546.00
State Subsidies / Grants	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Federal Subsidies / Grants	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Municipal Subsidies / Grants	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Public Authority Subsidies	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Non-Operating Revenues	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Proceeds From The Issuance Of Debt	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total Revenues & Financing Sources	\$3,092.00	\$254,883.00	\$98,864.00	\$98,879.00	\$98,894.00	\$99,409.00
EXPENDITURES						
Operating Expenditures						
Salaries And Wages	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Employee Benefits	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Professional Services Contracts	\$4,500.00	\$22,293.00	\$24,600.00	\$24,600.00	\$24,600.00	\$24,600.00
Supplies And Materials	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Operating Expenditures	\$1,408.00	\$1,800.00	\$1,800.00	\$1,800.00	\$1,800.00	\$1,800.00
Non-Operating Expenditures						
Payment Of Principal On Bonds And Financing Arrangements	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Interest And Other Financing Charges	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Subsidies To Other Public Authorities	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Capital Asset Outlay	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Grants And Donations	\$250,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Non-Operating Expenditures	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total Expenditures	\$255,908.00	\$24,093.00	\$26,400.00	\$26,400.00	\$26,400.00	\$26,400.00
Capital Contributions	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Excess (Deficiency) Of Revenues And Capital Contributions Over Expenditures	(\$252,816.00)	\$230,790.00	\$72,464.00	\$72,479.00	\$72,494.00	\$73,009.00

Budget Report for City of Albany Capital Resource Corporation

Fiscal Year Ending: 12/31/2022

Run Date: 10/14/2021
Status: UNSUBMITTED
Certified Date:N/A

The authority's budget, as presented to the Board of Directors, is posted on the following website: www.albanyida.com

Additional Comments

**CITY OF ALBANY CAPITAL RESOURCE CORPORATION
APPROVAL RESOLUTION SELECTION OF ACCOUNTANTS – FY 12/2021 AUDIT**

A regular meeting of City of Albany Capital Resource Corporation (the “Corporation”) was convened in public session at the office of the Corporation located at 21 Lodge Street in the City of Albany, Albany County, New York on October 21, 2021 at 12:15 o’clock p.m., local time.

The meeting was called to order by the (Vice) Chair of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Susan Pedo	Chair
Lee E. Eck, Jr.	Vice Chair
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Robert T. Schofield	Member

Each of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Reginelli	Chief Executive Officer
Mark Opalka	Chief Financial Officer
Thomas Conoscenti	Chief Operating Officer
Andrew Corcione	Project Services Director
Ashley Mohl	Director of Development, Capitalize Albany Corporation
Renee McFarlin	Senior Economic Developer, Capitalize Albany Corporation
Michael Bohne	Communications & Marketing Manager, Capitalize Albany Corporation
Emma Fullem	Economic Development Program Asst., Capitalize Albany Corporation
Erin Grace	Executive Assistant, Capitalize Albany Corporation
Marisa Franchini, Esq.	Corporation Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1021-__

RESOLUTION APPROVING THE RETAINING OF AN ACCOUNTING FIRM FOR
CONDUCTING THE 2021 FY AUDIT OF THE CITY OF ALBANY CAPITAL
RESOURCE CORPORATION.

WHEREAS, the Corporation is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the “NFPCL”) to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job

opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

WHEREAS, the Corporation is required to conduct an annual independent audit for its financial statements for the year ended December 31, 2021 (the “2021 Audit”); and

WHEREAS, the Corporation staff has recommended retaining the services of Teal, Becker & Chiaramonte, CPAs, P.C.;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF ALBANY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby approves Teal, Becker & Chiaramonte, CPAs, P.C. to perform the necessary professional services as outlined in the attached engagement letter to complete the audit of the financial statements as of and for the year ended December 31, 2021 at an estimated fee of \$4,600.00, plus out-of-pocket expenses.

Section 2. The Corporation hereby authorizes the Chair and CFO to take all steps necessary to implement this Resolution.

Section 3. All action taken by the staff of the Corporation in connection with the retaining of the accounting firm prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

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

Susan Pedo	VOTING	_____
Lee E. Eck, Jr.	VOTING	_____
Darius Shahinfar	VOTING	_____
Anthony Gaddy	VOTING	_____
Robert T. Schofield	VOTING	_____

The resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of City of Albany Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on October 21, 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 the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the “2021 Laws”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the 2021 Laws, throughout said meeting.

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 Agency this _____ day of October, 2021.

Secretary

(SEAL)

SCHEDULE A
ENGAGEMENT LETTER



Teal, Becker & Chiamonte™
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

CELEBRATING 50 YEARS OF SERVICE

October 4, 2021

To The Board of Directors
City of Albany Capital Resource Corporation,
a Component Unit of the City of Albany
21 Lodge Street
Albany, NY 12207

The following represents our understanding of the services Teal, Becker and Chiamonte, CPAs, P.C. (the Firm) will provide the City of Albany Capital Resource Corporation, a Component Unit of the City of Albany (the Corporation).

You have requested that the Firm audit the financial statements of the Corporation, which comprise the statement of financial position as of December 31, 2021, and the related statements of activities, and statements of functional expenses, and cash flows for the year then ended, and the related notes to the financial statements. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America (GAAS) and in accordance with Government Auditing Standards will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

Auditor Responsibilities

We will conduct our audit in accordance with GAAS and in accordance with Government Auditing Standards. As part of an audit in accordance with GAAS and in accordance with Government Auditing Standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

7 Washington Square, Albany, NY 12205 Ph: (518) 456-6663 | Fax: (518) 456-3975 www.tbccpa.com

Teal, Becker & Chiamonte, CPAs, P.C. Firm Member of CPAmerica International | Members: AICPA and NYSSCPA

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS and in accordance with Government Auditing Standards.

Our responsibility as auditors is limited to the period covered by our audit and does not extend to any other periods.

Compliance with Laws and Regulations

As previously discussed, as part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the Corporation's compliance with the provisions of applicable laws, regulations, contracts, and agreements. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion.

Management Responsibilities

Our audit will be conducted on the basis that management and those charged with governance acknowledge and understand that they have responsibility:

- a. For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America;
- b. For the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to error, fraudulent financial reporting, misappropriation of assets, or violations of laws, governmental regulations, grant agreements, or contractual agreements;
- c. To provide us with:
 - i. Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
 - ii. Additional information that we may request from management for the purpose of the audit; and
 - iii. Unrestricted access to persons within the Corporation from whom we determine it necessary to obtain audit evidence.
- d. For including the auditors' report in any document containing financial statements that indicates that such financial statements have been audited by the Corporation's auditor;
- e. For identifying and ensuring that the Corporation complies with the laws and regulations applicable to its activities;

- f. For adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the current year under audit are immaterial, both individually and in the aggregate, to the financial statements as a whole;
- g. For maintaining adequate records, selecting and applying accounting principles, and safeguarding assets;
- h. For acceptance of nonattest services, including identifying the proper party to oversee nonattest work;
- i. For providing access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements, including an expectation that management will provide access to information relevant to disclosures.
- j. For informing us of any known or suspected fraud affecting the Corporation involving management, employees with a significant role in internal control, and others where fraud could have a material effect on the financials; and
- k. For the accuracy and completeness of all information provided.

As part of our audit process, we will request from management and those charged with governance, written confirmation concerning representations made to us in connection with the audit.

Nonattest Services

With respect to any nonattest service we will perform the following:

- Financial Statement Preparation

With respect to the nonattest service listed above we agree to perform the following at the end of the year:

- Propose adjusting or correcting journal entries to be reviewed and approved by the Corporation's management.

We will not assume management responsibilities on behalf of the Corporation. However, we will provide advice and recommendations to assist management of the Corporation in performing its responsibilities.

The Corporation's management is responsible for (a) making all management decisions and performing all management functions; (b) assigning a competent individual to oversee the service; (c) evaluating the adequacy of the service performed; (d) evaluating and accepting responsibility for the results of the service performed; and (e) establishing and maintaining internal controls, including monitoring ongoing activities.

Our responsibilities and limitations of the engagement are as follows:

- We will perform the service in accordance with applicable professional standards.
- This engagement is limited to the previously noted nonattest service above. Our Firm, in its sole professional judgment, reserves the right to refuse to do any procedure or take any action that could be construed as making management decisions or assuming management responsibilities, including determining account codings and approving journal entries.

Reporting

We will issue a written report upon completion of our audit of the Corporation's financial statements. Our report will be addressed to the governing body of the Corporation. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement.

In accordance with the requirements of Government Auditing Standards, we will also issue a written report describing the scope of our testing over internal control over financial reporting and over compliance with laws, regulations, and provisions of grants and contracts, including the results of that testing. However, providing an opinion on internal control and compliance will not be an objective of the audit and, therefore, no such opinion will be expressed.

Other

We understand that your employees will prepare all confirmations we request and will locate any documents or support for any other transactions we select for testing.

If you intend to publish or otherwise reproduce the basic financial statements and make reference to our firm, you agree to provide us with printers' proofs or masters for our review and approval before printing. You also agree to provide us with a copy of the final reproduced material for our approval before it is distributed.

Regarding the electronic dissemination of audited financial statements, including financial statements published electronically on your internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in these sites or to consider the consistency of other information in the electronic site with the original document.

Professional standards prohibit us from being the sole host and/or the sole storage for your financial and non-financial data. As such, it is your responsibility to maintain your original data and records and we cannot be responsible to maintain such original information. By signing this engagement letter, you affirm that you have all the data and records required to make your books and records complete.

In connection with this engagement, we may communicate with you or others via e-mail. As e-mails can be intercepted, disclosed, used, and/or otherwise communicated by an unintended third party, or may not be delivered to each of the parties to whom they are directed, we cannot ensure that e-mails from us will be properly delivered and read only by the addressee. Therefore, we disclaim and waive any liability for interception or unintentional disclosure of e-mail transmissions, or for the unauthorized use or failed delivery of e-mails transmitted by us in connection with the performance of this engagement. In that regard, you agree that we shall have no liability for any loss or damage arising from the use of e-mail, including any punitive, consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure of confidential information. In addition to fax and email, many firms also send data over the internet using other methods (such as portals) and may store electronic data via software applications hosted remotely on the Internet, or allow access to data through third-party vendors' secured portals or clouds.

City of Albany Capital Resource Corporation,
a Component Unit of the City of Albany
October 4, 2021
Page 5 of 8

It is our policy to keep records related to this engagement for seven years, after which time the Firm will commence the process of destroying the contents of the engagement files. These records will be returned to you promptly upon the completion of the engagement along with a copy of the financial statements. When records are returned to you, it is your responsibility to retain and protect your records for possible future use, including potential examination by any government or regulatory agencies. The balance of the Firm's engagement file is the Firm's property, and we will provide copies of such documents at our discretion, if compensated for any time and costs associated with the effort, unless required by law.

Notwithstanding anything contained herein both the Firm and the Corporation agree that regardless of where the Corporation is domiciled and regardless of where this Agreement is physically signed, this Agreement shall have been deemed to have been entered into at the Firm's office located in the county of Albany, State of New York, USA and the county of Albany, State of New York, USA shall have the exclusive jurisdiction for resolving disputes related to this Agreement. This Agreement shall be interpreted and governed in accordance with the Laws of the State of New York.

The Firm's liability relating to the performance of the services rendered under this letter is limited solely to direct damage sustained by you. In no event shall the Firm be liable for the consequential, special, incidental, or punitive loss, damage or expense caused to you or to any third party (including without limitation, lost profits, opportunity costs, etc.). Notwithstanding the foregoing, our maximum liability relating to services rendered under this letter (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fees received by us for this engagement. The provisions set forth in this paragraph shall survive the completion of the engagement.

You agree that any dispute that may arise regarding the meaning, performance or enforcement of this engagement will, prior to resorting to litigation, be submitted to mediation, and that the parties will engage in the mediation process in good faith once a written request to mediate has been given by any party to the engagement. Any mediation initiated as a result of this engagement shall be administered within the county of Albany, New York, by the American Arbitration Association, according to its mediation rules, and any ensuing litigation shall be conducted within said county, according to the laws of the State of New York. The results of any such mediation shall be binding only upon agreement of each party to be bound. The costs of any mediation proceeding shall be shared equally by the participating parties.

The Firm may transmit confidential information that you provided us, to third parties, in order to facilitate the services provided to you by the Firm. Such encrypted transmissions might include, but are not limited to, the uploading of data to client portals. Information security is a priority at the Firm; we use the security model referred to as CIA Triad (confidentiality, integrity, and availability) to guide solutions, policies, and procedures implemented at our Firm. We are required by law to take reasonable precautions to protect your data. Outside service vendors utilized by the Firm in connection with our work performed under this engagement have been verified as secure and we have verified that all service providers take the necessary precautions to keep your information secure and confidential. By affixing your signature below, you consent to having confidential information transmitted to entities outside the Firm as may be necessary for the purpose of completion of services under the terms of this engagement. Please feel free to inquire if you would like additional information regarding the transmission of confidential information to entities outside the Firm.

You may request that we perform additional services not addressed in this engagement letter. If this occurs, we will communicate with you regarding the scope of the additional services and the estimated fee. We also may issue a separate engagement letter covering the additional services. In the absence of any other written communication from us documenting such services, our services will continue to be governed by the terms of this engagement letter.

Provisions of Engagement Administration, Timing, and Fees

Katharine K. Doran, CPA is the engagement shareholder for the audit services specified in this letter. Her responsibilities include supervising Teal, Becker & Chiamonte, CPAs, P.C.'s services performed as part of this engagement and signing or authorizing another qualified firm representative to sign the audit reports.

Our fees for the year ending December 31, 2021 will be \$4,600 and are based on our standard hourly rates plus out-of-pocket expenses. Individual hourly rates vary according to the degree of responsibility involved and the skill required. The above fees are based on anticipated cooperation from your personnel and the assumptions that unexpected circumstances will not be encountered during the audit. Interim billings will be submitted as work progresses and as expenses are incurred and are due and payable upon presentation of our invoices. A final bill will be provided at the conclusion of our services and payment is due upon presentation. Interest at the rate of 1.5% per month will be charged on all late payments forty five (45) days past due. In the event that your account is turned over to an attorney for collection, you agree to pay all costs of collection including, attorney's fees, costs and disbursements.

Our ability to provide services in accordance with our fees depends on the quality, timeliness, and accuracy of your records and the number of general ledger adjustments required as a result of our work. To assist you in this process, we provide you with a Client Request List (PBC List) that identifies the key work you will need to perform in preparation for the engagement. We will also need your accounting staff to be readily available during the engagement to respond in a timely manner to our requests. Lack of preparation, poor records, excessive general ledger adjustments, and/or untimely assistance, will result in an increase of our fees. Other circumstances that may result in an increase of our fees include significant unanticipated transactions, financial reporting issues, post-review or post-fieldwork circumstances requiring revisions to work previously completed, or delays in resolution of issues that extend the period of time necessary to complete the engagement.

During the course of the audit we may observe opportunities for economy in, or improved controls over, your operations. We will bring such matters to the attention of the appropriate level of management, either orally or in writing.

You agree to inform us of facts that may affect the basic financial statements of which you may become aware during the period from the date of the auditor's report to the date the financial statements are issued.

At the conclusion of our audit engagement, we will communicate to those charged with governance the following significant findings from the audit:

- Our view about the qualitative aspects of the Corporation's significant accounting practices;
- Significant difficulties, if any, encountered during the audit;
- Uncorrected misstatements, other than those we believe are trivial, if any;
- Disagreements with management, if any;
- Other findings or issues, if any, arising from the audit that are, in our professional judgment, significant and relevant to those charged with governance regarding their oversight of the financial reporting process;
- Material, corrected misstatements that were brought to the attention of management as a result of our audit procedures;

City of Albany Capital Resource Corporation,
a Component Unit of the City of Albany
October 4, 2021
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- Representations we requested from management;
- Management's consultations with other accountants, if any; and
- Significant issues, if any, arising from the audit that were discussed, or the subject of correspondence, with management.

The audit documentation for this engagement is the property of Teal, Becker & Chiamonte, CPAs, P.C. and constitutes confidential information. However, we may be requested to make certain audit documentation available by law or regulation, or to peer reviewers. If requested, such access to audit documentation will be provided under the supervision of Teal, Becker & Chiamonte, CPAs, P.C.'s personnel. Furthermore, upon request, we may provide copies of selected audit documentation. We will mark all information as confidential and maintain control over the duplication of such information.

In accordance with the requirements of Government Auditing Standards, we have attached a copy of our latest external peer review report of our firm for your consideration and files.

Please sign and return the enclosed copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our audit of the financial statements including our respective responsibilities.

We appreciate the opportunity to be your financial statement auditors and look forward to working with you and your staff.

Very truly yours,

TEAL, BECKER & CHIARAMONTE, CPAs, P.C.

Teal Becker & Chiamonte, CPAs PC

City of Albany Capital Resource Corporation,
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RESPONSE:

This letter correctly sets forth our understanding and Agreement and it is acknowledged and agreed to by an authorized representative of **City of Albany Capital Resource Corporation, a Component Unit of the City of Albany** by:

Acknowledged and agreed on behalf of the

Signature: _____

Title: _____

Date: _____

Number of bound copies of the financial statements needed: _____

Special mailing instructions for the bound copies of the financial statements: _____

Do you need an electronic copy of the financial statements? _____

NP/klb
00117
Enclosures



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& co., CPAs, PC

BUFFALO
36 Niagara Street
Tonawanda, NY 14150
P: (716) 694-0336

COOPERSTOWN
55057 Grove Street
Cooperstown, NY 13326
P: (607) 282-4161

ONEONTA
189 Main Street, Suite 302
Oneonta, NY 13820
P: (607) 432-3462

PERRY
199 S. Main Street, PO Box 1
Perry, NY 14530
P: (585) 237-3896

ROCHESTER
150 State Street, Suite 301 A
Rochester, NY 14614
P: (585) 410-6733

VICTOR
6536 Anthony Drive, Suite B
Victor, NY 14564
P: (585) 410-6733

alliedfp.com

Report on the Firm's System of Quality Control

October 16, 2020

To the Shareholders of Teal, Becker & Chiaramonte, CPAs, P.C. and the
Peer Review Committee of the Pennsylvania Institute
of Certified Public Accountants

We have reviewed the system of quality control for the accounting and auditing practice of Teal, Becker & Chiaramonte, CPAs, P.C. (the firm) in effect for the year ended March 31, 2020. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants (Standards).

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a System Review as described in the Standards may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. The firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported in conformity with professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, including compliance audits under the Single Audit Act; and audits of employee benefit plans.

As a part of our peer review, we considered reviews by regulatory entities as communicated by the firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of Teal, Becker & Chiaramonte, CPAs, P.C. in effect for the year ended March 31, 2020 has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Teal, Becker & Chiaramonte, CPAs, P.C. has received a peer review rating of *pass*.

Tette, Ingersoll & Co., CPAs PC