

**RESOLUTION CONSENTING TO CHANGE IN MEMBERSHIP INTEREST
1415 WASHINGTON PROPERTY LLC PROJECT**

A regular meeting of City of Albany Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at 21 Lodge Street in the City of Albany, Albany County, New York on February 17, 2022 at 12:15 p.m., local time.

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

PRESENT:

Susan Pedo	Chair
Lee E. Eck, Jr.	Vice Chair
Darius Shahinfar	Treasurer
Anthony Gaddy	Secretary
Joseph Better	Member
Robert T. Schofield	Member
Elizabeth Staubach	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, as amended by Chapter 1 of the Laws of 2022 signed into law on January 14, 2022.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

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

Resolution No. 0222-____

RESOLUTION CONSENTING TO THE CHANGE IN MEMBERSHIP INTEREST IN
1415 WASHINGTON PROPERTY LLC (THE "COMPANY") IN CONNECTION
WITH THE 1415 WASHINGTON PROPERTY LLC PROJECT.

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 325 of the 1974 Laws of New York, as amended, constituting Section 903-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, reconstruct, renovate and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, reconstructed, renovated and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in January, 2021, 1415 Washington Property LLC, a State of Delaware limited liability company (the "Company") submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 2.85 acre parcel of land located at 1415 Washington Avenue (tax map number 53.-1-25) in the City of Albany, Albany County, New York (the "Land"), together with an existing approximately 66,237 square foot 95 room hotel located thereon (the "Existing Facility"), (2) the demolition of the Existing Facility and the construction on the Land of an approximately 414,850 square foot, five story building (the "New Facility" and collectively with the Existing Facility, the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (the "Equipment") (the Land, the Facility, and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 240 unit student housing facility, with approximately 8,300 square feet of outdoor community courtyard/ampitheater and an 8,300 square foot plaza, with parking to accommodate approximately 207 vehicles and any other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on February 18, 2021 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on

February 25, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on February 25, 2021 on a public bulletin board located at 21 Lodge Street in the City of Albany, Albany County, New York and on the Agency's website, (C) caused notice of the Public Hearing to be published on February 27, 2021 in the Times Union, a newspaper of general circulation available to the residents of the City of Albany, Albany County, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202., as supplemented and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on March 10, 2021 at 12:00 o'clock p.m., local time electronically rather than in person; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; 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"), by resolution adopted by the members of the Agency on September 23, 2021 (the "Resolution Confirming SEQR Determination"), the Agency (A) concurred in the determination that the City of Albany Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA, (B) acknowledged receipt of a negative declaration from the Planning Board issued on August 27, 2021 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be prepared with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on September 23, 2021 (the "Commercial/Retail Finding Resolution"), the Agency (A) determined that the Project constituted a "commercial project" within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project Facility is located in a highly distressed area, (C) determined, following a review of the Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the Mayor of the City of Albany, as chief executive officer of the City of Albany, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, by resolution adopted by the members of the Agency on September 23, 2021 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; and

WHEREAS, by further resolution adopted by the members of the Agency on September 23, 2021 (the "Approving Resolution"), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the "Lease Agreement") between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, by certificate dated October 15, 2021 (the “Public Approval”), the Mayor, as chief executive officer of the City of Albany, New York, approved the proposed action to be taken by the Agency with respect to the Project for the purposes of Section 862(2)(c) of the Act; and

WHEREAS, by correspondence dated December 9, 2021, as amended on February 8, 2022 (the “Request”), which Request is attached hereto as Exhibit A, the Agency was informed that the Company intends to change membership interest in the Company; and

WHEREAS, the current membership interest is as follows: Michael Pullman, Evan Podob and Adam Pullman (collectively, the “Principals”); and

WHEREAS, pursuant to the Request, 1415 Washington Property Holdings LLC (“Holdings”) has been formed to serve as the sole member/owner of the Company (the “Transfer”), with Adam Real Estate America (AARE”) becoming a 15% owner, and Alon Blue Square Israel Ltd. (“ARBS”) becoming an 85% owner of Holdings; and

WHEREAS, the Principals will hold a 22.5% interest in AARE; and

WHEREAS, the Company is also adding, pursuant to the Request, investors to its organizational structure; and

WHEREAS, pursuant to Section 8.4 of the Lease Agreement, consent of the Agency is needed for a change in membership interest in the Company; 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, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF CITY OF ALBANY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations: the Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. The Agency hereby approves the Request and consents to the Transfer; subject in each case, however to the following conditions: (1) completion by Agency staff of the internal review of the Project; (2) approval by Special Counsel to the Agency of the form of the documents to be executed by the Agency in connection with the Request, if any; (3) receipt by the Agency of its administrative fee relating to the Request and all fees and expenses incurred by the Agency with respect to the Transfer, if any, including the fees and expenses incurred by Agency Counsel and Special Counsel with respect thereto; (4) execution and delivery of any amendments to provide for compliance with the Agency’s

current policies, including, but not limited to, the change in control policy; and (5) the following additional conditions: None

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chair (or Vice Chair) of the Agency is hereby authorized to execute and deliver any documents to the Company with respect to the Transfer, if needed, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Transfer, 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 the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of any documents with respect to the Transfer, if needed, binding upon the Agency.

Section 5. 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	_____
Joseph Better	VOTING	_____
Robert T. Schofield	VOTING	_____
Elizabeth Staubach	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of City of Albany Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on February 17, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original 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, as amended (the “2022 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 2022 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 February, 2022.

(Assistant) Secretary

(SEAL)

EXHIBIT A

REQUEST FROM 1415 WASHINGTON PROPERTY LLC

- SEE ATTACHED -



February 8, 2022

Hon. Susan Pedo, Chairperson
City of Albany Industrial Development Agency
21 Lodge Street
Albany, NY 12207

Re: 1415 Washington Ave-Private Dormitory Project
Request for Consent to Change in Entity Structure

Dear Chair Pedo,

As you may recall, we are the project sponsor for a private student dormitory project to be located at 1415 Washington Ave. On September 23, 2021, the City of Albany Industrial Development Agency (IDA) approved our project for assistance which will enable us to proceed with construction of the 240+/- unit private student dormitory with 560+/- beds and associated amenities. On October 26th, 2021, we also received City of Albany Planning Board approval to allow for construction of the project.

Since that time, we have been actively pursuing financing and equity partners that will join us and assist with acquisition and construction financing to enable our vision for Albany's newest state-of-the-art student housing facility to become a reality.

As a result of coordinating with financing and equity partners, the original corporate structure of the project sponsor 1415 Washington Property, LLC is proposed to be altered. We understand that it is the IDA's policy that any change in ownership of an IDA applicant occurring over a twelve month period involving greater than 25% of ownership interests requires prior written consent from the IDA. As such, please allow this correspondence to serve as a request for IDA consent to allow for a change in the ownership structure of 1415 Washington Property, LLC.

We have been fortunate to attract highly successful and reputable equity and financing partners to join us in this endeavor. As you'll see for the attached Company Overviews, Adam Real Estate America ("AARE") and Extra Group (Alon Blue Square Israel, Ltd., "ARBS") are both ideally suited to provide the necessary support and strength to ensure the success of our Albany project. In order to provide the necessary level of legal and financial protection of their investments, AARE and ARBS will become members of 1415 Washington Property Holdings, LLC, which will become the sole member of the project applicant LLC. AARE will become a 15% ownership member and ARBS will become an 85% ownership member. The original members of the project applicant (Evan M. Podob, Michael R. Pullman and Adam S. Pullman) will hold a 22.5% interest in the AARE entity. This proposed structure will grant to AARE and ARBS a sufficient level of financial protection to enable them to fully participate in the financing of this project. A new entity comprised of the 3 original members along with AARE will act as

the managing member of the revised project sponsor LLC. An organizational chart along with a revised IDA Application is submitted herewith reflecting the proposed ownership changes.

On behalf of our entire project team, thank you in advance for considering our request for your consent to a change in ownership structure. Thank you as well for all of your past efforts including approval of assistance to make our project viable. Without your prior approval for project assistance, we would likely not have been able to attract the interest and participation of the quality partners now seeking to join us to help make our project a reality. We look forward to introducing our proposed partners to you and to answer any questions you or Board members may have.

Sincerely,



Evan M. Podob
Scenic Investments

EMP/ab
Encls.

Cc: Sarah Reginelli, CEO, Albany IDA
Thomas Conoscenti, COO, Albany IDA
Marisa Franchini, IDA Counsel
A. Joseph Scott, IDA Special Counsel

ADAMERICA
REAL ESTATE DEVELOPMENT
850 Third Avenue, New York, NY 10022

February 8, 2022

Hon. Susan Pedo, Chairperson
City of Albany Industrial Development Agency
21 Lodge Street
Albany, NY 12207

Re: 1415 Washington Ave-Private Dormitory Project
Request for Consent to Change in Entity Structure

Dear Chair Pedo,

Please allow this correspondence to serve as a supplemental narrative to the letter from 1415 Washington Property, LLC (the "Project Applicant") dated on or about the date hereof, in connection with the consent to alter the existing organizational structure for the private student dormitory project to be located at 1415 Washington Avenue (this "Project").

I am one of the co-founders of Adam America Real Estate ("AARE") and as further described in the Company Overviews that are being provided, AARE is an owner, developer, manager and operator of residential and retail real estate. AARE has grown to become a leader in the development of high-quality mixed-use properties, including two university housing projects – a 299-unit rental development in New Haven, Connecticut and a 1,201-bed student housing project in Miami, Florida (the "Miami Project"). AARE has substantial experience working with various partners, municipalities and governmental entities to ensure our developments add significant value to the communities we engage with. Along with our investors, Alon Blue Square Israel Ltd. ("ARBS") – whom we have successfully partnered with on the Miami Project – we believe our joint partnership with Scenic Investments ("Scenic") is ideally suited to provide the necessary financial support and strength to ensure the success of this Project. ARBS serves as the U.S. arm of Extra Group, which is a highly successful real estate investment company with Moti Ben-Moshe as the ultimate beneficial owner.

In the updated organizational structure, AARE and ARBS will join Scenic to become members of the Project Applicant with each of the members owning Class A interests which represent 100% of the equity investment in this Project as follows: (i) AARE and Scenic owning a combined 15% ownership interest (AARE will own 11.625% and Scenic will retain 3.375%) and (ii) ARBS owning an 85% ownership interest. This structure will provide Scenic, AARE and ARBS with a sufficient level of legal and financial protection to enable such parties to fully participate in the financing of this Project. Scenic and AARE will manage this Project and make all development and other day-to-day decisions managing this Project, subject to certain major decision rights requiring the consent of ARBS¹.

¹ Major decisions to include, among other things, (i) approval of construction financing, (ii) any sale of the property, (iii) materially amending or modifying the business plan or budget, and (iv) mortgaging or granting a security interest in the property.

Based on your prior approval to implement IDA benefits for this Project, we are highly incentivized to participate in this Project with Scenic. On behalf of AARE, I appreciate your willingness to work with us on this Project and we look forward to partnering with Scenic to undertake this transformative Project in the City of Albany.

Very Truly Yours,



Omri Sachs
Adam America Real Estate

Cc: Sarah Reginelli, CEO, Albany IDA
Thomas Conoscenti, COO, Albany IDA
Marisa Franchini, IDA Counsel
A. Joseph Scott, IDA Special Counsel

