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MANUAL 900-1

SECTION 02.13

SALES

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BUREAU OF MANAGEMENT ANALYSIS AND PROJECTS

1. Purpose

The purpose of this procedure is to provide the steps to be followed for the sale of property under the jurisdiction of the New York State Canal Corporation (Corporation).

2. Applicable Law and/or Guidance

New York State Canal Law §10, §50, §51, §53, and §54

New York State Finance Law §139-j, §139-k

New York State Public Authorities Accountability Act of 2005

New York State Public Authorities Law §382

New York State Canal Recreationway Plan

Canal Real Property Management Policy (25-6-01C)

Executive Instruction entitled Inappropriate Lobbying Influence In Authority/Corporation Procurements

3. Introduction

The Corporation is responsible for the maintenance, operation, construction, reconstruction, improvement, development, financing and promotion of the Canal System and for implementation of the New York State Canal Recreationway Plan (CRP). In accordance with the provisions of the Canal Law, the Corporation has the authority to acquire, hold and dispose of real property to advance the purposes of the Corporation and thus, the interest of the State. Real property transactions (Transactions) include, but are not limited to, acquisitions, sales, leases, grants of easement, and the issuance of permits.

The Corporation may receive inquiries for purchasing an interest in Canal real property (e.g., easement, fee) or may determine on its own that Canal real property is no longer needed for Corporation purposes. Sales are considered disposals under the Canal Real Property Management Policy and are also subject to the Public Authorities Accountability Act of 2005.

Real property shall not be disposed of for less than fair market value as determined by appraisals or other means, except in limited circumstances. The Corporation shall use a competitive process open to the public for all real property disposals, except in limited circumstances as described in SOP-TRANSACTION ANALYSIS PROCESS (900-1-02.1).

For real property under the jurisdiction of the Corporation within the Adirondack Park, the Corporation must notify the New York State Department of Environmental Conservation (NYSDEC) and provide a sixty day period in which NYSDEC may request that the property be transferred from the Corporation to NYSDEC. For proposed sales within the Adirondack Park, OLM will coordinate this process. This SOP would only be used for proposed sales for which NYSDEC does not request a transfer of the real property.

Where a sale is contemplated, as determined by the completion and approval of the TRANSACTION ANALYSIS/RECOMMENDATION (TAR) form (TA-N99116), unless otherwise authorized by the Executive Director, a permit will not be issued in advance of completion of the sale. See SOP-WORK PERMITS (900-1-02.8) and SOP-OCCUPANCY PERMITS (900-1-02.7).

The Board shall approve all sales of real property under the Corporation's jurisdiction, except as otherwise delegated. Under the contracts program, the Chief Engineer can dispose of real property up to a value of \$150,000 without Board approval in accordance with the Public Authorities Accountability Act of 2005 and Corporation Policy. The contracts program requirements and procedures are not included in this SOP.

Sales of real property may need to be resubmitted to the Board in the following circumstances:

- If the sale is not completed within one year of Board authorization, the proposed sale will be resubmitted to the Board.
- If the circumstances change following Board action and the approved terms and conditions cannot be followed, the proposed sale must be resubmitted to the Board for reconsideration.
- If the background information about the sale presented to the Board changes in any material way, the Executive Director, in consultation with the Contracting Officer, will determine whether the item should be resubmitted to the Board.
- If a Board approved sale cannot be progressed, a report must be provided to the Board detailing the reasons that the item is not being progressed. In limited circumstances, as determined by the Executive Director in consultation with the Contracting Officer, an item may be submitted to the Board withdrawing the prior authorization.

4. Procedure

4.1. Processing the Proposed Sale from an Applicant Inquiry

If the proposed sale is initiated by the Corporation and there is no applicant, go to Section 4.2.

- 4.1.1. Upon receipt of an inquiry for the sale of real property under the jurisdiction of the Corporation, the Division Canal Engineer (DCE) will follow SOP-TRANSACTION ANALYSIS PROCESS (900-1-02.1) to record the inquiry and send out the application package.

Upon receipt of the completed application, the Division Secretary will assign a Project Reference Number, forward the application fee and appraisal and survey deposit to Finance for deposit, and send a receipt to the applicant.

Note: Once a Project Reference Number has been assigned, it should be indicated on all subsequent correspondence associates with the proposed sale (e.g., transmittal forwarding checks to Finance, receipt sent to applicant, etc.).

- 4.1.2. The DCE will complete the TAR form and the review and approval process will be done in accordance with SOP-TRANSACTION ANALYSIS PROCESS (900-1-02.1). If the proposed sale is rejected at any point during the review and approval process, the OLM will send a REJECTION LETTER¹ notifying the applicant and will coordinate with Finance the refund of the appraisal and survey deposit. A copy of the letter and the original TAR are kept by OLM in the Project Record, and copies of each sent back to the DCE for placement in the Division file. Procedure stops here.
- 4.1.3. Following approval by the Contracting Officer on the TAR form, a SALE REVIEW LETTER² will be sent to the applicant from OLM stating that the sale will be progressed through a negotiated process or that a competitive process is required.

1 Exhibit 1

2 Exhibit 2

- 4.1.4. For a sale where the estimated property value is greater than \$15,000, see Executive Instruction INAPPROPRIATE LOBBYING INFLUENCE IN AUTHORITY/CORPORATION PROCUREMENTS for requirements.
- 4.1.4.1. For negotiated sales the SALE REVIEW LETTER shall identify the “official contacts” for the Corporation and shall indicate that the “restricted period” will commence upon the date the applicant receives the SALE REVIEW LETTER.
- 4.1.4.2. For a competitive process, the SALE REVIEW LETTER will indicate that the “restricted period” will begin with the request for proposal (RFP) or auction advertisements and that the “official contact” for the Corporation during the disposal process will be identified in the RFP or auction advertisement.

4.2. Processing a Canal Initiated Proposed Sale

Where the proposed sale is Canal initiated and there is no applicant, the Division Canal Engineer will complete the TAR form and the review and approval process will be done in accordance with SOP-TRANSACTION ANALYSIS PROCESS (900-1-02.1). If rejected, OLM places original TAR and a note in the Project Record and sends a copy of both to the DCE for placement in the Division file. Procedure stops here. If the proposal to dispose of the real property via a sale is approved by the Contracting Officer on the TAR form, the necessary processes for completing the transaction would continue.

4.3. Review of the Proposed Sale

- 4.3.1. Unless exempt, the CRC must review and provide its recommendation on the sale. The CRC will review the proposed sale pursuant to its procedures set forth in SOP-CANAL RECREATIONWAY COMMISSION (900-1-02.3).

- 4.3.2. If the CRC determines that the proposed sale is inconsistent with the Canal Recreationway Plan (CRP), OLM sends the determination to the Director of Canals for review. If the Director of Canals concurs with the determination the proposal may be rejected, revised as necessary to be consistent with the CRP, or progressed with supporting justification. If rejected, OLM will send a REJECTION LETTER¹ notifying the applicant and will coordinate with Finance the refund of the appraisal and survey deposit, and the process would stop here. OLM will also send a copy of the letter to the DCE and notify the Division Canal Engineer and Contracting Officer of the rejection.
- 4.3.3. If the CRC determines that a propose sale is consistent with the CRP the process would continue. Where a survey and appraisal are required, OLM will follow SOP-APPRAISALS AND SURVEYS (900-1-02.4). In most cases, the survey should be completed prior to the appraisal.
- 4.3.4. OLM will provide the Canal Real Property Management Committee (CRPMC) with a complete sale application package that includes materials listed in the CRPMC SALES PACKAGE CHECKLIST². The CRPMC will review the proposed sale and will make a recommendation, including any modifications and/or conditions. OLM will review and as appropriate, incorporate any modifications or conditions recommended by the CRPMC.
- 4.3.5. If the CRPMC rejects the proposed sale, OLM will notify the Division Canal Engineer and will send a REJECTION LETTER notifying the applicant and will coordinate with Finance the refund of the appraisal and survey deposit, and the procedure will stop here.
- 4.3.6. If the CRPMC recommends that the sale be progressed, the Director of Canals or the Contracting Officer will keep the Board apprised of the proposed sale, including when an explanatory statement is required. If an explanatory statement is required for a negotiated sale, OLM will coordinate the preparation and distribution of the explanatory statement using the EXPLANATORY STATEMENT³ form.

1 Exhibit 2

2 Exhibit 3

3 Exhibit 4

4.4. Abandonment Notice

4.4.1. OLM will place the ABANDONMENT NOTICE¹ of the proposed sale as follows:

- Publication once each week for three successive weeks in a newspaper in the county in which the property is located. Affidavit of publication must be obtained from newspaper and maintained in the application file.
- A copy of the notice must be forwarded to the CRC.
- The notice will include the location of property to be abandoned and description of proposed use (if any).
- The notice shall invite written statements in support or opposition to the proposed sale. Written comments should be sent to OLM. A deadline date for receipt of comments will be included in the notice. The deadline for written comments will be after the three weeks of successive publication in the appropriate newspaper.

4.4.2. After the comment period deadline has passed, the Legal Department, in consultation with OLM, will determine whether a public hearing will be warranted. If there are comments or a hearing is required, the Director of Canals or the Contracting Officer will notify the Board.

4.4.3. OLM, with assistance from the Legal Department and other Corporation personnel, will coordinate responding to any public comments received.

4.4.4. OLM will coordinate the draft of the ABANDONMENT OFFICIAL ORDER².

4.4.5. If a competitive process is required for the sale, the procurement policies and procedures would be followed or for a sale by auction see Section 4.5.

4.4.6. For a negotiated sale where the property value exceeds \$15,000, a determination of responsibility for the proposed awardee is required. OLM will coordinate the responsibility determination. The process for a negotiated sale continues in Section 4.6.

1 Exhibit 5

2 Exhibit 6

4.5. Real Property Auctions

4.5.1. Developing Auction Conditions and Terms of the Sale

- 4.5.1.1. The Office of Land Management (OLM), Bureau of Purchasing, Contracting Officer, Bureau of Real Property Management (BRPM) and the Legal Department will develop the Auction Plan including the terms and conditions of the sale, registration and deposit requirements, auction information package, and Advertising Plan based on considerations in this section. The auction process may include a voice-bid auction (where all bids are made orally in a competitive manner), sealed bids, “live” internet auctions or other means.
- 4.5.1.2. The Contracting Officer will approve the Auction Plan prior to implementation.
- 4.5.1.3. This procedure describes the typical voice bid auction process. If external auctioneers are to be used, the auctioneers will be hired in conformance with procurement contracting procedures.

4.5.2. Developing the Auction Information Package

- 4.5.2.1. The auction information package should contain at a minimum the following information:
 - Auction time, date and location (including directions)
 - Inspection information (if applicable)
 - Property information such as location, size, site map, survey map, the legal description, any known environmental issues
 - Pre-auction terms, conditions and general information
 - Terms and conditions of the auction including the minimum bid
 - Post-auction terms and conditions
 - Copy of the agreement for sale

- Bidder registration form
- Required disclosures
- Lobbying Law requirements

4.5.3. Developing the Sale Notice and Advertising Plan

4.5.3.1. The Corporation will publicly advertise for bids, unless otherwise approved by the Contracting Officer. When publicly advertising for bids, the following requirements apply:

- The advertisement for bids shall be made prior to the auction, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property;
- All bids shall be publicly disclosed at the time and place stated in the advertisement; and
- The award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the State and the Corporation, price and other factors considered; provided, that all bids may be rejected when it is in the public interest to do so.

4.5.3.2. If public advertising for bids is not done, the disposal must meet one of the exceptions described in SOP-TRANSACTION ANALYSIS PROCESS (900-1-2.1) and an explanatory statement is required to be submitted at least ninety days before the auction for real property that exceeds \$100,000 fair market value.

4.5.3.3. For disposals of real property with a value greater than \$15,000 the “restricted period” will begin with the auction advertisements. The official contact during the procurement process will be identified in the RFP or auction advertisement.

4.5.3.4. The Sale Notice should include at a minimum the following information:

- Time, place and location of the auction
- Registration time
- A description of the property being auctioned including address, description and other property information
- Other relevant information and pertinent provisions of the terms of sale
- Requirement for deposits, registration and payment
- Any inspection hours
- Contact information for the auction information package and further information
- Notice that all bids may be rejected when it is in the public interest to do so, such as when the minimum bid is not met.

4.5.3.5. The Advertising Plan will be developed based on the fair market value and potential interest in the property. The Corporation's goal is to identify and reach as many potentially interested parties as possible to permit full and free competition consistent with the value and nature of the property.

The Advertising Plan must include:

- Advertisements in newspapers in the county or locality in which the property is located
- Letters to individuals or others who have expressed interest in the property

The Advertising Plan may also include:

- Placing information on the Corporation's web site
- Advertisements in trade journals or other publications including the NYS Contract Reporter
- Letters to neighboring properties, the local municipality, and other agencies with an interest in development or that have property in the area.
- "For Sale" signs on the property
- Brochures
- News releases

4.5.4. Distributing the Auction Information Package to Interested Parties

OLM will coordinate the mailing of the auction information package, which will be sent to all who contact the Corporation requesting a package, as well as any other party the Corporation has reason to believe may have an interest in seeing it.

4.5.5. Conducting the Auction

- 4.5.5.1. All prospective bidders (or their authorized agents upon presentation of a duly executed power of attorney in full force and effect) will register on the date and at the place of the auction, unless otherwise decided. A bidder must complete a registration form, and present for inspection a bank or certified check payable to the New York State Canal Corporation that is no less than the required earnest-money deposit. No cash and/or uncertified checks will be accepted. An identification number will be assigned to each bidder.
- 4.5.5.2. The registration forms will contain the Lobbying Law requirements and the bidder must sign acknowledging their understanding and compliance with the requirements.

4.5.5.3. The auction will be conducted.

4.5.6. Conducting Post Auction Activities

4.5.6.1. Immediately at the conclusion of the bidding, the Corporation representative will have the highest bidder sign the sales agreement with the highest acknowledged bid. A photo identification should be shown by the bidder. The sales agreement shall make clear that the sale is contingent upon a responsibility determination, authorization of the Board, and where applicable, the Attorney General's Office and the Office of the State Comptroller.

4.5.6.2. The highest bidder will pay the Corporation representative the required earnest-money deposit. The Corporation representative at the auction will be responsible for forwarding the deposit to Finance and Accounts for processing.

4.6. Authorizing the Sale

4.6.1. Once a proposed buyer has been identified via a competitive process, or for a negotiated sale, 90 days after any required explanatory statement has been distributed and upon receipt of any required determination of responsibility, the proposed sale can be presented to the Board for their review and authorization to proceed with the preparation of sale documents. The Director of Canals, assisted by OLM, will prepare a Board Agenda Item to place the proposed sale on the agenda of the Board.

4.6.2. The Director of Canals will provide the Board with a brief overview of the application and the process of review, including any recommendations from Division, CRC, CRPMC, local, regional or state agencies, comments received in response to an explanatory statement where applicable, the result of any competition, and responsibility determinations where required.

4.6.3. The Board will approve or reject the proposed sale.

4.6.4. OLM will notify the applicant or competitive process awardee, Division Canal Engineer, and applicable Canal personnel of the Board's approval or rejection. If the Board rejects the sale, OLM will coordinate with Finance the refund of any deposits and/or appraisal and survey cost to the applicant/awardee.

- 4.6.5. If the Board approves the sale and the awardee is not the applicant, OLM will coordinate with Finance the refund of any deposits and/or appraisal and survey cost to the applicant.

4.7. Executing the Sale

- 4.7.1. If the Board approves the sale and authorizes preparation of sale documents, OLM will forward all applicable documentation contained in the SALES PACKAGE CHECKLIST¹ to the Legal Department. The Legal Department will prepare the sale agreement.
- 4.7.2. Upon Board approval, OLM will enter the transaction information on the LIST OF REAL PROPERTY WITH A FAIR MARKET VALUE IN EXCESS OF \$15,000 THAT THE AUTHORITY/CORPORATION INTENDS TO DISPOSE IN OF IN 20XX²
- 4.7.3. Once the sale is ready for execution, the Legal Department will send five (5) copies of the sales agreement and COVER LETTER³ to the applicant/awardee. For sales where the property value is over \$10,000, the Legal Department will inform the applicant/awardee that the sale is not final until approved by the Attorney General's Office and Office of State Comptroller. The letter will direct the applicant/awardee to sign the sale agreement, and return it to the Corporation.
- 4.7.4. Upon return of the five (5) copies of the sales agreement executed by the proposed buyer, the Legal Department will sign the agreement and send the sale agreement to the Contracting Officer and the Executive Director for signatures.
- 4.7.5. For sales where the property value is over \$10,000, the Legal Department will prepare a package for submittal to the Attorney General's Office for approval as to form. The Legal Department and OLM will work with the Attorney General's Office to revise as necessary. For sales where the property value is \$10,000 or less, procedure continues at 4.7.8.

1 Exhibit 7

2 Exhibit 8

3 Exhibit 9

- 4.7.6. Upon approval by the Attorney General's Office, the Legal Department will provide OLM with the signed agreements. OLM will forward the sales package to the Office of the State Comptroller following SOP- SUBMITTALS TO THE OFFICES OF THE ATTORNEY GENERAL AND THE STATE COMPTROLLER (900-1-02.5).
- 4.7.7. If rejected by the Attorney General or State Comptroller, OLM will notify the Division Canal Engineer and the applicant or competitive process awardee and coordinate with Finance the refund of the appraisal and survey cost. Upon approval by the State Comptroller, OLM will notify the Legal Department, and the Legal Department will coordinate the closing.
- 4.7.8. After closing, OLM will forward a copy of the executed sale agreement to Finance, the Legal Department and the Division Canal Engineer. OLM will maintain the original document in the Project Record.
- 4.7.9. OLM will notify the GIS group and the Office of Maintenance and Operations to update Corporation maps and databases to reflect the sold property and will notify the Division of the sale.

5. Complying with §139-j and §139-k of the State Finance Law (Lobbying Law)

Any contact (inquiry, etc.) made regarding a real property transaction following the TAR form approval for negotiated sales and subsequent to the first notice of a competitive process for disposal of such real property (solicitation, RFP, etc.) is subject to the Lobbying Law and must be recorded. See the Executive Instruction entitled INAPPROPRIATE LOBBYING INFLUENCE IN AUTHORITY/CORPORATION PROCUREMENTS.

6. Responsibilities

BRPM will assist in developing the Auction Plan.

The Board will authorize sales of real property under the jurisdiction of the Corporation, except those under the contracts program.

The CRPMC will review proposed sales and make recommendations to approve or reject the transaction.

The CRC will review non-exempt sales for consistency with the CRP.

The Contracting Officer is responsible for compliance with and enforcement of the Canal Real Property Management Policy as it applies to disposals, including sales. The Contracting Officer, Legal Department, and Executive Director will sign sale agreements on behalf of the Corporation.

The Director of Canals will present the proposed sale to the Board for authorization or rejection and keep the Board apprised of the progress of the sale. The Director of Canals will also review any determinations of inconsistency with the CRC Plan made by the CRC.

The DCE will coordinate the review and initial processing of the sale application and the appraisal and survey process.

The Executive Director, Contracting Officer, and Legal Department will sign sale agreements on behalf of the Corporation.

Finance will coordinate the deposit of fees and monies received from applicants and any required refunds.

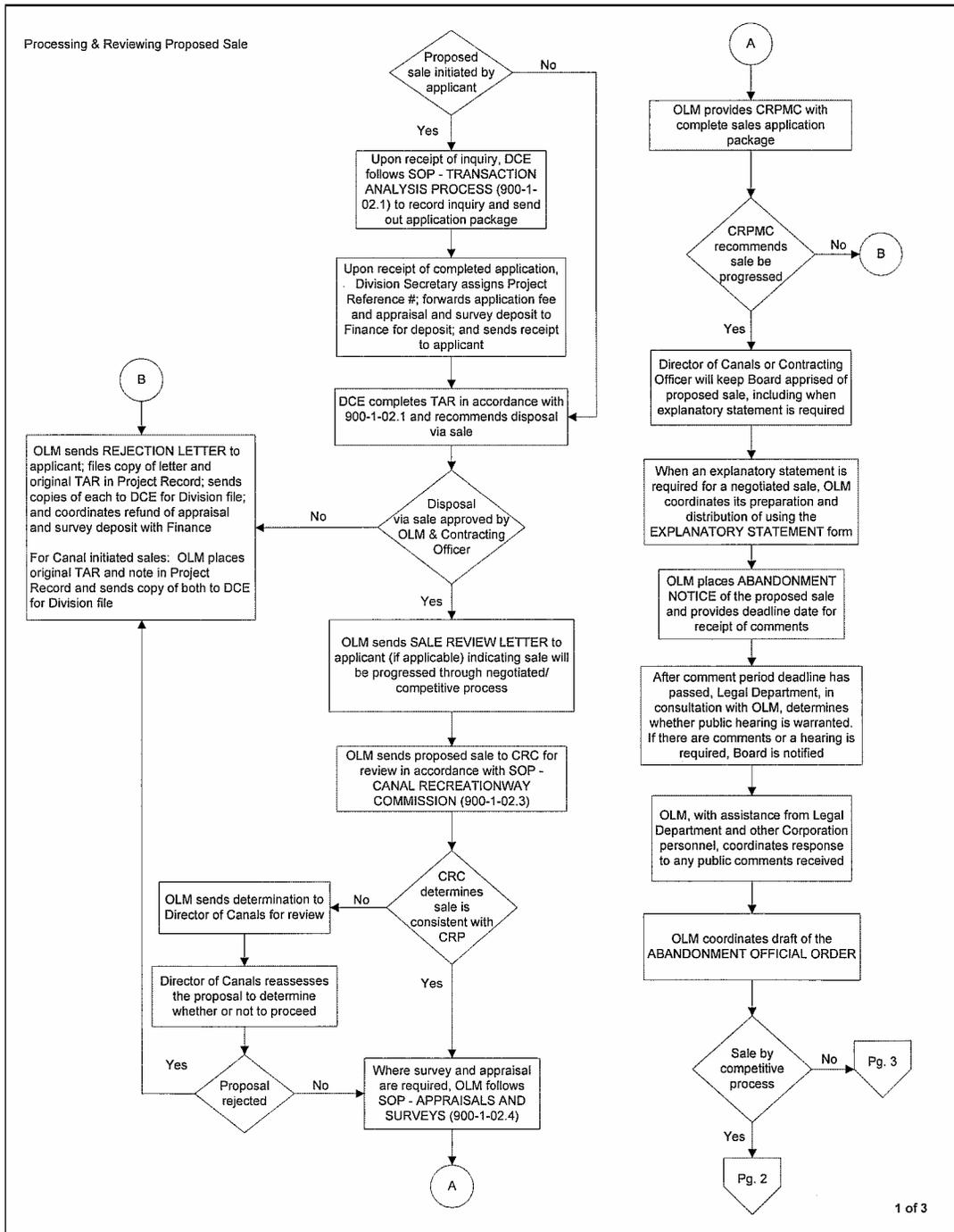
The GIS Group and Office of Maintenance and Operations will update maps and databases following the sale.

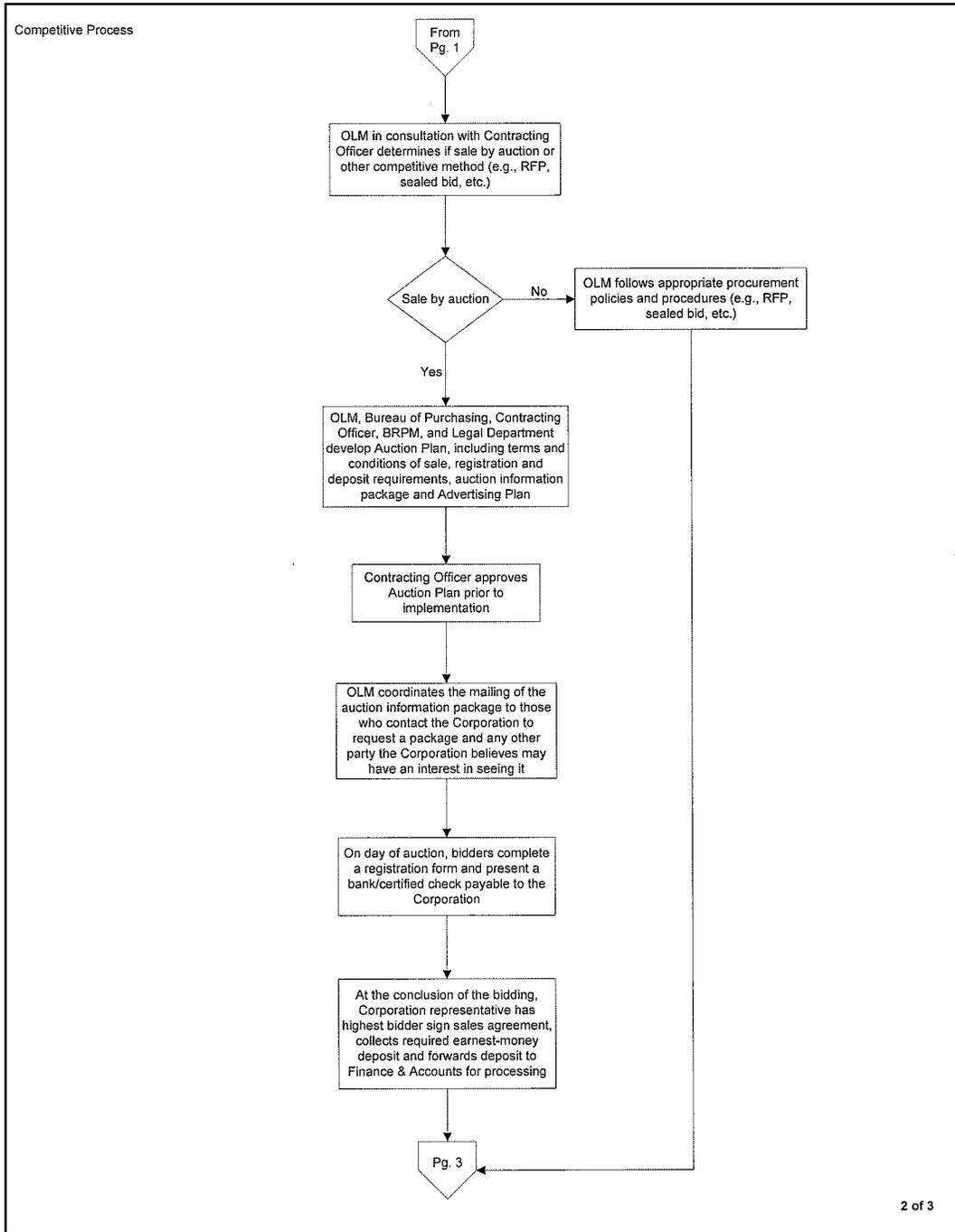
The Legal Department will assist in the development of the Auction Plan, prepare sale agreements and obtain signatures, assist in the abandonment process, coordinate reviews by the Attorney General's Office, and oversee closings. The Legal Department, Contracting Officer, and Executive Director will sign sale agreements on behalf of the Corporation.

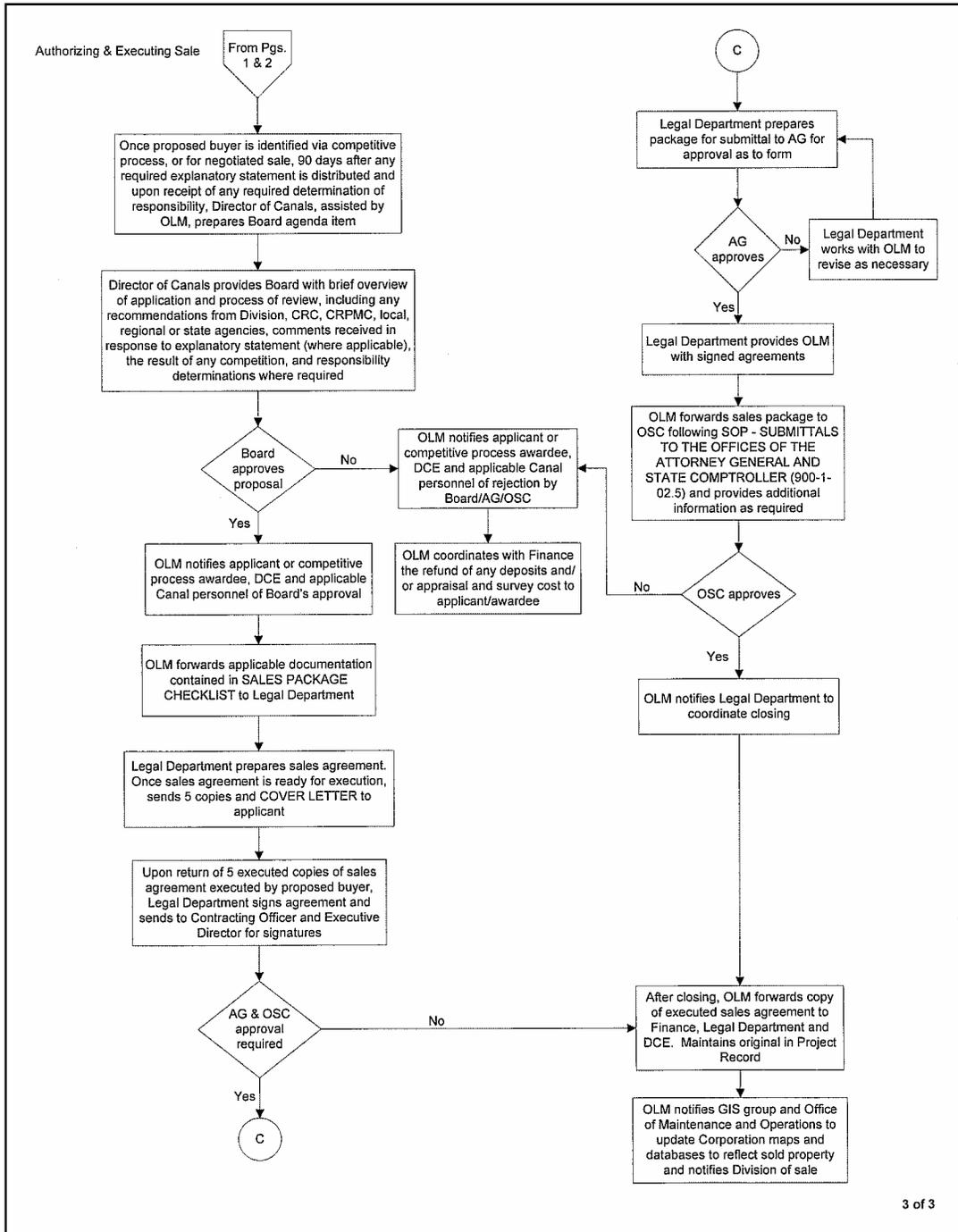
OLM will coordinate the sale application approval process including contacts with the applicant, preparation and distribution of any required explanatory statements, the abandonment process, auction process, and submittals to the Office of the State Comptroller.

Purchasing will assist in developing the Auction Plan.

7. Flowchart







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EXHIBIT 1
REJECTION LETTER

This letter will be used to notify the applicant that the proposed sale has been rejected.

Date

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear <insert name>:

Thank you for your interest in the property at the above referenced location. I regret to inform you that your request has been denied at this time, because <insert appropriate text based on **one** of the choices below>.

Should you have any questions, I can be reached at <insert phone number>.

Sincerely,

Name
Title
Department

Option 1: the property is needed for future Canal Corporation purposes.

Option 2: the proposed use of the property is not consistent with the Canal Recreationway Plan or Canal Corporation goals.

Option 3: the Canal Corporation is not the owner of the property or the property is not under the jurisdiction of the Canal Corporation.

Option 4: If none of the above applies, insert specific details to explain the reason for the rejection.

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EXHIBIT 2
SALE REVIEW LETTER
Page 1 of 5

Sent to an applicant following approval of the proposed sale by the Contracting Officer on the TAR form. This letter is for sales in excess of \$15,000 that will result in a public auction.

< insert date >

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear < insert name >:

Thank you for your interest in the property at the above referenced location. Your sale application is being progressed and will result in a public auction. If you are not the winning bidder, your survey and appraisal deposit will be refunded.

Any contact regarding a real property transaction is subject the New York State Lobbying Law and must be recorded. The restricted period for such contact will begin with the initial auction advertisement and the official contact for the Canal Corporation will be identified in the auction advertisement.

Should you have any questions prior to the auction advertisement, I can be reached at < insert phone number >.

Sincerely,

Name
Title
Department

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SALE REVIEW LETTER

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Sent to an applicant following approval of the proposed sale by the Contracting Officer on the TAR form. This letter is for sales in excess of \$15,000 that will result in a Request For Proposal (RFP).

< insert date >

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear < insert name >:

Thank you for your interest in the property at the above referenced location. Your sale application is being progressed and will result in a Request for Proposal (RFP). If you are not the winning bidder, your survey and appraisal deposit will be refunded.

Any contact regarding a real property transaction is subject the New York State Lobbying Law and must be recorded. The restricted period for such contact will begin with the initial RFP advertisement and the official contact for the Canal Corporation will be identified in the RFP.

Should you have any questions prior to the auction advertisement, I can be reached at < insert phone number >.

Sincerely,

Name
Title
Department

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SALE REVIEW LETTER

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Sent to an applicant following approval of the proposed sale by the Contracting Officer on the TAR form. This letter is for sales in excess of \$15,000 that will result in a negotiated sale.

< insert date >

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear < insert name >:

Thank you for your interest in the property at the above referenced location and your sale application is being progressed.

Any contact regarding this real property transaction is subject the New York State Lobbying Law and must be recorded. The restricted period for such contact will begin upon your receipt of this letter and all questions concerning this lease must be addressed to the following person:

Name
Title
New York State Thruway Authority/New York State Canal Corporation
200 Southern Boulevard
Albany, New York 12209
Phone
Fax
E-mail

Please acknowledge this notification of the restricted period and the contact person, by signing and dating below and returning this letter to us.

Sincerely,

Name
Title
Department

Acknowledgement: _____ Date: _____

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SALE REVIEW LETTER

Page 4 of 5

Sent to an applicant following approval of the proposed sale by the Contracting Officer on the TAR form. This letter is for sales of \$15,000 or less that will result in a public auction without bids.

< insert date >

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear < insert name >:

Thank you for your interest in the property at the above referenced location. Your sale application is being progressed and will result in an auction without public advertising for bids. If you are not the winning bidder, your survey and appraisal deposit will be refunded.

Should you have any questions, I can be reached at <insert phone number>.

Sincerely,

Name
Title
Department

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SALE REVIEW LETTER

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Sent to an applicant following approval of the proposed sale by the Contracting Officer on the TAR form. This letter is for sales of \$15,000 or less that will result in a negotiated sale.

< insert date >

Name
Address
City, State, Zip

Re: <Location and description of property>
Project Reference Number:

Dear < insert name >:

Thank you for your interest in the property at the above referenced location. Your sale application is being progressed and if you have any questions, I can be reached at <insert phone number>.

Sincerely,

Name
Title
Department

SALES

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EXHIBIT 3
CRPMC SALES PACKAGE CHECKLIST

This checklist contains the list of information that shall be in a package submitted to the CRPMC for review.

Content under development

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EXHIBIT 4
SAMPLE EXPLANATORY STATEMENT

The form gives the information that should be contained in any required explanatory statement.

Content under development

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EXHIBIT 5
SAMPLE ABANDONMENT NOTICE

This is the format and information that will be used for an abandonment notice.

NEW YORK STATE CANAL CORPORATION

NOTICE OF PROPOSED ABANDONMENT
(TRANSFER OF REAL PROPERTY)

OF

A portion of Enlarged Erie Canal land situated in the Town of Minden,
County of Montgomery, State of New York

TO WHOM IT MAY CONCERN:

PLEASE TAKE NOTICE, that pursuant to the provisions of Section 51 of the Canal Law; the undersigned, acting for and in behalf of the New York State Canal Corporation; a subsidiary of the New York State Thruway Authority; invites interested parties to file written statements in its office, 200 Southern Boulevard, Albany, NY 12201, on or before <insert date>, either supporting or opposing the proposed abandonment of a portion of Enlarged Erie Canal land situated in the Town of Minden, County of Montgomery, bounded and generally described as follows:

The requested parcel is located on the south side of the Erie Canal, just easterly of the Montgomery/Herkimer County line, approximately 2 ½ miles west of the Village of Saint Johnsville and immediately to the west of the County Road 65 bridge over the Canal. An old railroad grade runs through the parcel, which the Canal Corporation is proposing to transfer to Montgomery County for the reconstruction of County Route 65 and the construction of the Canalway Trail. It is a generally rectangular parcel, roughly 94' by 179', totaling approximately 0.373 Acres.

All as shown on Erie Canal Blue Line Map #137 on file at the New York State Canal Corporation, 200 Southern Boulevard, Albany, New York 12201.

DIRECTOR OF CANALS

Dated at Albany, New York
this 4th of May, 2006

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EXHIBIT 6
ABANDONMENT OFFICIAL ORDER
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This is the format that would be used for an abandonment official order.

<p>OFFICIAL ORDER NEW YORK STATE THURWAY AUTHORITY</p> <p>SUBJECT: Abandonment of a Portion of Glens Falls Feeder Canal Land in the Village of Hudson Falls, Washington County, State of New York</p> <p>DATE: , 2006</p> <p>NUMBER: CC-33</p> <p>AUTHORITY: Article VI of the Canal Law, §§ 50 and 51</p> <p>WHEREAS, Article VI of the Canal Law provides the method of abandonment of Canal Lands and pursuant to such provisions the Corporation has caused a Notice of Proposed Abandonment of a portion of Glens Falls Feeder Canal land situated in the Village of Hudson Falls, County of Washington, State of New York, to be published once each week for three successive weeks in the "Post Star" in Glens Falls, New York, on July 1, 8, and 15th, 2003, a newspaper published in the county wherein such lands are located, and</p> <p>WHEREAS, no statement has been filed opposing the proposed abandonment and no hearing appeared to be warranted, and the Canal Corporation Board by Resolution No. 318 at Meeting CC-113 having determined that the lands and appertaining structures are no longer necessary or useful as part of the New York State Canal System as an aid to navigation thereon, or for Canal Terminal purposes, and having authorized the abandonment of said lands and structures; and</p> <p>WHEREAS, notice of the proposed abandonment has been transmitted to the New York Canal Recreationway Commission; and</p> <p>WHEREAS, all revenues derived from the sale of the land abandoned by this Order are dedicated by statute to the Canal Development Fund, it is hereby</p> <p>ORDERED, that pursuant to the provisions of Article VI of the Canal Law, the lands hereinafter described and appertaining structures be and the same are hereby abandoned for Canal purposes:</p> <p>ALL THAT PARCEL of Champlain Canal Lands (Glens Falls Feeder Canal), situate in the Village of Hudson Falls, County of Washington, State of New York, more particularly bounded and described as follows:</p> <p>BEGINNING at a point marked by a found iron pipe at the northeast corner of Canal Abandonment Parcel No. 1722, said point being South 40° 53' 48" East, 252.60 feet from Canal Baseline Station 101+73.28; thence along the north bounds of said Canal Abandonment Parcel No. 1722, South 61° 40' 10" West, 30.19 feet to a point marked by a set capped iron rod; thence through the property of the People of the State of New York the following four (4) bearings and distances:</p> <p style="padding-left: 40px;">1) North 18° 01' 10" West, 57.43 feet to a set capped iron rod</p>

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- 2) North 21° 50' 59" West, 228.71 feet to a set capped iron rod
- 3) North 28° 27' 09" West, 168.63 feet to a set capped iron rod
and
- 4) North 73° 23' 46" East, 11.51 feet to a point on the Glen Falls Feeder Canal Blue Line;

thence along the said Canal Blue Line and along the westerly bounds of lands now or formerly of Stock the following three (3) bearings and distances:

- 1) South 28° 29' 00" East, 91.69 feet to Blue Line Pt. 91
- 2) South 26° 43' 00" East, 134.50 feet to Blue Line Pt. 89
and
- 3) South 36° 42' 00" East, 77.85 feet to a point on the west bounds of Feeder Street;

thence through the remaining property of the People of the State of New York and along the said west bounds of Feeder Street, the following two (2) bearings and distances:

- 1) South 27° 41' 12" East, 36.98 feet
and
- 2) South 30° 11' 12" East, 11.07 feet to a point on the Canal Blue Line;

thence along said Blue Line and along the westerly bounds of lands now or formerly of Stock, South 14° 23' 00" East, 101.84 feet to the point of beginning, containing 0.218 acre more or less.

All bearings referred to the True North as shown on a map entitled MAP OF A PORTION OF CHAMPLAIN CANAL LANDS BELONGING TO THE STATE, MADE PURSUANT TO CHAPTER 139, LAWS OF 1910, AND AMENDATORY LAWS - SHEET 3 - DATED FEB 14, 1928.

All as shown on Abandonment Map No. 870 on file in the New York State Canal Corporation, 200 Southern Boulevard, Albany, New York 12201-0189.

Together with and subject to covenants, easements and restrictions of record.

Subject to the right of the Canal Corporation to identify any non-exclusive easements(s) which it deems necessary to be retained for canal purposes in and to the above-described lands, and to reserve such easements(s) in favor of The People of the State of New York in any future conveyance of the premises.

Executive Director
New York State Thruway Authority

Date

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**EXHIBIT 7
SALES PACKAGE CHECKLIST**

The checklist contains the information that OLM will include to describe the sale for the Legal Department to prepare the final sales agreement and documentation.

New York State Thruway Authority New York State Canal Corporation	
Inter Office Memorandum	
TO: Legal Department	DATE:
FROM:	SUBJECT:
<p>Per your request, enclosed please find all the documents needed to draw up the Sales Agreement for the above referenced applicant.</p> <ul style="list-style-type: none"> <input type="checkbox"/> Canal Recreationway Commission Minutes (CRC) <input type="checkbox"/> Publication Notice of Abandonment <input type="checkbox"/> Signed Abandonment Survey Map <input type="checkbox"/> SEQRA Documentation <input type="checkbox"/> SHPO <input type="checkbox"/> Canal Real Property Management Committee Minutes (CRPMC) <input type="checkbox"/> Appraisal <input type="checkbox"/> Expert Review <input type="checkbox"/> Board Minutes <input type="checkbox"/> Board Resolution and Item <input type="checkbox"/> Official Order of Abandonment <input type="checkbox"/> Terms of Conveyance – Contained in the Board Item <input type="checkbox"/> Agreed special conditions of conveyance, including any easements or deed restrictions: <p>_____</p> <p>_____</p>	
<p>If there are any questions concerning this lease or any additional documentation is needed, please call me at <insert phone number >.</p>	

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EXHIBIT 9
COVER LETTER (FOR SAMPLE SALES AGREEMENT)

This describes the information that will be contained in the cover letter to the buyer and a sales agreement template.

Content under development