

**RESOLUTION RELATING TO PROFESSIONAL SERVICES AGREEMENT  
WITH ADVANCE ALBANY COUNTY ALLIANCE**

A regular meeting of Albany County Capital Resource Corporation (the “Corporation”) was convened in public session at the offices of the Corporation located at 111 Washington Avenue – Suite 100 in the City of Albany, Albany County, New York on November 5, 2025 at 5:45 o’clock p.m., local time.

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

**PRESENT:**

Hon. Gary Domalewicz	Chairperson
Hon. Wanda Willingham	Vice Chairperson
Michael J. Paparian	Treasurer
William Murphy	Secretary
Dennis Feeney	Director

**ABSENT:**

Hon. Wanda Willingham	Vice Chairperson
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Kevin O’Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Christopher C. Canada, Esq.	Corporation Counsel

The following resolution was offered by Michael J. Paparian, seconded by Dennis Feeney, to wit:

Resolution No. 1125-01

**RESOLUTION AUTHORIZING AMENDMENTS TO PROFESSIONAL SERVICES  
AGREEMENT WITH ADVANCE ALBANY COUNTY ALLIANCE (THE “AACa”)  
RELATING TO PROVISION OF PROFESSIONAL AND ADMINSTRATIVE  
SERVICES BY THE AACa FOR ALBANY COUNTY CAPITAL RESOURCE  
CORPORATION.**

WHEREAS, Albany County Capital Resource Corporation (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 NFPCL and the Corporation’s certificate of incorporation allow the Corporation to make certain appointments and approve certain administrative matters; and

WHEREAS, pursuant to a resolution adopted by the board of directors of the Corporation on June 21, 2023 (the “Approving Resolution”), the Corporation authorized the execution of an agreement with the Advance Albany County Alliance (the “AACa”) for the provision of professional and administrative services by the AACa; and

WHEREAS, pursuant to the Approving Resolution, the Corporation and the AACa entered into a professional services agreement effective as of June 21, 2023 (the “Professional Services Agreement”); and

WHEREAS, pursuant to Article 1 of the Professional Services Agreement, the term of the Professional Services Agreement expires on December 31, 2025; and

WHEREAS, pursuant to Articles 3 and 4 of the Professional Services Agreement, the Corporation is obligated to make payment to the AACa in the annual amount of \$133,333.33 in twelve (12) monthly installments of \$11,111.11 for professional and administrative services rendered thereunder; and

WHEREAS, in order to enhance the marketability of the Corporation for purposes of future economic development in Albany County, New York, the Corporation desires to amend (i) Article 1 of the Professional Services Agreement to reflect a term expiring on December 31, 2027 and (ii) Articles 3 and 4 of the Professional Services Agreement to require payment by the Corporation to the AACa in the annual amount of \$166,666.67 in twelve (12) monthly installments of \$13,888.89 for professional and administrative services rendered thereunder (collectively referred to hereinafter as the “Amendments”); and

WHEREAS, the Corporation desires to authorize the Chairperson of the Corporation to execute and deliver the Amendments on behalf of the Corporation;

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

Section 1. The Corporation hereby finds and determines that the Amendments are in the best interest of the Corporation, and therefore Authorizes and directs the Chairperson of the Corporation, with the assistance of Corporation Counsel, to execute and deliver the Amendments.

Section 2. All action taken by the Chairperson of the Corporation, Corporation Counsel or Staff of the Corporation with respect to the Amendments is hereby ratified and confirmed.

Section 3. The Chairperson of the Corporation is hereby authorized to execute and deliver the Amendments, and, where appropriate, the Secretary of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the form thereof presented to the members of the board of directors of the Corporation, with such changes, variations, omissions and insertions as the Chairperson of the Corporation shall approve, the execution thereof by the Chairperson of the Corporation to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Amendments, 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 Corporation with all of the terms, covenants and provisions of the Amendments binding upon the Corporation.

Section 5. 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:

Hon. Gary Domalewicz	VOTING	<u>YES</u>
Hon. Wanda Willingham	VOTING	<u>ABSENT</u>
Michael Paparian	VOTING	<u>YES</u>
William Murphy	VOTING	<u>YES</u>
Hon. Dennis Feeney	VOTING	<u>YES</u>

The 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 Albany County Capital Resource Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the board of directors of the Corporation (the "Board of Directors") held on November 5, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of 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 Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present 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 Corporation this 5<sup>th</sup> day of November, 2025.



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(Assistant) Secretary

(SEAL)