

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

A regular meeting of Albany County Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency 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 Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael J. Paparian	Chairperson
Dennis Feeney	Vice Chairperson
Marlene McTigue	Secretary
William Murphy	Treasurer
Anton Dreslin	Assistant Secretary
Hon. Wanda Willingham	Member
Paul Nylin	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Dennis Feeney, seconded by Marlene McTigue, to wit:

Resolution No. 1125-1

**RESOLUTION AUTHORIZING AMENDMENTS TO PROFESSIONAL SERVICES
AGREEMENT WITH ADVANCE ALBANY COUNTY ALLIANCE (THE “AACA”)
RELATING TO THE PROVISION OF PROFESSIONAL AND ADMINSTRATIVE
SERVICES BY THE AACA FOR ALBANY COUNTY INDUSTRIAL
DEVELOPMENT AGENCY.**

WHEREAS, Albany County Industrial Development Agency (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 178 of the 1975 Laws of New York, as amended, constituting Section 903-b 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, under Section 858 of the Act, the Agency has the power to approve certain administrative matters; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the Agency on March 22, 2023 (the "Preliminary Resolution"), the members of the Agency authorized the Chairperson of the Agency, with the assistance of Agency Special Counsel, to review and finalize an agreement for execution by the Agency and the Advance Albany County Alliance (the "AACA") for the provision of professional and administrative services by the AACA; and

WHEREAS, the Agency thereafter reviewed the proposed terms of a professional services agreement, which such agreement in draft form was presented to the members of the Agency for review and consideration, in connection with the Procurement Policy of the Agency (the "Policy"); and

WHEREAS, pursuant to Section 505(A) of the Policy, the Agency is authorized, in the sole discretion of the members of the Agency, to forego the requirements of Section 504 of the Policy with respect to the solicitation of alternative proposals, when the solicitation of alternative proposals or quotations will not be in the best interest of the Agency due to (a) the special or technical skill, training or expertise required to provide the services, and (b) the accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgement, integrity, continuity of service and moral worth of selected firm; and

WHEREAS, pursuant to a resolution adopted by the members of the Agency on June 21, 2023 (the "Approving Resolution"), the Agency (i) determined that the solicitation of alternative proposals or quotations related to the provision of professional and administrative services was not in the best interest of the Agency and (ii) authorized the Chairperson of the Agency to execute and deliver an agreement for the provisions of such professional and administrative services by the AACA on behalf of the Agency; and

WHEREAS, pursuant to the Approving Resolution, the Agency 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 Agency is obligated to make payment to the AACA in the annual amount of \$266,666.67 in twelve (12) monthly installments of \$22,222.22 for professional and administrative services rendered thereunder; and

WHEREAS, in order to enhance the marketability of the Agency for purposes of future economic development in Albany County, New York, the Agency 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 Agency to the AACA in the annual amount of \$333,333.33 in twelve (12) monthly installments of \$27,777.78 for professional and administrative services rendered thereunder (collectively referred to hereinafter as the "Amendments"); and

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

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

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

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

Section 3. The Chairperson of the Agency is hereby authorized to execute and deliver the Amendments, and, where appropriate, the 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 the members of the Agency, with such changes, variations, omissions and insertions as the Chairperson of the Agency shall approve, the execution thereof by the Chairperson of the Agency 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 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 Agency with all of the terms, covenants and provisions of the Amendments 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 vote on roll call, which resulted as follows:

Michael Paparian	VOTING	YES
Dennis Feeney	VOTING	YES
Marlene McTigue	VOTING	YES
William Murphy	VOTING	YES
Anton Dreslin	VOTING	YES
Paul Nylin	VOTING	YES
Hon. Wanda Willingham	VOTING	YES

The resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Albany County 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 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 Agency 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 Agency 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 Agency this 5th day of November, 2025.



(Assistant) Secretary

(SEAL)