

**BOARD RESOLUTION
TO ENGAGE THE COUNTY OF ALBANY TO PROVIDE THE AUTHORITY WITH
PROPERTY MANAGEMENT & MANINTENANCE SERVICES REALTED TO FORMER
COLLEGE
OF SAINT ROSE CAMPUS PROPERTIES**

A regular meeting of Albany County Pine Hills Land Authority (the “Authority”) was convened in public session at 1009 Madison Avenue, Albany, NY, 12208 on November 18, 2025 at 10:00 o’clock a.m., local time.

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

PRESENT:

Dominic Mazza	Chairperson
John Nigro	Vice Chairperson
Alison Walsh	Secretary
Sarah Reginelli	Treasurer
Jasmine Higgins	Member
Dannielle Melendez	Member
Alejandra Paulino	Member

EXCUSED:

AUTHORITY STAFF PRESENT INCLUDED THE FOLLOWING:

Kevin O’Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Dylan Turek	Senior Vice President (AACa)
Joe Galea	Director of Facility Operations
Thomas M. Owens, Esq.	Authority Outside Counsel
Paul Goldman, Esq.	Authority Outside Counsel

The following resolution was offered by Alison Walsh, seconded by Alejandra Paulino, to wit:

Resolution No. 2025-11-02

BOARD RESOLUTION TO RETAIN THE COUNTY OF ALBANY TO PROVIDE THE AUTHORITY WITH PROPERTY MANAGEMENT AND MANINTENANCE SERVICES REALTED TO FORMER COLLEGE OF SAINT ROSE CAMPUS PROPERTIES

WHEREAS, the Authority is a body corporate and politic constituting a public benefit corporation of the State of New York (the “State”), created and existing under and by virtue of Title 28-C of Article 8 of the Public Authorities Law of the State (the “PAL”), Chapter 168 of the Laws of 2024 of the State, as amended from time to time (the “Act”), organized for the purpose of, among other things, acquiring, promoting, and repositioning the campus of the former The College of Saint Rose (the “College”) to the highest and best use; and

WHEREAS, the Authority is authorized and empowered by the provisions of the Act to protect adequate and accessible performing arts centers, athletic fields, educational facilities, and residential

facilities; preserve facilities at risk of being underutilized and becoming blighted; and stimulate and promote a healthy economy within the County of Albany, New York (the “County”); and

WHEREAS, to accomplish its stated purposes, the Authority is authorized and empowered under the Act to (A) to acquire, construct, reconstruct, continue, develop, equip, expand, improve, maintain, finance, and operate the College’s facilities and services within the County; (B) to make contracts and leases and to execute all instruments necessary or convenient for its corporate purposes; and (C) to issue its negotiable bonds to finance the cost such project or for any other corporate purpose; and

WHEREAS, Section 2676-a of Act provides that “[t]he [New York State] legislature hereby find and declares . . . in order to ensure a healthy economy for such area and to promote the general welfare of its residents, it is necessary to maintain and improve the college of Saint Rose facilities”; and

WHEREAS, Section 2676-a of the Act also provides that the Authority purposes shall include: (i) “to promote accessible, efficient and economically productive use of the facilities;” (ii) “to acquire, construct, reconstruct, continue, develop, equip, expand, improve, maintain . . . and operate the college of Saint Rose facilities”; and (iii) “to stimulate and promote economic development”; and

WHEREAS, Section 2676-a of the Act also provides that “[s]uch purposes are in all respect public purposes for the benefit for the state of New York” and “that the acquisition, construction, reconstruction, development, expansion, improvement, equipping, operation and maintenance of any project financed or undertaken by the authority or the county shall be deemed to be the performance of an essential governmental function by the authority or the county acting in its governmental capacity”; and

WHEREAS, Section 2676-f of the Act provides that the Authority shall have power to: (i) “[t]o acquire, construct, reconstruct, lease, expand, improve, maintain, equip, furnish, or operate one or more projects”; (ii) “[t]o enter into contracts . . . with . . . any person . . . and to execute all instruments necessary or convenient to accomplishing its corporate purposes”; and (iii) “[w]ith the consent of the county executive, and in coordination with the advance Albany county alliance, to use employees, agents, consultants, and facilities of the county, paying the county its agreed proportion of the compensation or costs”;

WHEREAS, Section 2676-g of the Act provides that “[t]he [A]uthority may, on such terms as the [A]uthority may determine necessary . . . construct, effectuate, operate, manage, maintain, renovate, improve, extend, or repair any of college of Saint Rose facilities”; and

WHEREAS, Section 2676-g of the Act provides that the Authority may enter into “joint service agreements” for the “operation . . . , maintenance . . . , or repair by contract . . . on such terms as the authority may deem necessary, convenient, or desirable . . . with any public corporation”; and

WHEREAS, pursuant to the above provisions of the Act, and due to the fact that the Authority has more limited staff resources and capabilities as compared to the staff resources and capabilities of the County, the Authority now desires to enter into a joint service agreement and/or contract with the County (“Property Agreement”) for the County (i) to provide property management and maintenance services on the Campus (“Property Services”), and (ii) in order to save public funds, to provide in the Property Agreement the County with the ability to possess and use any available Authority equipment and/or personal property in deemed useful by the County in providing such Property Services; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ALBANY COUNTY PINE HILLS LAND AUTHORITY, AS FOLLOWS:

Section 1. All action taken by the staff, counsel, Committees, Chairperson, Vice Chairperson, Board Members, and/or Chief Executive Officer of the Authority with respect to entering into the Property Agreement and obtaining the Property Services from the County is hereby ratified and confirmed.

Section 2. Pursuant to SEQRA, based upon an examination of the actions related to the Agreement, the Authority hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(27) of the Regulations, the execution and delivery of the Property Agreement is a "Type II action" (as said quoted term is defined in the Regulations).

(B) Accordingly, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under SEQRA with respect to executing the Property Agreement and/or obtaining the Property Services.

Section 3. In consequence of the foregoing, the Authority hereby determines to: (A) negotiate and enter into the Property Agreement with the County for on terms and conditions approved by the Chair, Vice Chair or Chief Executive Officer, (B) enter into any related documents thereto, and (C) to do all things necessary or appropriate for the accomplishment thereof.

Section 4. The Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority, with the assistance of the staff and counsel to the Authority, is authorized to negotiate and approve the form and substance of the Property Agreement.

Section 5. (A) The Chairperson, Vice Chairperson and/or Chief Executive Officer of the Authority is hereby authorized, on behalf of the Authority, to execute and deliver the Property Agreement and related documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Authority is hereby authorized to affix the seal of the Authority thereto and to attest the same, all in the forms thereof as the Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority shall approve, the execution thereof by the Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chairperson, and/or Chief Executive Officer of the Authority is hereby further authorized, on behalf of the Authority, to designate any additional authorized representatives of the Authority (each, an "Authorized Representative").

Section 6. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required or provided for by the provisions of the Property Agreement, 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 Authority with all of the terms, covenants and provisions of the Property Agreement binding upon the Authority.

Section 7. 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:

Dominic Mazza	VOTING	YES
John Nigro	VOTING	YES
Alison Walsh	VOTING	YES
Sarah Reginelli	VOTING	YES
Jasmine Higgins	VOTING	YES
Dannielle Melendez	VOTING	Excused
Alejandra Paulino	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

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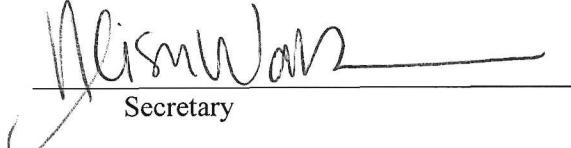
STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:
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I, the undersigned Secretary of Albany County Pine Hills Land Authority (the "Authority"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Authority, including the resolution contained therein, held on November 18, 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 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 Authority 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 duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Authority 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 Authority this 18th day of November, 2025.



Alison Warner
Secretary