

**ALBANY COUNTY CAPITAL RESOURCE CORPORATION
RESOLUTION APPROVING PUBLICITY - GRANT AGREEMENT WOMEN'S NCAA
TOURNAMENT - 2024**

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 in the City of Albany, Albany County, New York on January 3, 2024 at 5:00 o'clock p.m., local time.

The meeting was called to order by the Chairman of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Hon. Gary Domalewicz	Chairman
Hon. William M. Clay	Vice Chairman
Michael J. Papanian	Treasurer
Gene Messercola	Assistant Secretary

EXCUSED:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Kevin O'Connor	Chief Executive Officer
Amy Thompson	Chief Financial Officer
Rosemary McHugh	Economic Development Coordinator
A. Joseph Scott, III, Esq.	Counsel

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

Resolution No. 0124-_____

RESOLUTION AUTHORIZING THE EXPENDITURE OF MONEYS IN
CONNECTION WITH THE SPONSORSHIP OF THE WOMEN'S REGIONAL NCAA
TOURNAMENT GAMES IN ALBANY, NEW YORK.

WHEREAS, pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act") and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Albany County, New York (the "County") adopted a resolution on September 8, 2014 (the "Sponsor Resolution") (A) authorizing the incorporation of Albany County Capital Resource Corporation (the "Corporation") under the Enabling Act and (B) appointing the initial members of the Board of Directors of the Corporation, who serve at the pleasure of the County Legislature of the County; and

WHEREAS, in September, 2014, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation as a public instrumentality of the County; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber

any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Corporation are principally to be conducted; and

WHEREAS, the Corporation has been asked to consider funding a grant (the "Grant") to provide moneys for the sponsorship of the NCAA women's college basketball regional tournament to be held at the MVP Arena in downtown Albany, New York (the "Project"); 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 Corporation must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Project; and

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

WHEREAS, the Corporation desires to undertake the Project and provide moneys in the form of a Grant to undertake the Project;

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

Section 1. Based upon an examination of the Project, the Corporation hereby determines that the Project in effect constitutes the financing of information collection of the type described in 6 NYCRR 617.5(c)(18) and/or preliminary planning of the type described in 6 NYCRR 617.5(c)(21) and, accordingly, constitutes a "Type II action" pursuant to 6 NYCRR 617.5(a), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Corporation has no further responsibilities under SEQRA with respect to the Project.

Section 2. The Corporation hereby finds and determines that:

(A) By virtue of the Act, the Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) As described in the materials describing the Project, the Project consists of various activities that will promote Albany County on a local, national and international level, and, accordingly it constitutes a "project," as such term is defined in the Act; and

(C) The undertaking of the Project and the entering into by the Corporation of the Grant Agreement will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Albany County, New York and the State of New York and improve their standard of living; and

(D) It is desirable and in the public interest for the Corporation to provide for the Grant.

Section 3. In consequence of the foregoing, the Corporation hereby determines to enter into a grant agreement (the "Grant Agreement") to provide for a Grant in an amount not to exceed \$20,000 to pay a portion of the costs relating to the Project pursuant to the terms and conditions of the Grant Agreement; provided, however, that the approval for such grant is contingent upon (A) finalization of the terms of a Grant Agreement pursuant to Section 5 below, and (B) the following additional conditions:

_____.

Section 4. The Corporation is hereby authorized to do all things necessary or appropriate for the accomplishment of the provisions of the Grant Agreement, and all acts heretofore taken by the Corporation with respect to such Grant Agreement are hereby ratified, confirmed and approved.

Section 5. The CEO of the Corporation, with the assistance of counsel, is hereby authorized to finalize the terms of the Grant Agreement and to provide for the making of the Grant to undertake the Project.

Section 6. The Chairman (or Vice Chairman) of the Corporation is hereby authorized, on behalf of the Corporation, to execute and deliver the Grant Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 7. 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 Grant 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 Corporation with all of the terms, covenants and provisions of the Grant Agreement binding upon the Corporation.

Section 8. 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:

Hon. Gary Domalewicz	VOTING	_____
Hon. William M. Clay	VOTING	_____
Michael J. Paparian	VOTING	_____
Gene Messercola	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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 Corporation, including the Resolution contained therein, held on January 3, 2024 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 set forth 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 Corporation 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 Corporation 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 ___ day of January, 2024.

(Assistant) Secretary

(SEAL)