

**ALBANY COUNTY CAPITAL RESOURCE CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION 2020**

A regular meeting of the Board of Directors of Albany County Capital Resource Corporation (the “Corporation”) was convened in public session in Room 740 at 112 State Street in the City of Albany, Albany County, New York on August 5, 2020 at 6:00 o’clock p.m., local time.

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

PRESENT:

Hon. Gary Domalewicz	Chairman
Hon. William M. Clay	Vice Chairman
Michael J. Paparian	Treasurer
Hon. Nathan L. Bruschi	Secretary
Gene Messercola	Assistant Secretary

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1 issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

William Murphy	Chief Executive Officer / Acting CFO
Allen F. Maikels	Corporation Accountant
Walter J. Forman, Esq.	Corporation Counsel
A. Joseph Scott, III	Bond Counsel

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

Resolution No. 0820-

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE
MATTERS OF THE CORPORATION.**

WHEREAS, 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, the directors of the Corporation desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Corporation hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A and contained in the Corporation's Policy Manual.

Section 2. The Corporation hereby authorizes the Chairman and the Chief Executive Officer to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. 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	_____
Hon. William M. Clay	VOTING	_____
Michael J. Paparian	VOTING	_____
Hon. Nathan L. Bruschi	VOTING	_____
Gene Messercola	VOTING	_____

The 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 directors of the Corporation held on August 5, 2020 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 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”) except as modified by Executive Order 202.1, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, 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 August, 2020.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Corporation Meeting Schedule

First Wednesday of every month unless otherwise directed by the Chairman.

Election of Officers of the Corporation

Hon. Gary W. Domalewicz, Chairman
Hon. William M. Clay, Vice Chairman
Michael J. Paparian, Treasurer
Hon. Nathan L. Bruschi, Secretary
Gene Messercola, Assistant Secretary

Appointment of Chief Executive Officer and Staff to the Corporation

William Murphy, Chief Executive Officer

Appointment of Chief Financial Officer to the Corporation

William Murphy, Acting Chief Financial Officer

Appointment of Accountant of the Corporation

Allen F. Maikels CPA

Appointment of Auditing Firm of the Corporation

Teal Becker & Chiamonte, CPAs

Appointment of Corporation Counsel

Walter J. Forman, Esq.

Appointment of Bond Counsel to the Corporation

A. Joseph Scott, III, Esq., Hodgson Russ LLP

Appointment of Bank of the Corporation and Accounts

Trustco
Manufacturers and Traders Trust Company

All of the officers of the Corporation are authorized to be signatories on behalf of the Corporation.

Approval and Confirmation of Corporation Policies

Uniform Tax Exemption Policy
Investment Policy
Procurement Policy
Public Authority Accountability Act Policies

Appointment of Contract Officer

Gary W. Domalewicz, Chairman

Appointment of Investment Officer

Michael J. Paparian, Treasurer

Appointment of Governance Committee Members

Nathan L. Bruschi, Chair
Gene Messercola
Michael J. Paparian

Appointment of Audit Committee Members

Michael Paparian, Chair
Gene Messercola
Nathan L. Bruschi

Appointment of Finance Committee Members

William M. Clay, Chair
Michael J. Paparian
Gene Messercola