

**RESOLUTION 20-2022
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, in accordance with Article IV, Section 9 of its bylaws, the Capitalize Albany Corporation (“CAC”) has a Governance Committee, and

WHEREAS, pursuant to the Board-approved Governance Committee Charter, the Committee shall periodically review its Charter and recommend any changes to the Board, and

WHEREAS, the Committee has performed such review of its Charter and recommends a minor amendment to clarify its review of compensation reasonableness,

NOW THEREFORE BE IT RESOLVED, that the Board of Directors approves the attached CAC Governance Committee Charter, as amended.

Signed: *John Vero*
John Vero, Esq., Secretary

Date of Authorization: December 13, 2022
Prepared by: Thomas M. Owens

The question of the adoption of the foregoing resolution was duly put to a vote on roll call, which resulted as follows:

Board Member	Voting	Board Member	Voting	Board Member	Voting
Kaweeda Adams	Absent	Heather Mulligan	AYE	John Vero	AYE
Michael Castellana	AYE	David Parente	AYE		
Sonya del Peral	AYE	Matthew Peter	AYE		
Michael Fancher	Absent	Havidan Rodriguez	AYE		
Anthony Gaddy	Absent	Anders Tomson	Absent	Aye: 8 No: 0	
John Harris	AYE	Karen Torrejon	Absent	Recused: 0	