

**RESOLUTION 14-2024
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, Article II (section 2) and Article III (section 2) of the bylaws of the Capitalize Albany Corporation (“CAC”) provide that the CAC Members, at their Annual Meeting, elect Directors to fill vacancies on the CAC Board which exist due to expired terms or other reasons; and

WHEREAS, the CAC Annual Meeting is scheduled for December 17, 2024, and at such meeting the Members shall elect Directors to fill eight (8) open Board positions for terms effective from January 1, 2025 through the dates specified below;

WHEREAS, furthermore, the Corporation’s bylaws provide “[t]he Directors shall be elected as terms expire and each shall continue in office for a term of three (3) years and until his successor shall have been elected and qualified, or until his death, resignation, or removal”, and the Board desires to amend the bylaws to provide for staggered Board terms (which amendment shall be provided to the Members for ratification at the December 2024 Annual Meeting);

WHEREAS, procedurally, each of the eight candidates identified below shall be considered, and voted on, individually for nomination by the Board to the Members to fill an open Board position pursuant to eight separate votes of the Board for the terms indicated below (with each candidate who is a current Director abstaining from the deliberation/vote related to herself/himself), with this Resolution 14-2024 meant only to summarize the results of such eight separate Board votes;

NOW THEREFORE BE IT RESOLVED, (i) Article III (section 2) of the bylaws shall be amended to “[t]he Directors shall be elected as terms expire and each shall continue in office for a term of up to three (3) years (as determined by the Board) and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal”; and (ii) the Board of Directors nominates the following candidates to the CAC Members for election to fill such eight (8) Board positions for the terms as indicated below:

<u>Name</u>	<u>Term</u>
Kaweeda Adams	December 31, 2027
Michael Castellana	December 31, 2025
Sonya del Peral	December 31, 2027
Anthony Gaddy	December 31, 2027
Heather Mulligan	December 31, 2027
David Parente	December 31, 2027
Richard Sleasman	December 31, 2026
Toyin Tofade	December 31, 2026

Signed:



John Vero, Esq., Secretary

Date of Authorization: October 22, 2024
Prepared by: Ashley Mohl

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	Karen Torrejon	Absent
Michael Castellana	Aye	David Parente	Aye	John Vero	Aye
Sonya del Peral	Aye	Havidan Rodriguez	Absent		
Michael Fancher	Aye	Richard Sleasman	Aye		
Anthony Gaddy	Aye	Toyin Tofade	Aye	Aye: 11 No: 0	
John Harris	Aye	Anders Tomson	Aye	Recused: 0	