

**RESOLUTION 4-2026
OF THE
CAPITALIZE ALBANY CORPORATION**

WHEREAS, the Capitalize Albany Corporation (the “Corporation”) has issued a request for proposals, together with subsequent modifications, addenda and clarifications thereto (collectively, the “RFP”), for the redevelopment of Liberty Park (the “Liberty Park Project”); and

WHEREAS, due to the extensive scope of the Liberty Park Project and the large number of businesses, entities and individuals potentially participating in or affected by the proposed redevelopment, certain directors of the Corporation have identified actual, potential or perceived conflicts of interest requiring recusal from deliberations and voting relating to the evaluation and selection of a master developer for the Liberty Park Project; and

WHEREAS, the Board of Directors desires to ensure that the procurement, evaluation and selection process for the Liberty Park Project remains transparent, legally defensible and capable of proceeding notwithstanding such recusals; and

WHEREAS, pursuant to Article III, Section 1 and Article IV, Section 9 of the By-Laws of the Corporation, the Board of Directors is authorized to establish committees and delegate authority thereto; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the Corporation to reconstitute the Liberty Park Committee as a committee of the Board comprised of directors who are eligible to participate in matters relating to the Liberty Park Project and to delegate to such committee the authority set forth herein; and

WHEREAS, the Board of Directors further desires to ratify and confirm prior actions undertaken by the Liberty Park Committee and the staff of the Corporation in connection with the Liberty Park Project;

NOW, THEREFORE, BE IT

RESOLVED, that the foregoing recitals are hereby incorporated into and made a part of these resolutions as if fully set forth herein; and be it further

RESOLVED, that effective immediately, the Liberty Park Committee is hereby reconstituted as a committee of the Board pursuant to Article III, Section 1 and Article IV, Section 9 of the By-Laws of the Corporation; and be it further

RESOLVED, that the Liberty Park Committee shall have full authority, on behalf of the Corporation, to review, evaluate and take action with respect to matters relating to the Liberty Park Project, including but not limited to the authority to review proposals, conduct interviews, request clarifications, evaluate submissions, rank proposers and make the final selection/determination of the specific parties and parcels for disposition for the Liberty Park Project in accordance with the RFP and the evaluation process established by the Corporation; and be it further

RESOLVED, that the following directors are hereby appointed to serve as members of the Liberty Park Committee:

<u>Designation</u>	<u>Name</u>
Member:	Christopher Ellis
Member:	Anthony Gaddy
Member:	David Parente
Member:	John Vero

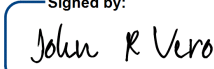
and be it further

RESOLVED, that the directors appointed to the Liberty Park Committee are intended to constitute the directors eligible to participate in deliberations and actions relating to the Liberty Park Project following disclosure of actual, potential or perceived conflicts of interest by other members of the Board of Directors; and be it further

RESOLVED, that, in the event the Board of Directors is unable to establish a quorum of disinterested directors with respect to matters relating to the final selection of the master developer for the Liberty Park Project due to recusals arising from actual, potential or perceived conflicts of interest, the Liberty Park Committee shall be authorized to exercise the delegated authority granted herein and to make the final selection/determination of the specific parties and parcels for disposition on behalf of the Corporation without further action by the Board of Directors; and be it further

RESOLVED, that any determination, recommendation, approval or selection made by the Liberty Park Committee pursuant to the authority delegated herein shall constitute the final action of the Corporation with respect to the selection of the parties for the Liberty Park Project; and be it further

RESOLVED, that all actions previously taken by the Liberty Park Committee and the staff of the Corporation in connection with the Liberty Park Project, including actions relating to the administration of the RFP process and evaluation of submissions, are hereby ratified, confirmed and approved in all respects.

Signed:  Signed by:

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 John Vero, Esq., Secretary

Date of Authorization: May 19, 2026
 Prepared by: Terrence M. Gilbride

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	<u>Absent</u>	Heather Mulligan	<u>Aye</u>	Anders Tomson	<u>Aye</u>
Michael Castellana	<u>Abstain</u>	David Parente	<u>Aye</u>	John Vero	<u>Aye</u>
Christopher Ellis	<u>Aye</u>	Sheila Seery	<u>Aye</u>		
Michael Fancher	<u>Aye</u>	Richard Sleasman	<u>Aye</u>		
Anthony Gaddy	<u>Aye</u>	Alfred Testa	<u>Absent</u>	Aye: 11 No: 0	
John Harris	<u>Aye</u>	Toyin Tofade	<u>Aye</u>	Recused: 0 Abstain: 1	