

**RENSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL HOUSEKEEPING RESOLUTION 2023**

A regular meeting of Rensselaer County Industrial Development Agency (the “Agency”) was convened in public session in the 3rd Floor Conference Room of the Quackenbush Building located at 333 Broadway in the City of Troy, Rensselaer County, New York on May 11, 2023 at 4:00 o’clock p.m., local time.

The meeting was called to order by the Vice Chair of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Michael Della Rocco	Vice Chair
John H. Clinton, Jr.	Member
Justin Law, Esq.	Member
Matthew Polsinello	Member
Cory Jones	Member

**ABSENT:**

Douglas Baldrey	Member
Frank Lewandusky	Member

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Robert L. Pasinella, Jr.	Executive Director
Lucas Ashby	Assistant Executive Director
Robin LaBrake	Assistant
Bill Film	Agency Compliance Officer
Peter R. Kehoe, Esq.	Special Agency Counsel
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by John H. Clinton, Jr., seconded by Cory Jones, to wit:

Resolution No. 0523-02

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

WHEREAS, Rensselaer County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 128 of the 1974 Laws of New York, as amended, constituting Section 903-d of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New

York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, as provided in the Agency's by-laws and the Governance Committee Charter, the members of the Governance Committee have reviewed and made certain recommendations on the Agency by-laws and policies; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

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

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

Section 2. The Agency hereby authorizes the Chair and the Executive Director 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:

Michael Della Rocco	VOTING	YES
Douglas Baldrey	VOTING	ABSENT
John H. Clinton, Jr.	VOTING	YES
Matthew Polsinello	VOTING	YES
Justin Law	VOTING	YES
Frank Lewandusky	VOTING	ABSENT
Cory Jones	VOTING	YES

The Resolution was thereupon declared duly adopted.

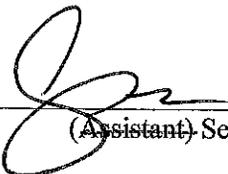
STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF RENSSELAER )

I, the undersigned (~~Assistant~~) Secretary of Rensselaer County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 11, 2023 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 Agency 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 Agency 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 Agency this 11th day of May, 2023.

  
\_\_\_\_\_  
(~~Assistant~~) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Agency Meeting Schedule

Second Thursday of each month at 4:00 o'clock p.m., local time

Election of Officers of the Agency

Justin Law, Chair  
Matthew Polsinello, Vice Chair  
Cory Jones, Secretary/Treasurer  
John H. Clinton, Jr., Assistant Secretary/Assistant Treasurer

Appointment of Chief Executive Officer and Staff to the Agency

Robert L. Pasinella, Jr., Executive Director  
Lucas Ashby, Assistant Executive Director  
Robin LaBrake, Assistant  
Bill Film, Agency Compliance Officer  
Melissa Gregware, Secretary to Executive Director  
CFO for Hire

Appointment of Accounting Firm of the Agency

Wojeski and Co.

Appointment of Agency Counsel

John E. Sweeney, Esq.

Appointment of Special Agency Counsel

Peter R. Kehoe, Esq.

Appointment of Bond Counsel to the Agency

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

Appointments to Governance Committee

Justin Law, Chair  
Matthew Polsinello, Vice Chair  
Cory Jones, Secretary/Treasurer  
John H. Clinton, Jr., Assistant Secretary/Assistant Treasurer

Appointments to Audit Committee

Justin Law, Chair  
Matthew Polsinello, Vice Chair  
Cory Jones, Secretary/Treasurer  
John H. Clinton, Jr., Assistant Secretary/Assistant Treasurer

Appointments to Finance Committee

Justin Law, Chair  
Matthew Polsinello, Vice Chair  
Cory Jones, Secretary/Treasurer  
John H. Clinton, Jr., Assistant Secretary/Assistant Treasurer

Approval and Confirmation of Agency Policies

Retaliatory Action Policy  
Uniform Criteria Policy  
Recapture Policy  
Investment Policy  
Compensation Policy  
Procurement Policy  
Property Acquisition Policy  
Property Disposition Policy  
Uniform Tax Exemption Policy

Appointment of Contract Officer

Robert L. Pasinella, Jr.

Appointment of Investment Officer

Robert L. Pasinella, Jr.

\*Pursuant to *Article IV, Section 3: Additional Personnel* of the Agency's bylaws, the Agency may from time to time employ such personnel as it deems necessary to exercise its statutory powers, duties and functions. The selection and compensation of all personnel shall be determined by the Agency.