

**RESOLUTION AUTHORIZING RENSSELAER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY TO DEBIT ESCROW ACCOUNT UNDER THE FUNDING  
AGREEMENT IN CONNECTION WITH THE ACCELERATOR PROJECT**

A regular meeting of the Board of Directors of Rensselaer County Capital Resource Corporation (the "Corporation") was convened in public session in the 3rd Floor Conference Room at the Quackenbush Building located at 333 Broadway in the City of Troy, Rensselaer County, New York on January 8, 2026 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Justin A. Law	Chairperson
Matthew Polsinello	Vice Chairperson
Cory Jones	Secretary/Treasurer
Justin Buchanan	Assistant Secretary/Treasurer
Frank Lewanduski	Member
Alyssa Otis	Member

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
John Murphy	Deputy Director
Robin LaBrake	Executive Assistant
Bill Film	Compliance Officer
Melissa Brownell	Secretary
Peter R. Kehoe, Esq.	Special Counsel
John E. Sweeney, Esq.	Corporation Counsel
Nadene E. Zeigler, Esq.	Bond Counsel

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 0126-\_\_\_\_

RESOLUTION AUTHORIZING RENSSELAER COUNTY CAPITAL RESOURCE  
CORPORATION TO AUTHORIZE RENSSELAER COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY TO DEBIT THE RENT ESCROW ACCOUNT UNDER  
THE FUNDING AGREEMENT IN CONNECTION WITH THE ACCELERATOR  
PROJECT (AS DEFINED HEREIN).

WHEREAS, pursuant to the provisions of Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act") and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Rensselaer County, New York (the "County") adopted a resolution (A) authorizing the incorporation of Rensselaer County Capital Resource Corporation (the "Corporation") under the Enabling Act and (B) appointing the initial members of the board of directors of the Corporation; and

WHEREAS, in October, 2018, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation as a public instrumentality of the County; and

WHEREAS, the Corporation is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Corporation will be performing essential governmental functions; and

WHEREAS, consistent with the Enabling Act, under its Certificate of Incorporation, the purpose of the Corporation is to lessen the burdens of government by, among other things, undertaking projects and activities within the County for the purpose of bettering and maintaining job opportunities and carrying on scientific research for the purpose of aiding the County by attracting new industry to the County or by encouraging the development of, or retention of, an industry in the County; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Corporation are principally to be conducted; and

WHEREAS, the Rensselaer County Industrial Development Agency (the "Agency") owns an approximately 0.2474 acre parcel of land located at 30 Third Street (a/k/a/ 333 Broadway) (tax map number 101.53-9-1) in the City of Troy, Rensselaer County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Facility") with certain furniture, fixtures, machinery and equipment therein (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"); and

WHEREAS, pursuant to and in accordance with the Enabling Act and its Certificate of Incorporation, the Corporation wishes to undertake (i) an economic development project ("The Accelerator Project") in which the Agency is expected to dedicate a portion of the Project Facility for a one-of-a-kind business accelerator (the "Accelerator") with project partners and Facility tenants such as Rensselaer Polytechnic Institute, an education corporation organized and existing under the laws of the State of New York ("RPI") and/or SCALE.Rensselaer, Inc., a corporation formed or to be formed by RPI ("Accelerator OpCo,"), and (ii) such other and further related activities in furtherance of the purposes stated in the Enabling Act and the Certificate of Incorporation; and

WHEREAS, the Corporation, with the support of the Agency, requested grant funding from the County to assist the Corporation with The Accelerator Project, including but not limited to operating support for the Accelerator, and the purchase of specialized tools and equipment and specialized fit-up of a portion of the Project Facility, and related activities; and

WHEREAS, following such request by the Corporation, pursuant to the Rensselaer County Charter and Resolution Nos. G/477/24 and G/478/24 (collectively, the "County Resolutions"), the County authorized a grant to the Corporation by appropriating in the County's FY 2025 Budget an amount equal to eight million dollars (\$8,000,000) (the "Grant"); and

WHEREAS, in connection with the Grant, and pursuant to the County Resolutions, the County authorized an agreement with the Corporation, subject to a maximum expenditure by the County under the

agreement of eight million dollars (\$8,000,000), pursuant to which (A) the County would agree to provide the Grant, and (B) the Corporation would agree to accept the Grant and comply with certain compliance conditions including, but not limited to, providing annual reporting information to the County regarding The Accelerator Project and the application of the proceeds of the Grant; and

WHEREAS, by resolution adopted by the members of the board of directors of the Corporation on December 17, 2024 (the "Grant Acceptance Resolution"), the Corporation determined (A) pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), that the acceptance of the Grant and the execution and delivery of the County Funding Agreement (as hereinafter defined) constituted a "Type II action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the acceptance of the Grant and the execution and delivery of the County Funding Agreement was required under SEQRA, and (B) to (1) accept the Grant, and (2) enter into the County Funding Agreement; and

WHEREAS pursuant to the Grant Acceptance Resolution, the Corporation and the County executed and delivered an economic development funding agreement dated as of December 1, 2024 (the "County Funding Agreement") by and between the Corporation and the County, pursuant to which the County disbursed the proceeds of the Grant to the Corporation; and

WHEREAS, RPI has requested (the "RPI Request") assistance from the Corporation in connection with the Accelerator which assistance would consist of the contribution by the Corporation of all or a portion of the proceeds of the Grant towards eligible costs related to the creation and operation of the Accelerator including, but not limited to, operating support for the Accelerator, and the purchase of specialized tools and equipment and specialized fit-up of a portion of the Project Facility, and related activities; and

WHEREAS, in order to induce the Corporation to (1) contribute all or a portion of the proceeds of the Grant to the Accelerator, and (2) execute and deliver the County Funding Agreement and comply with the obligations thereunder including, but not limited to, providing annual reporting information to the County, RPI entered into a certain funding agreement by and among the Corporation, RPI, and Accelerator OpCo (the "Corporation Funding Agreement") pursuant to which, among other things, (A) the Corporation agreed to contribute all or a portion of the proceeds of the Grant to the Accelerator, and (B) RPI and Accelerator OpCo agreed to accept the proceeds of the Grant and comply with certain compliance conditions including, but not limited to, (i) providing annual reporting information to the Corporation regarding the Accelerator and the application of the proceeds of the Grant, and (ii) making reasonable efforts to meet certain "Accelerator Goals," as further discussed therein; and

WHEREAS, in furtherance of the Corporation Funding Agreement, the Accelerator OpCo, RPI and the Agency have negotiated a lease agreement whereby Accelerate OpCo (the "Tenant") will occupy substantially all of the fourth (4<sup>th</sup>) floor of the Facility and lease agreement (the "Lease Agreement"); and

WHEREAS, by resolution adopted by the members of the Agency on January 8, 2026 (the "Resolution Authorizing Execution of Lease Agreement"), the Agency was authorized to enter into the Lease Agreement; and

WHEREAS, pursuant to Section 1.1(C) of the Corporation Funding Agreement, the Corporation established rent escrow agreement (the "Rent Escrow Agreement") in which the Corporation will deposit a portion of the Grant proceeds equal to the amount required to make the monthly rental payment due under Lease Agreement; and

WHEREAS, the Corporation desires to authorize the Agency to debit the Rent Escrow Agreement monthly for rent payments and construction cost in connection with the Accelerator Project (collectively, the "Action"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must determine the potential environmental significance of the Action;

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

Section 1. All action taken by the Chairperson, the Vice Chairperson, the Executive Director and any other officer of the Corporation with respect to the Action is hereby ratified and confirmed.

Section 2. Pursuant to SEQRA, the Corporation hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Action is a "Type II action" (as said quoted term is defined in the Regulations).

(B) Accordingly, the Corporation hereby determines that no environmental impact statement or any other determination or procedure is required under SEQRA with respect to the Action.

Section 3. The Corporation hereby authorizes the Agency to debit the Rent Escrow Account for the purposes outlined in this Resolution.

Section 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of this Resolution, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Corporation with all of the terms, covenants and provisions of this Resolution and related documents binding upon the Corporation.

Section 5. This Resolution shall take effect immediately.

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

Justin A. Law	VOTING	_____
Justin Buchanan	VOTING	_____
Frank Lewanduski	VOTING	_____
Cory Jones	VOTING	_____
Matthew Polsinello	VOTING	_____
Alyssa Otis	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Rensselaer County Capital Resource Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the resolution contained therein, held on January 8, 2026 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 contained 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 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"), 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 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 8<sup>th</sup> day of January, 2026.

\_\_\_\_\_  
Secretary

(SEAL)