

**CERTIFICATE OF INCORPORATION  
OF  
ADVANCE ALBANY COUNTY ALLIANCE LOCAL DEVELOPMENT  
CORPORATION**

A Not-For-Profit Local Development Corporation under Sections 402 and 1411 of the  
Not-For-Profit Corporation Law of the State of New York

**THE UNDERSIGNED**, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Sections 402 and 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

**FIRST:** The name of the corporation shall be "Advance Albany County Alliance Local Development Corporation" (hereinafter referred to as the "Corporation").

**SECOND:** The Corporation shall be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and is a charitable corporation pursuant to Section 201 of said law. The Corporation shall serve as a supporting organization for, but separate and apart from, the County of Albany, New York (the "County").

**THIRD:** The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment in the County, promote and provide for additional and maximum adult employment in the County, better and maintain adult job opportunities in the County, carry on scientific research for the purpose of aiding the County by attracting new industry to County or by encouraging the development of, or retention of, industry in the County, lessen the burdens of government, and act in the public interest.

In furtherance of said purposes, the Corporation's powers shall have all the powers conferred by paragraph (c) of Section 1411 of the Not-for-Profit Corporation Law of the State of New York including, but not limited to:

(a) To construct, acquire, rehabilitate and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain and/or lease such facilities on its behalf or for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

(b) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;

(c) To apply for loans and borrow money without limit as to amount, to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other

obligations therefore;

(d) To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;

(e) In connection with loans from the New York Job Development Authority, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof; and

(f) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;

(g) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person; and

(h) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

The Corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency, or other body. No consent or approval is required.

Any bonds issued by the Corporation, and any and all payment obligations of the Corporation, shall be payable solely out of the revenues of the Corporation. The County shall not be liable for any type of payments related to any bonds issued by the Corporation, and the County shall not be liable for any type of payments related to any obligation of the Corporation. Furthermore, the County shall not be liable for the performance of any obligation or covenant of the Corporation.

**FOURTH:** The Corporation's mission and public objective, which the Corporation's purposes will achieve, shall include the lessening of the burdens of government and fostering the creation, retention and expansion of jobs and economic opportunities for the benefit of the County, New York State and local economies.

**FIFTH:** The operations of the Corporation will be principally conducted within the territory of Albany County, New York and surrounding communities.

**SIXTH:** Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law of the State of New York:

(a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or

deposited in appropriate reserves for corporate purposes, or to the extent not so used, the income and earnings will accrue and be paid to the New York Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law of the State of New York.

(b) No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law of the State of New York upon the repayment or other discharge in full by the Corporation of all such loans.

**SEVENTH:** The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

**EIGHTH:** In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County for furtherance of the purposes set forth in Section 1411 of the Not-for-Profit Corporation Law of the State of New York. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law of the State of New York.

**NINTH:** The office of the Corporation shall be located in Albany County, New York.

**TENTH:** The Corporation shall be separate and apart from the County or any of its affiliated entities (collectively, the "County Entities"). The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of the County Entities;

(b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the County Entities;

(c) maintain its own deposit account or accounts, separate from those of the County

Entities, with commercial banking institutions and/or trust companies;

(d) conduct its business in its own name and conduct all material transactions between the Corporation and the County Entities only on an arm's length basis;

(e) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding regular and special directors' meetings appropriate to authorize corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts;

(f) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation;

(g) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(h) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it; and

(i) not enter into any guaranty, or otherwise become liable, with respect to any obligation of the County Entities.

**ELEVENTH:** The names and addresses of the initial Directors of the Corporation will be as follows:

- |     |                   |  |
|-----|-------------------|--|
| (1) | Alan Goldberg     | 75 Willet Street (Apt. 6W), Albany, NY 12210 |
| (2) | Marcia White      | 11PD Harris Rd, Saratoga Springs, NY 12866   |
| (3) | Alan D. Alexander | 22 Chase Court, Delmar, NY 12054             |

**TWELFETH:** The Corporation is and shall be deemed a "local authority" as defined within the Public Authorities Law ("PAL") of the State of New York, as may be amended from time to time, and as such, the Corporation shall comply with the applicable requirements of the PAL.

**THIRTEENTH:** The duration of the Corporation shall be perpetual.

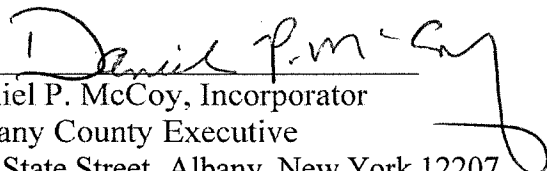
**FOURTEENTH:** The Corporation shall indemnify each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the fullest extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.

**FIFTEENTH:** The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served

upon him is as follows: Advance Albany County Alliance Local Development Corporation, 112 State Street, Albany, New York, 12207.

**SIXTEENTH:** The Corporation reserves the right to make any amendment, addition or deletion to the contents of this Certificate of Incorporation, in any manner now or hereinafter provided herein or by law, provided however that (1) Corporation shall provide notice of any proposed amendment, addition or deletion to the Chair of the County Legislature and the County Executive; and (2) such proposed amendment, addition or deletion shall require the affirmative vote of a majority of the Corporation's entire board pursuant to Section 802 of the Not-For-Profit Corporation Law of the State of New York.

**IN WITNESS WHEREOF**, this certificate has been subscribed this 30th day of \_\_\_\_\_ November \_\_\_\_\_, 2020.

  
\_\_\_\_\_  
Daniel P. McCoy, Incorporator  
Albany County Executive  
112 State Street, Albany, New York 12207

RESOLUTION NO. 395

APPROVING THE SUBMISSION OF THE CERTIFICATE OF INCORPORATION FOR THE ADVANCE ALBANY COUNTY ALLIANCE, A LOCAL DEVELOPMENT CORPORATION

Introduced: 11/9/20

By Economic Development Committee, Messrs. A. Joyce, Feeney, Beston, Ms. Chapman, Messrs. Clay, Cleary, Efekoro, Fein, Kuhn, Ms. Lekakis, Mr. Mayo, Ms. McLaughlin, Mr. Miller, Ms. Plotsky, Messrs. Reidy, Ricard, Simpson, Smith, Ward, Ms. Willingham, Messrs. Bruschi, Burgdorf, Commisso, Ms. Cunningham, Messrs. Domalewicz, Drake, Ethier, Grimm, R. Joyce, Langdon, Ms. Lockhart, Mr. Mauriello, Ms. McLean Lane, Messrs. O'Brien, Perlee, Peter, Reinhardt, Tunny, and Ms. Whalen:

WHEREAS, The County Executive has requested authorization to file a Certificate of Incorporation for the Advance Albany County Alliance, a Local Development Corporation to be created pursuant to Not-For-Profit Corporation Law §1411, and

WHEREAS, The proposed corporation will serve to promote employment and the development and retention of industry in Albany County, now, therefore be it

RESOLVED, By the Albany County Legislature that the proposed Certificate of Incorporation of the Advance Albany County Alliance Local Development Corporation, as on file with the Clerk of the Legislature, be and hereby is approved to be submitted on behalf of the County of Albany, and be it further

RESOLVED, That the County Attorney is requested to assist with the development of the applicable and necessary documents to accomplish the goal of this resolution, and, be it further

RESOLVED, That the County Legislature determines that the foregoing action constitutes a "Type II action" as said term is defined in the State Environmental Quality Review Act ("SEQRA"), and that no further action with respect to same is required under SEQRA, and, be it further

RESOLVED, That the Clerk of the County Legislature is directed to forward certified copies of this resolution to the appropriate County Officials.

*Adopted by unanimous vote - 11/9/20*

State of New York  
County of Albany

This is to certify that I, the undersigned, Clerk of the Albany County Legislature, have compared the foregoing copy of the resolution and/or local law with the original resolution and/or local law now on file in the office, and which was passed by the Legislature of said County on the 9<sup>th</sup> day of November, 2020, a majority of all members elected to the Legislature voting in favor thereof, and that the same is a correct and true transcript of such original resolution and/or local law and the whole thereof.



**IN WITNESS THEREOF**, I have hereunto set my hand and the official seal of the County Legislature this 10<sup>th</sup> day of November, 2020.

  
Clerk, Albany County Legislature