

RESOLUTION TO ENTER INTO A LISTING AGREEMENT WITH CBC FOR 785 River St.

A regular meeting of the Troy Community Land Bank Corporation (the "TCLB") was convened in public session at City Hall, 433 River Street, fifth floor, Troy, New York 12180 in the City of Troy, Rensselaer County, New York on June 16th, 2025 at 8:30 a.m. o'clock local time.

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

DIRECTORS PRESENT:

Board Member	Title	Present (Y/N)
Jamie Magur <i>JM</i>	Chair	<i>Y</i>
Suzanne Spellens <i>SS</i>	Vice-Chair	<i>Y</i>
Monica Kurzejeski <i>MK</i>	Treasurer	<i>Y</i>
Brian Barker <i>BB</i>	Secretary	<i>Y</i>
Bob Connolly <i>BC</i>	Member	<i>Y</i>
Andrew Cooper <i>AC</i>	Member	<i>Y</i>
Seamus Donnelly <i>SD</i>	Member	<i>N</i>
Brian Sano <i>BS</i>	Member	<i>Y</i>
Tamara DeMartino <i>TD</i>	Member	<i>N</i>

LAND BANK STAFF/COUNSEL PRESENT INCLUDED THE FOLLOWING:

Name	Title
Brad Lewis	Chief Executive Officer/Executive Director
Paul Donnelly	Project Manager
Catherine Kemp, Esq.	Counsel

The following resolution was offered by *MK*, seconded by *AC*, to wit:

WHEREAS, TCLB issued a Request for Proposals for Real Estate Broker Service; and

WHEREAS, COLDWELL BANKER COMMERCIAL (hereinafter "CBC") responded to TCLB's Request for Proposals for Real Estate Broker Services;

WHEREAS, TCLB staff and the Board of Directors (the "Board") have reviewed said proposal, a copy of which is attached hereto as **Exhibit A**; and

WHEREAS, having reviewed all of the proposal submitted in response to TCLB's Request for Proposals for Real Estate Broker Service the Board finds the CBC is the most qualified and lowest responsible bidder and desires to enter into a Listing Agreement with CBC (the "Listing Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the Listing Agreement attached hereto as **Exhibit B** between TCLB and CBC for the exclusive right to sell/exchange real property; and be it further

RESOLVED, that each of the Executive Director Brad Lewis, and/or Jamie Magur, Chairman (each an "Authorized Officer"), each hereby is, authorized and directed, for and in the name and on behalf of the Land Bank to execute and deliver the Listing Agreement, subject to review and approval of the Executive Director and Land Bank's legal counsel; and be it further

RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized to prepare, execute, deliver and perform such agreements, documents and other instruments, to pay or cause to be paid on behalf of the Land Bank any related costs and expenses, to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, undertakings, supplements, amendments, further assurances or other instruments or communications in the name and on behalf of the Land Bank, and to take such other action in the name and on behalf of the Land Bank, as each such Authorized Officer shall, in such Authorized Officer's sole discretion, deem necessary or advisable to carry out and comply with the terms and provisions of the foregoing resolutions and complete and effect the foregoing transactions and to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the taking of such action and the preparation, execution, delivery and performance of any such agreements, documents and other instruments or the performance of any such act shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto; and be it further

RESOLVED, that all actions heretofore taken by the Board and/or Authorized Officers of the Land Bank with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, approved, adopted, ratified and confirmed.

CERTIFICATION

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

Board Member	Vote
Jamie Magur	Y
Suzanne Spellén	Y
Monica Kurzejeski	Y
Brian Barker	Y
Bob Connolly	Y
Andrew Cooper	Y
Seamus Donnelly	—
Brian Sano	Y
Tamara DeMartino	—

The foregoing Resolution was thereupon declared duly adopted, meeting the requirements of the Land Bank's bylaws requiring a majority of the Board approving this resolution.

STATE OF NEW YORK)

) SS.:

COUNTY OF RENSSELAER)

I, the undersigned Secretary of the TROY COMMUNITY LAND BANK CORPORATION DOES HEREBY CERTIFY, that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Land Bank, including the Resolution contained therein, held on June 16, 2025 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 Land Bank 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 Meeting Law; (D) there was a quorum of the members of the Land Bank present throughout said meeting; and (E) Pursuant to the Land Bank Bylaws, a majority of the Board has voted to approve this resolution.

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 Land Bank this 16th day of June, 2025.

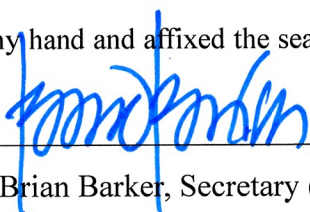

Brian Barker, Secretary (SEAL)

Exhibit A

Listing Contract

Exhibit B

Listing Agreement