

**RESOLUTION AUTHORIZING CREATION OF GRANT ENTITY**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the Legislative Conference Room on the 2nd Floor of the Clinton County Government Center located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on July 17, 2017 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Keith Defayette	Treasurer
Kim Murray	Assistant Secretary
John VanNatten	Member

**EXCUSED:**

Mark Leta	Member
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Melissa McManus	Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by J. VanNatten, seconded by D. Hoover, to wit:

Resolution No. 07-17-02

**RESOLUTION AUTHORIZING CREATION OF AN ENTITY TO RECEIVE AND ADMINISTER GRANTS.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 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 225 of the 1971 Laws of New York, as amended, constituting Section 895-f 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 commercial, manufacturing and industrial 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, among other things, (A) accept gifts, grants, loans, or contributions from, and enter into contracts or other transactions with, the United States and the state or any agency of either of them, any municipality, any public or private corporation or any other legal entity, and to use any such gifts, grants, loans or contributions for any of its corporate purposes, and (B) do all things necessary or convenient to carry out its purposes and exercise the powers expressly given in the Act; and

WHEREAS, the Agency desires to promote community and economic development and the creation of jobs for the citizens of Clinton County, New York (the “County”) by, among other things, facilitating the economic development of the County and the adjacent immediately adjacent to the County (collectively, the “Grant Area”) through the receipt and administration of gifts, grants, loans, or contributions relating to any portion of the Grant Area from, and enter into contracts or other transactions with, the United States and the state or any agency of either of them, any municipality, any public or private corporation or any other legal entity; and

WHEREAS, in order to protect the Agency from potential liability with respect to the acceptance and administration of any such gifts, grants, loans or other agreements, the Agency desires to authorize creation by the Agency of a local development corporation, limited liability company or a similar entity (the “Grant Entity”); and

WHEREAS, a proposed certificate of incorporation for a proposed Grant Entity in the form of a local development corporation (the “Certificate of Incorporation”) has been submitted to the members of the Agency for review and comment;

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

Section 1. In order to protect the Agency from potential liability with respect to the Grant and any further grants or other agreements, the Agency hereby authorizes the creation by the Agency of the Grant Entity.

Section 2. The Chairperson, Vice Chairperson and/or Executive Director of the Agency, with the assistance of Agency Counsel, is hereby authorized to create, or authorize the creation of, the Grant Entity.

Section 3. The Chairperson, Vice Chairperson and/or Executive Director of the Agency is hereby further authorized, on behalf of the Agency, to execute, or authorize the execution of, the Certificate of Incorporation, in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson and/or Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson and/or Executive Director to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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.

Section 6. 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:

Trent Trahan	VOTING	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>EXCUSED</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

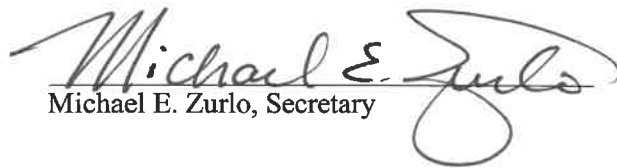
STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                 )

I, the undersigned Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 17, 2017 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 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 17th day of July, 2017.

  
Michael E. Zurlo, Secretary