

**CLINTON COUNTY CAPITAL RESOURCE CORPORATION  
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of the Board of Directors of Clinton County Capital Resource Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 137 Margaret Street, Suite 208 in the City of Plattsburgh, Clinton County, New York on September 13, 2021 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer
Mark Leta	Member

Each of the members present participated in the meeting virtually pursuant to the signing into law on September 2, 2021, of Chapter 417 of the Laws of 2021.

**ABSENT:**

Michael E. Zurlo	Secretary
John VanNatten	Member

**CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:**

Toni Moffat	Executive Assistant
Dorothy Brunell	Administrative Assistant
Christopher C. Canada, Esq.	Corporation Counsel
George W. Cregg, Jr., Esq.	Corporation Counsel

The following resolution was offered by K. Murray, seconded by D. Hoover, to wit:

Resolution No. 09-21-02

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

WHEREAS, the Corporation is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the "NFPCL") to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

WHEREAS, the NFPCL and the Corporation's certificate of incorporation allow the Corporation to make certain appointments and approve certain administrative matters; and

WHEREAS, the Directors of the Corporation desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Corporation hereby takes the following actions:

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

(B) Approves and confirms the policies described in Schedule A attached hereto.

Section 2. The Corporation hereby authorizes the Chairperson, Vice Chairperson and the Chief Executive Office 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:

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

The resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Clinton County Capital Resource Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Corporation held on September 13, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original 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 Chapter 417 of the Laws of 2021 (the "2021 Laws"), 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 2021 Laws; 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 20<sup>th</sup> day of September, 2021.

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

(SEAL)

## SCHEDULE A

### Officers of the Board of Directors:

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

### Determination of Regular Corporation Meeting Schedule:

Same as the County of Clinton Industrial Development Agency

### Appointment of Chief Executive Officer and Staff to the Corporation:

\_\_\_\_\_ – Chief Executive Officer

### Appointment of Corporation Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of Bond Counsel to the Corporation:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of the Bank of the Corporation and Accounts

Glens Falls National Bank

### Appointments to Governance Committee

Michael Zurlo – Chairperson  
John VanNatten – Vice Chairperson  
David Hoover – Member

### Appointments to Audit Committee

Keith Defayette – Chairperson  
Mark Leta – Vice Chairperson  
Trent Trahan – Member  
David Hoover – Member  
John VanNatten – Member

Appointments to Finance Committee

Keith Defayette – Chairperson  
Kim Murray – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Corporation Policies

Assessment of Internal Controls Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Fee Policy  
Finance Committee Charter  
Investment Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Organization Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Retaliatory Action (Whistleblower Protection) Policy  
Time and Attendance Policy  
Travel Policy

Approval of Agreements of the Corporation

Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael Zurlo, Secretary  
Kim Murray, Assistant Secretary  
John VanNatten, Member  
Mark Leta, Member

Appointment of Contract Officer

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Appointment of Investment Officer

Keith Defayette

Approval of Corporation Fee Schedule

The same fee schedule as the County of Clinton Industrial Development Agency