

**MINUTES OF THE
COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL MEETING
MONDAY, SEPTEMBER 12, 2022**

The meeting was called to order by Trent Trahan, Chairperson, at 12:02 p.m. at the County of Clinton Industrial Development Agency (CCIDA) offices located at 137 Margaret Street, Suite 208, Plattsburgh, New York.

MEMBERS PRESENT: Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Keith Defayette, Treasurer and Chief Financial Officer
Mike Zurlo, Secretary
John VanNatten, Member
Joey Trombley, Member

ABSENT: Mark Leta, Assistant Secretary

STAFF PRESENT: Molly Ryan, Executive Director
Toni Moffat, Executive Assistant
Dorothy Brunell, Administrative Assistant
Christopher Canada, Esq., Agency Counsel (via Teleconference)
Shannon Wagner, Esq., Agency Counsel (via Teleconference)

T. Trahan stated there was a quorum present.

T. Trahan waived the reading of the notice of the meeting published in the Press Republican on December 16, 2021.

Approval of the Minutes of the August 15, 2022 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the August 15, 2022 meeting of the County of Clinton Industrial Development Agency (CCIDA). There were none.

On a motion by D. Hoover, and seconded by J. VanNatten, it was unanimously carried to approve the minutes of the August 15, 2022 meeting of the CCIDA.

Public Comment

There was no public comment.

Reports

K. Defayette reviewed the August 2022 Treasurer's Report with the Board. There were no questions or concerns.

On a motion by M. Zurlo, and seconded by J. Trombley, it was unanimously RESOLVED to approve the August 2022 Treasurer's Report as presented by K. Defayette.

Old Business

T. Trahan noted there were no changes to the current policies seeking approval.

It is important to note that all members have had the opportunity to review the policies.

Administrative Matters Resolution (including Appointment of Officers and Staff)

The following resolution was offered by K. Defayette, seconded by J. VanNatten, to wit:

Resolution No. 09-22-01

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.

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 make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Agency 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 Agency hereby authorizes the Chairperson, Vice Chairperson and the Executive Director 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	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	EXCUSED
John VanNatten	VOTING	YES
Joey Trombley	VOTING	YES

The resolution was thereupon declared duly adopted.

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SCHEDULE A

Officers of the Agency:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael Zurlo	Secretary
Mark Leta	Assistant Secretary
Keith Defayette	Treasurer

Determination of Regular Agency Meeting Schedule:

Second Monday of each month

Appointment of Executive Director and Staff to the Agency:

Molly F. Ryan – Executive Director

Appointment of Agency Counsel:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.

Appointment of Bond Counsel to the Agency:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.

Appointment of the Bank of the Agency and Accounts

Glens Falls National Bank
Saratoga 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
Joey Trombley – Vice Chairperson
Trent Trahan - Member

Approval and Confirmation of Agency Policies

Access to Agency Records (FOIA) Policy
Assessment of Internal Controls Policy
Bylaws
Code of Ethics
Compensation Policy
Defense and Indemnification of Board Members Policy
Discretionary Funds Policy
Eligible Project Policy
Fee Policy
Investment Policy
Lease Policy
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)
Local Labor Policy
Open Meetings Policy
Organization Chart
Procurement Policy
Real Property Acquisition Policy
Real Property Disposition Policy
Recapture Policy
Remote Access Policy
Retaliatory Action (Whistleblower Protection) Policy
Time and Attendance Policy
Travel Policy
Uniform Tax Exemption Policy (UTEP)

Approval of Agreements of the Agency

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

Appointment of Contract Officer

Molly F. Ryan – Executive Director

Appointment of Investment Officer

Keith Defayette

Approval of Agency Fee Schedule

Board Evaluations/Conflict of Interest Statements

T. Trahan asked the members to complete the Board Evaluations, Conflict of Interest and an Acknowledgement of Fiduciary Duty forms that were given to them and return the forms to staff.

CRM Database (Sikich LLP) Invoice Approval

On a motion by J. Trombley, and seconded by D. Hoover, it was unanimously carried to approve payment of the Sikich LLP invoice in the amount of \$2,462.40. M. Ryan advised that payment would not be submitted to Sikich LLP until all the concerns raised by the Clinton County IT Department have been resolved.

Marketing Proposals

M. Ryan advised that in addition to the quote received from Boire Benner, she has requested two additional quotes from Your Workshop located in Lake Placid, NY, and Trampoline Design Advertising also located in Lake Placid. Once the quotes are received, M. Ryan will provide the Board with an update.

New Business

North Country Chamber of Commerce Annual Membership Dues

On a motion made by M. Zurlo, and seconded by J. VanNatten, it was unanimously carried to approve payment of the North Country Chamber of Commerce Annual Membership Dues in the amount of \$222.

Administrative Services Agreement – 2023

T. Trahan advised that this is the annual Administrative Services Letter for administrative services by the County to the IDA. There will be no increase and the rate remains the same as last year at \$11,000 per month.

On a motion made by K. Defayette, and seconded by D. Hoover, it was unanimously carried to approve the 2023 Administrative Services Agreement.

Management Team Report

Executive Director's Report

M. Ryan reviewed highlights from her Executive Director's Report.

ERS

C. Canada advised that the attorney for ERS returned his call late last week and he will call them this week and provide M. Ryan with an update based on their discussion.

Beekman Towers

M. Ryan advised that she met with Eliot Reid from Beekman Towers. E. Reid indicated that he may be seeking a PILOT agreement from the CCIDA but was also looking into seeking Bond financing.

Vilas Home

M. Ryan advised the New York State Homes and Community Renewal Agency requested that we resend our breakdown of costs associated with the current Samuel F. Vilas Project on official IDA letterhead. A letter was sent to NYS Homes and Community Renewal on September 9, 2022.

There being no further business to discuss, on a motion made by J. VanNatten, and seconded by D. Hoover, the meeting was adjourned at 12:32 p.m.




Trent Trahan



David Hoover



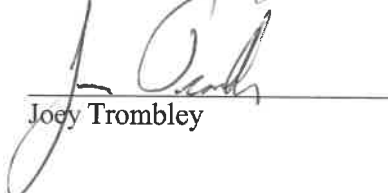
Mike Zurlo



Keith Defayette



John VanNatten



Joey Trombley