

**MINUTES OF THE
CLINTON GRANT FACILITATION CORPORATION
ANNUAL MEETING
MONDAY, SEPTEMBER 11, 2023**

The meeting was called to order by Trent Trahan, Chairperson, at 12:50 p.m. at the office of the Clinton Grant Facilitation Corporation (CGFC), 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

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

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 22, 2022.

Approval of the Minutes of the August 14, 2023 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the August 14, 2023 meeting of the Clinton Grant Facilitation Corporation (CGFC). There were none.

On a motion by J. Trombley, and seconded by J. VanNatten, it was unanimously carried to approve the minutes of the August 14, 2023 meeting of the CGFC.

Public Comment

There was no public comment.

Reports

There were no reports.

Old Business

It was noted there have been no changes to any of the current policies seeking approval and all members have had the opportunity to review the policies.

Administrative Matters Resolution

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

Resolution No. 09-23-06

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE CORPORATION.

WHEREAS, Clinton Grant Facilitation Corporation (the "Corporation") is authorized and empowered by the provisions of 402 and Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL") 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 adjoining counties of Essex and Franklin (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 of New York or any agency of either of them, any municipality, any public or private corporation or any other legal entity; 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 GRANT FACILITATION 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 Officer of the Corporation 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	Yes
John VanNatten	VOTING	Yes
Joey Trombley	VOTING	Yes

The resolution was thereupon declared duly adopted.

SCHEDULE A

Officers of the Board of Directors:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	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:

Molly F. Ryan – Chief Executive Officer

Appointment of Corporation Counsel:

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

Appointment of the Bank of the Corporation and Accounts

– Same as County of Clinton Industrial Development Agency

Appointments to Governance Committee

Michael E. 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 Corporation Policies

Attendance Policy
By-laws
Code of Ethics
Compensation Policy
Defense and Indemnification of Board Members Policy
Fee Policy
Internal Control Procedure Policy
Investment Policy
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)
Organizational Chart
Procurement Policy
Real Property Acquisition Policy
Real Property Disposition Policy
Travel Policy

Approval of Agreements of the Corporation

Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Keith Defayette, Treasurer and Chief Financial Officer
Michael E. 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 Corporation Fee Schedule

As adopted by the Corporation August 16, 2021.

Board Evaluations

T. Trahan asked the members to please complete the CGFC Board Evaluation that was given to them and return it to staff.

New Business

There was no new business.

There being no further business to discuss, on a motion by D. Hoover, and seconded by J. VanNatten, the meeting adjourned at 12:53 p.m.

Trent Trahan

David Hoover

Mike Zurlo

Mark Leta

Keith Defayette

John VanNatten

Joey Trombley