

MINUTES OF THE
CLINTON GRANT FACILITATION CORPORATION
MONDAY, APRIL 15, 2019

The meeting was called to order by D. Hoover at 12:34 p.m., at the office of the Clinton Grant Facilitation Corporation, 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

PRESENT: David Hoover
Kim Murray
Mark Leta
John VanNatten
Renee McFarlin,
Christopher Canada, Esq.
Toni Moffat

EXCUSED: Trent Trahan
Michael Zurlo
Keith Defayette

On a motion by J. VanNatten, and seconded by K. Murray, it was unanimously carried to elect D. Hoover as the temporary Chairperson of the Clinton Grant Facilitation Corporation.

D. Hoover waived the roll call.

D. Hoover waived the reading of the notice of the meeting.

Public Comment: None

New Business

The Board reviewed the following documents for the Clinton Grant Facilitation Corporation:

- Bylaws
- Code of Ethics
- Mission Statement
- Internal Control Procedure Policy
- Travel Policy
- Investment Policy
- Defense and Indemnification Policy
- Compensation Policy
- Attendance Policy
- Property Acquisition Policy
- Property Disposition Policy
- Procurement Policy
- Loan and Credit Policy

On a motion by J. VanNatten, and seconded by K. Murray, it was unanimously carried to approve the Bylaws, Code of Ethics, Mission Statement and policies of the Clinton Grant Facilitation Corporation.

The following resolution was offered by J. VanNatten, seconded by M. Leta, to wit:

Resolution No. 04-19-01

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE CLINTON GRANT FACILITATION 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 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 members of the Corporation desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF 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 and procedures of the Corporation described on Schedule A, as the same may have been amended previously to or at this meeting.

Section 2. The Corporation hereby authorizes the Chairperson, Vice Chairperson and the Executive Director 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	<u>EXCUSED</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>EXCUSED</u>
Keith Defayette	VOTING	<u>EXCUSED</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

SCHEDULE A

Confirmation of Regular Corporation Meeting Schedule

2nd Monday of each month at 12:00 p.m.

Election of Officers of the Corporation

Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Michael E. Zurlo, Secretary
Kim Murray, Assistant Secretary
Keith DeFayette, Treasurer
John VanNatten, Member
Mark Leta, Member

Approval of the Corporation Bylaws

The bylaws of the Corporation are approved.

Appointment of Executive Director and Staff to the Corporation

Renee McFarlin, Executive Director
Toni Moffat, Executive Assistant

Appointment of Accounting Firm of the Corporation

Martindale Keyser & Co. PLLC, subject to agreement on satisfactory terms

Appointment of Corporation Counsel

Hodgson Russ LLP

Appointment of Bank of the Corporation and Accounts

Glens Falls National Bank

Approval and Confirmation of Corporation Policies¹

Code of Ethics
Mission Statement
Internal Control Procedure/Policy
Travel Policy
Investment Policy
Defense and Indemnification Policy
Compensation Policy
Attendance Policy
Property Acquisition Policy
Property Disposition Policy
Procurement Policy
Policy Prohibiting Loans and Credit to Officers, Directors and Employees

Appointment of Finance Committee Members

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

Appointment of Governance Committee Members

Michael Zurlo – Chairperson
John VanNatten – Chairperson
Dave Hoover – Member

Appointment of Audit Committee Members

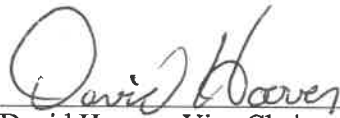
Keith Defayette – Chairperson
Mark Leta – Vice Chairperson
Trent Trahan – Member
Dave Hoover – Member
John VanNatten – Member

¹ Each such policy shall be in substantially similar form to the corresponding policy of the County of Clinton Industrial Development Agency.

Executive Director's Report

R. McFarlin stated she anticipates two grant applications to the CGFC for consideration once the funding opportunities have been announced.

There being no further business to discuss, the meeting was adjourned at 12:45 p.m.



David Hoover, Vice Chairperson