

**RESOLUTION AUTHORIZING COUNTY OF CLINTON
CAPITAL RESOURCE CORPORATION TO ACT AS
ADMINISTRATOR OF FOREIGN-TRADE ZONE**

A regular meeting of County of Clinton Capital Resource Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on March 25, 2019 at 12:00 o'clock p.m., local time.

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

PRESENT:

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

ABSENT:

Keith Defayette	Treasurer
Kim Murray	Assistant Secretary
John VanNatten	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Renee McFarlin	Executive Director
Toni Moffat	Executive Assistant
Christopher C. Canada, Esq.	Special Counsel

The following resolution was offered by D. Hoover, seconded by M. Leta, to wit:

Resolution No. 03-19-01

**RESOLUTION AUTHORIZING COUNTY OF CLINTON CAPITAL RESOURCE
CORPORATION TO ACT AS ADMINISTRATOR OF FOREIGN-TRADE ZONE.**

WHEREAS, Clinton County Capital Resource Corporation (the "Corporation") was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"). Pursuant to the provisions of the Enabling Act and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (A) authorizing the incorporation of the Corporation under the Enabling Act and (B) appointing the initial members of the board of directors of the Corporation; and

WHEREAS, in December, 2010, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation as a public instrumentality of the County; and

WHEREAS, the Corporation is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest,

and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Corporation will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Corporation are principally to be conducted; and

WHEREAS, pursuant to an agreement dated as of August 6, 1980 (the "Original Foreign-Trade Zone Agreement") by and between Clinton County, New York (the "County") and the Clinton County Area Development Corporation ("TDC"), TDC currently acts as administrator of Foreign-Trade Zone Number 54 located in Clinton County, New York ("Foreign-Trade Zone No. 54") collectively comprised of five (5) separate locations in Clinton County, New York as follows: (a) Site 1 located in the Town of Plattsburgh; (b) Site 2 located in the Village of Champlain; (c) Site 3 located in the Village of Champlain; (d) Site 4 located in the City/Town of Plattsburgh; and (e) Site 5 located in the Village of Champlain, respectively (collectively, "Foreign-Trade Zone Sites"); and

WHEREAS, TDC wishes to resign from its role as administrator of Foreign-Trade Zone No. 54; and

WHEREAS, the CRC wishes to act as administrator of Foreign-Trade Zone No. 54 pursuant to an agreement by and between the CRC and the County (the "New Foreign-Trade Zone Agreement"), a form of which has been presented to the directors of the CRC at this meeting for their review and is attached hereto as Exhibit A;

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

Section 1. The Corporation hereby finds and determines that it is describable and in the public interest for the Corporation to act as administrator of Foreign-Trade Zone No. 54.

Section 2. The form and substance of the New Foreign-Trade Zone Agreement, in substantially the form presented at this meeting, are hereby approved.

Section 3. The Chairperson, Vice Chairperson and/or Executive Director of the Corporation (each, an "Authorizing Officer") is hereby authorized, on behalf of the Corporation, to execute and deliver the New Foreign-Trade Zone Agreement and the other documents related thereto and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the forms thereof approved by the Authorizing Officer of the Corporation, with such changes, variations, omissions and insertions as the Authorizing Officer of the Corporation shall approve, the execution thereof by the Authorizing Officer of the Corporation to constitute conclusive evidence of such approval.

Section 4. This Resolution shall take effect immediately.

[Remainder of page left blank intentionally]

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	EXCUSED	<u>EXCUSED</u>
Kim Murray	EXCUSED	<u>EXCUSED</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	EXCUSED	<u>EXCUSED</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) Secretary of County of Clinton Capital Resource Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on March 25, 2019 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 Corporation 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 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 25th day of March, 2019.


(Assistant) Secretary

(SEAL)

EXHIBIT A

FORM OF NEW FOREIGN-TRADE ZONE AGREEMENT

See attached.