

RESOLUTION AUTHORIZING CREATION OF GRANT ENTITY

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices located at 137 Margaret Street 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) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Trent Trahan	Chairman
David Hoover	Vice Chairman
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.	Agency Counsel

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

Resolution No. 03-19-03

RESOLUTION AUTHORIZING CREATION OF AN ENTITY TO RECEIVE AND ADMINISTER GRANTS.

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, among other things, (A) accept gifts, grants, loans, or contributions from, and enter into contracts or other transactions with, the United States and the state or any agency of either of them, any municipality, any public or private

the United States and the state or any agency of either of them, any municipality, any public or private corporation or any other legal entity, and to use any such gifts, grants, loans or contributions for any of its corporate purposes, and (B) do all things necessary or convenient to carry out its purposes and exercise the powers expressly given in the Act; and

WHEREAS, the Agency desires 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 adjacent 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 or any agency of either of them, any municipality, any public or private corporation or any other legal entity; and

WHEREAS, in order to protect the Agency from potential liability with respect to the acceptance and administration of any such gifts, grants, loans or other agreements, the Agency, by resolution number 07-17-02 adopted by the members of the Agency on July 17, 2017, authorized creation by the Agency of a local development corporation, limited liability company or a similar entity (the "Grant Entity"); and

WHEREAS, a proposed certificate of incorporation for a proposed Grant Entity in the form of a not-for-profit corporation (the "Certificate of Incorporation"), a copy of which proposed certificate of incorporation is attached hereto as **Exhibit A**, has been submitted to the members of the Agency for review and comment;

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

Section 1. In order to protect the Agency from potential liability with respect to the Grant and any further grants or other agreements, the Agency hereby authorizes the creation by the Agency of the Grant Entity.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency, with the assistance of Agency Counsel, is hereby authorized to create, or authorize the creation of, the Grant Entity.

Section 3. The Chairman, Vice Chairman and/or Executive Director of the Agency is hereby further authorized, on behalf of the Agency, to execute, or authorize the execution of, the Certificate of Incorporation, in substantially the form thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director shall approve, the execution thereof by the Chairman, Vice Chairman and/or Executive Director to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution.

Section 6. This Resolution shall take effect immediately.

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.

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

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, 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 Agency 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 Agency 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.

25th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of March, 2019.

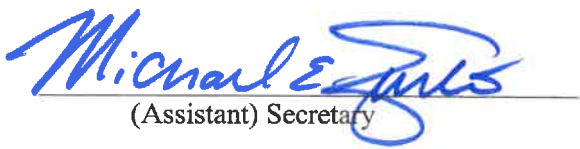

(Assistant) Secretary

EXHIBIT A

CERTIFICATE OF INCORPORATION
of
CLINTON GRANT FACILITATION CORPORATION

A Not-For-Profit Local Development Corporation
Under Section 402 and 1411 of the Not-For-Profit
Corporation Law of the State of New York

THE UNDERSIGNED, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 402 and Section 1411 of the Not For Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies as follows:

FIRST: The name of the corporation is Clinton Grant Facilitation Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL and will be a charitable corporation as defined in Section 201 of the N-PCL.

THIRD: The purpose for which the Corporation is to be formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is to lessen the burdens of government by fulfilling the purposes now or hereafter referred to in Section 202 and Section 1411(a) of the N-PCL including, without limitation, by means of engaging in the following activities:

(a) promoting 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 or any agency of either of them, any municipality, any public or private corporation or any other legal entity;

(b) undertaking projects and activities within the Grant Area for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the citizens of the County by attracting new industry to the Grant Area or by encouraging the development of, or retention of, an industry in the Grant Area, and lessening the burdens of government and acting in the public interest;

(c) assisting the County of Clinton Industrial Development Agency in its efforts to help achieve the purposes described in paragraph (a) and (b) above, including assisting County of Clinton Industrial Development Agency in avoiding liability when undertaking such efforts;

(d) entering into contracts with any other economic development organizations to help achieve the purposes described in paragraphs (a), (b) and (c) above; and

(e) in general, performing any and all acts and things, and exercise and any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The activities referred to in subparagraph (a) of paragraph THIRD above will achieve the lawful public objective of lessening the burdens of government, the carrying out of such purposes and the exercise of the powers conferred on the Corporation being the performance of an essential governmental function, it being understood that the performance of such activities will assist the County of Clinton Industrial Development Agency in reducing unemployment and promoting additional job growth and economic development.

FIFTH: The operations of the Corporation will be conducted within the territory of the Grant Area. Notwithstanding any other provision of this Certificate of Incorporation, the by-laws and any provision of law, the Corporation will not do any of the following:

(a) engage in any business or activity other than as set forth in paragraph THIRD;

(b) without the consent of the County of Clinton Industrial Development Agency and the affirmative vote of two thirds of the members of the Board of Directors of the Corporation, (1) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (2) consent to the institution of bankruptcy or insolvency proceedings against it, (3) file a petition seeking or consent to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (4) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (5) make a general assignment for the benefit of creditors, (6) admit in writing its inability to pay its debts generally as they become due or (7) take any corporate action in furtherance of the actions set forth in clauses (1) through (6) of this paragraph;

(c) without the consent of the County of Clinton Industrial Development Agency and the affirmative vote of two thirds of the members of the Board of Directors of the Corporation, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity;

(d) attempt to influence legislation by propaganda or otherwise, or participate in or intervene, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for public office;

(e) engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder;

(f) engage in any activities not permitted to be carried on by an industrial development agency created under the laws of the State of New York; or

(g) a mortgage loan or loans from the New York Job Development Authority.

SIXTH: Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

(a) All income and earnings of the Corporation will be used exclusively for its corporate purposes or accrue and, subject to the Corporation's responsibilities under the Obligations, be paid to the New York Job Development Authority.

(b) No part of the income or earnings of the Corporation will inure to the benefit or profit of, nor will any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation will dissolve in accordance with the provisions of paragraph (g) of Section 1411 of the N-PCL upon the repayment or other discharge in full by the Corporation or all such loans.

SEVENTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to the County of Clinton Industrial Development Agency, so that the County of Clinton Industrial Development Agency can use such assets and property to accomplish the purposes set forth in Section 1411(a) of the N-PCL. Any of such assets not so disposed of will be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the N-PCL.

EIGHTH: (a) The office of the Corporation will be located in Clinton County, New York.

(b) Upon request by the County of Clinton Industrial Development Agency, the Corporation will make available any and all books and records of the Corporation for inspection by the Members of the County of Clinton Industrial Development Agency.

(c) The Corporation at all times will submit to the County of Clinton Industrial Development Agency an annual financial report together with a report of the operations and accomplishments of the Corporation for such annual period.

(d) The governing body of the County of Clinton Industrial Development Agency will have the right to conduct an annual audit of the books and records of the Corporation.

NINTH: The County of Clinton Industrial Development Agency is the sole member of the Corporation.

TENTH: The Corporation will be managed by a Board of Directors, who are to be comprised of those persons named in paragraph ELEVENTH hereof (the "Directors"). Each of the Directors will serve at the pleasure of the County of Clinton Industrial Development Agency and continue to hold office until his or her successor is appointed by the County of Clinton Industrial Development Agency.

The Corporation is deemed to be a public body (as such term is defined in the Open Meetings Law) and, as such, each meeting of the Board of Directors of the Corporation will be conducted in the manner prescribed by the Open Meetings Law. The Directors will not receive compensation for services provided to or on behalf of the Corporation.

ELEVENTH: The Corporation will consist of not less than three nor more than seven Directors. The Directors will be appointed by the County of Clinton Industrial Development Agency.

(a) The names and addresses of the initial Directors of the Corporation are as follows:

(1) Trent Trahan, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(2) David Hoover, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(3) Michael E. Zurlo, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(4) Keith Defayette, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(5) Kim Murray, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(6) Mark Leta, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

(7) John VanNatten, Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901.

TWELFTH: The Corporation will be subject to the Public Authorities Accountability Act of 2005 (the "Act"), as amended. As such, the Corporation will be required to, among other things: (1) undergo annual independent audits and submit the results of such audits to the County of Clinton Industrial Development Agency and the New York State Authority Budget Office, (2) prepare and submit its annual budget to the County of Clinton Industrial Development Agency and the New York State Authority Budget Office, (3) adopt the various ethical, reporting, property disposition and disclosure policies required by the Act, and (4) form governance and audit committees to ensure the Corporation is in compliance with the Act and any other applicable laws.

THIRTEENTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State will mail a copy of any process against the Corporation served upon him or her is Clinton Grant Facilitation Corporation, c/o County of Clinton Industrial Development Agency, Clinton County Government Center, 137 Margaret Street, 2nd Floor, Plattsburgh, New York 12901. Attn: Chief Executive Officer.

FOURTEENTH: The bylaws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation upon 10 days' notice to all of the Directors, provided, however, that the Corporation will not amend, alter, change or repeal any provision of the adopted bylaws without the consent of the County of Clinton Industrial Development Agency.

FIFTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in any manner now or hereafter provided herein or by

statute; provided, however, that (1) the Corporation will not amend, alter, change or repeal any provision of this Certificate of Incorporation without the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation and the consent of the County of Clinton Industrial Development Agency, and (2) the Corporation will not amend or change any provision of this Certificate of Incorporation without first providing the County of Clinton Industrial Development Agency and the Directors of the Corporation with 10 days advance notice of any proposed amendment, alteration, change or repeal.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned this ____ day of _____, 2019.

_____, Incorporator