

**CLINTON GRANT FACILITATION CORPORATION  
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of the Board of Directors of Clinton Grant Facilitation Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 137 Margaret Street, Suite 208 in the City of Plattsburgh, Clinton County, New York on September 14, 2020 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

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

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

**CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:**

Renee McFarlin	Chief Executive Officer
Toni Moffat	Executive Assistant
Christopher C. Canada, Esq.	Corporation Counsel
George W. Cregg, Jr., Esq.	Corporation Counsel

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

Resolution No. 09-20-05

**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 Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Mark Leta	VOTING	YES

The resolution was thereupon declared duly adopted.

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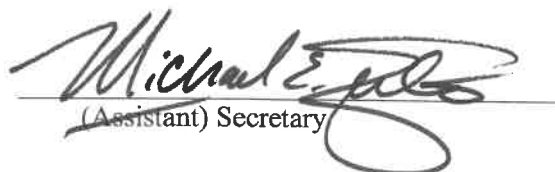
STATE OF NEW YORK        )  
                                  ) SS.:  
COUNTY OF CLINTON        )

I, the undersigned (Assistant) Secretary of Clinton Grant Facilitation Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Corporation held on September 14, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of said original 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") except as modified by Executive Order 202.1, as supplemented, 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, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 14th day of September, 2020.

  
(Assistant) Secretary

(SEAL)

## SCHEDULE A

### Officers of the Board of Directors:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	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:

Renee McFarlin – Chief Executive Officer

### Appointment of Corporation Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of the Bank of the Corporation and Accounts

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### 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  
Kim Murray – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Corporation Policies

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

Approval of Agreements of the Corporation

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Appointment of Contract Officer

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Appointment of Investment Officer

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Approval of Corporation Fee Schedule

The same fee schedule as the County of Clinton Industrial Development Agency