

RESOLUTION AUTHORIZING ADMINISTRATIVE SERVICES AGREEMENT

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on April 17, 2017 at 12:00 o'clock p.m., local time.

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

PRESENT:

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

EXCUSED:

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| Keith Defayette | Treasurer |
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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| Melissa McManus | Executive Director |
| Barbara Shute | Recording Secretary |
| George W. Cregg, Jr., Esq. | Counsel |

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

Resolution No. 04-17-01

RESOLUTION AUTHORIZING AN ADMINISTRATIVE SERVICES AGREEMENT WITH CLINTON COUNTY CAPITAL RESOURCE CORPORATION.

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 manufacturing, warehousing, research, commercial 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

4-17-17

WHEREAS, Clinton County Capital Resource Corporation (the "Corporation") was created in December, 2010 by a certificate of incorporation filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation as a public instrumentality of Clinton County, New York (the "County") pursuant to the provisions of (A) Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"), (B) Revenue Ruling 57-187 and Private Letter Ruling 200936012, and (C) a resolution adopted on November 10, 2010 (the "Sponsor Resolution") by the County Legislature of the County, which Sponsor Resolution (1) authorized the incorporation of the Corporation under the Enabling Act and (2) appointed the initial members of the board of directors of the Corporation; and

WHEREAS, the Corporation has requested that the Agency provide administrative support services to the Corporation to further the objectives, goals and purposes of the Corporation; and

WHEREAS, the Agency proposes to undertake the following (collectively, the "Transaction"): to enter into an administrative services agreement (the "Agreement") by and between the Corporation and the Agency, under which the Agency will perform administrative services for the Corporation and the Corporation will, in consideration of such services, pay the Agency the sum of \$80,000 for the initial term of the Agreement (January 1, 2016 through December 31, 2017);

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

Section 1. Based upon an examination of the Transaction, the Agency hereby determines that the Transaction constitutes a routine administration and management activity that does not include a new program or a major reordering of priorities that may effect the environment, and accordingly constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(20), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA") with respect to the Transaction.

Section 2. Based upon an examination of the Transaction, the Agency hereby determines that no "financial assistance" (as defined in the Act) is being requested from the Corporation in connection with the Transaction, and accordingly that the Agency is not required by Section 859-a of the Act to hold a public hearing with respect to the Transaction.

Section 3. In consequence of the foregoing, the Agency hereby determines that the provision of administrative support services by the Agency to the Corporation is consistent with the Agency's mission and purposes and in the best interests of the Agency.

Section 4. Subject to approval of the form and substance of the Agreement and any related documents (collectively, the "Transaction Documents") by Agency counsel, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction Documents and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof approved by the Chairperson (or Vice Chairperson) of the Agency and by Agency counsel, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 5. 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 do all acts and things required or provided for by the provisions of the Transaction Documents, and 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 this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Transaction Documents binding upon the Agency.

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:

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| Trent Trahan | VOTING | YES |
| David Hoover | VOTING | YES |
| Michael E. Zurlo | VOTING | YES |
| Keith Defayette | VOTING | EXCUSED |
| Kim Murray | VOTING | YES |
| Mark Leta | VOTING | YES |
| John VanNatten | VOTING | YES |

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 April 17, 2017 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 17 day of April, 2017.


Michael E. Zurlo, Secretary

(SEAL)