

**CLINTON COUNTY CAPITAL RESOURCE CORPORATION
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of Clinton County 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 September 16, 2024 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 board of directors of the Corporation were:

PRESENT:

| | |
|------------------|---------------------|
| Trent Trahan | Chairperson |
| David Hoover | Vice Chairperson |
| Michael E. Zurlo | Secretary |
| Keith Defayette | Treasurer |
| Mark Leta | Assistant Secretary |
| John VanNatten | Member |
| Joey Trombley | Member |

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

| | |
|-----------------------------|--------------------------|
| Molly F. Ryan | Executive Director |
| Toni Moffat | Executive Assistant |
| Dorothy Brunell | Administrative Assistant |
| Christopher C. Canada, Esq. | Corporation Counsel |
| Shannon E. Wagner, Esq. | Corporation Counsel |

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 09-24-04

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE CORPORATION.

WHEREAS, the Corporation is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the “NFPCL”) to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; 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 BOARD OF DIRECTORS OF THE CLINTON COUNTY CAPITAL RESOURCE 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 Executive Director 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 | _____ |
| David Hoover | VOTING | _____ |
| Michael E. Zurlo | VOTING | _____ |
| Keith Defayette | VOTING | _____ |
| Mark Leta | VOTING | _____ |
| John VanNatten | VOTING | _____ |
| Joey Trombley | VOTING | _____ |

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of Clinton County Capital Resource Corporation (the “Corporation”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board of directors of the Corporation (the “Board of Directors”) held on September 16, 2024 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 Board of Directors 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 Board of Directors 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 ___ day of September, 2024.

BY: _____
Secretary

(SEAL)

SCHEDULE A

Officers of the Board of Directors:

| | |
|------------------|---------------------|
| Trent Trahan | Chairperson |
| David Hoover | Vice Chairperson |
| Michael E. Zurlo | Secretary |
| Mark Leta | Assistant Secretary |
| Keith Defayette | Treasurer |

Determination of Regular Corporation Meeting Schedule:

As necessary

Appointment of Chief Executive Officer and Staff to the Corporation:

Molly F. Ryan – Executive Director

Appointment of Corporation Counsel:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.
Shannon E. Wagner, Esq.

Appointment of Bond Counsel to the Corporation:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, Esq.
Shannon E. Wagner, Esq.

Appointment of the Bank of the Corporation and Accounts

Glens Falls National Bank

Appointments to Governance Committee

Michael E. 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
Joey Trombley – Vice Chairperson
Trent Trahan – Member

Approval and Confirmation of Corporation Policies

Assessment of Internal Controls Policy
Bylaws
Code of Ethics
Compensation Policy
Defense and Indemnification of Board Members Policy
Fee Policy
Investment Policy
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)
Organization Chart
Procurement Policy
Real Property Acquisition Policy
Real Property Disposition Policy
Retaliatory Action (Whistleblower Protection) Policy
Time and Attendance Policy
Travel Policy

Approval of Agreements of the Corporation

Trent Trahan – Chairperson
David Hoover – Vice Chairperson
Keith Defayette – Treasurer and Chief Financial Officer
Michael E. Zurlo – Secretary
Mark Leta – Assistant Secretary
John VanNatten – Member
Joey Trombley – Member

Appointment of Contract Officer

Molly F. Ryan – Executive Director

Appointment of Investment Officer

Keith Defayette

Approval of Corporation Fee Schedule

Same fee schedule as the County of Clinton Industrial Development Agency