

**CLINTON GRANT FACILITATION CORPORATION
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of the Clinton Grant Facilitation 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 Secretary of the Corporation and, upon roll being called, the following members of the board of directors of the Corporation were:

PRESENT:

Michael E. Zurlo	Secretary and Chairperson Pro Tem
Keith Defayette	Treasurer
Mark Leta	Assistant Secretary
John VanNatten	Member
Joey Trombley	Member

ABSENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson

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 J. VanNatten, seconded by M. Leta, to wit:

Resolution No. 09-24-05

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 BOARD OF 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 Executive Director 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	EXCUSED
David Hoover	VOTING	EXCUSED
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	VOTING	YES

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 Grant Facilitation Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board 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 16th day of September, 2024.

BY: Michael E. Juto
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 the Bank of the Corporation and Accounts

N/A

Appointments to Governance Committee

Michael E. Zurlo – Chairperson
John VanNatten – Vice Chairperson
David Hoover – Member

Approval and Confirmation of Corporation Policies

Attendance Policy

Bylaws

Code of Ethics

Compensation Policy

Defense and Indemnification of Board Members Policy

Fee Schedule

Internal Control Procedure Policy

Investment Policy

Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)

Organizational Chart

Procurement Policy

Real Property Acquisition Policy

Real Property Disposition 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

As adopted by the Corporation August 16, 2021.