

**CLINTON COUNTY CAPITAL RESOURCE CORPORATION
RESOLUTION APPROVING CONTRIBUTION - 2023
NORTH COUNTRY CHAMBER OF COMMERCE
TRANSPORTATION TRADE SHOW**

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 208 in the City of Plattsburgh, Clinton County, New York on August 14, 2023 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 (the "Board of Directors") and, upon roll being called, the following members of the Board of Directors were:

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Keith Defayette	Treasurer
Joey Trombley	Member
John VanNatten	Member

ABSENT:

Mark Leta	Assistant Secretary
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CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Molly F. Ryan	Executive Director
Toni Moffat	Executive Assistant
Christopher C. Canada, Esq.	Corporation Counsel
Shannon E. Wagner, Esq.	Corporation Counsel

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

Resolution No. 08-23-02

**RESOLUTION APPROVING A CONTRIBUTION OF FUNDS BY THE CLINTON
COUNTY CAPITAL RESOURCE CORPORATION TO THE NORTH COUNTRY
CHAMBER OF COMMERCE.**

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

WHEREAS, the Corporation is authorized and empowered by the provisions of the Enabling Act and the Certificate of Incorporation to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Corporation will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Corporation is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefor; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Corporation are principally to be conducted; and

WHEREAS, the Corporation has been advised that a large transportation equipment manufacturer has determined to terminate operations at its facility located within the County (the "Closure"), which Closure is expected to, among other things, increase unemployment levels in the County and decrease economic activity within the County; and

WHEREAS, in connection with the Closure, the Corporation has received a letter dated July 10, 2023 ("Contribution Request Letter," a copy of which is attached hereto as Exhibit A) from the North Country Chamber of Commerce (the "Chamber"), on behalf of eight (8) transportation equipment manufacturers located within the County (the "County Businesses") that will experience reduced business due to the Closure, (A) indicating the intention of the Chamber to apply for a Global New York Grant (the "Grant") to mitigate the negative impacts of the Closure by providing funding for the County Businesses to attend the American Public Transportation Association Conference and Expo in Orlando, Florida (the "Conference") to attract replacement manufacturers and businesses to the County, as more specifically described in the Contribution Request Letter, and (B) requesting that the Corporation make a financial contribution (the "Contribution Request") equal to \$10,000 (the "Contribution") to be used as matching funds for the Grant; and

WHEREAS, in connection with the Contribution Request, the Corporation now desires to authorize the following actions (collectively, the "Action"): (1) to make the Contribution, and (2) enter into a certain agreement (the "Contribution Agreement") with the Chamber under which the Corporation will provide the Contribution pursuant to any additional terms and conditions set forth therein; and

WHEREAS, the Corporation will provide the funds to the Chamber in a single lump-sum disbursement by the Corporation pursuant to the Contribution Agreement; and

WHEREAS, pursuant to 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 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Corporation must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Action; and

WHEREAS, pursuant to SEQRA, the Corporation has examined the Action in order to make a determination as to whether the Action is subject to SEQRA, and it appears that the Action constitutes a Type II action under SEQRA;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Corporation hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Action (including but not limited to the execution and delivery of the Contribution Agreement) is a "Type II action" (as said quoted term is defined in the Regulations).

(B) Accordingly, the Corporation hereby determines that no environmental impact statement or any other determination or procedure is required under SEQRA with respect to the Action.

Section 2. The Corporation hereby finds and determines that:

(A) By virtue of the Enabling Act and the Certificate of Incorporation, the Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and the Certificate of Incorporation and to exercise all powers granted to it under the Enabling Act and the Certificate of Incorporation.

(B) As described in the Contribution Request Letter, the Contribution will be used for the express purpose of mitigating the negative economic impacts caused by the Closure, decreasing potential unemployment to be caused by the Closure, and attracting large businesses to the County.

(C) The approval of the Contribution will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County and the State of New York and improve their standard of living.

(B) It is desirable and in the public interest for the Corporation to approve the Contribution in the amount of \$10,000 and enter into the Contribution Agreement.

Section 3. In consequence of the foregoing, the Corporation hereby determines to: (A) authorize the Contribution; (B) subject to approval of the form and substance of the Contribution Agreement by counsel to the Corporation, approve the form and substance of the Contribution Agreement; and (C) subject to compliance with state and federal law applicable to the Action, authorize the execution and delivery of the Contribution Agreement.

Section 4. Subject to the satisfaction of the conditions described in Section 3 hereof, the Chairperson, Vice Chairperson, or Executive Director of the Corporation (each an "Authorized Officer"), is hereby authorized, on behalf of the Corporation, to execute and deliver the Contribution Agreement and the other documents related thereto and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the forms thereof approved by counsel to the Corporation, with such changes, variations, omissions and insertions as the Authorized Officer of the Corporation shall approve, the execution thereof by the Authorized Officer of the Corporation to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Contribution Agreement, 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 Corporation with all of the terms, covenants and provisions of the Contribution Agreement binding upon the Corporation.

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

The foregoing 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 annexed extract of the minutes of the meeting of the board of directors of the Corporation (the "Board of Directors"), including the resolution contained therein, held on August 14, 2023 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 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 14th day of August, 2023.



Secretary

EXHIBIT A

REQUEST LETTER

- SEE ATTACHED -



7/10/2023

Clinton County Capital Resource Corporation (CCCRC)
ATTN: Molly Ryan, Executive Director
137 Margaret Street, Suite 208
Plattsburgh, NY 12901

Home of:
Adirondack Coast
Visitors Bureau

North American Center
of Excellence for
Transportation
Equipment
(NAMTrans)

North Country
Service Corporation

North Country
Industrial Council

Quebec - New York
Corridor Coalition

SCORE

Serving:
Clinton
Essex
Franklin
Warren
Hamilton
Akwesasne
Southern Quebec

Dear Molly,

The North Country Chamber of Commerce is reaching out today to respectfully request \$10,000 in funds from the Clinton County Capital Resource Corporation (CCCRC). These funds, in addition to a \$5,000 contribution from TDC, would be used as matching funds for a Global NY grant to which we are applying.

CCCRC's contribution would assist approximately eight (8) transportation equipment manufacturers in attending the American Public Transportation Association (APTA) Conference and Expo in Orlando Florida from October 9th through the 11th. This conference, held every three years, is the largest gathering of rail and road transportation manufacturers in North America and would provide an excellent opportunity for these North Country manufacturers to find new customers and contract opportunities following the news of Nova's future departure.

Companies that attend would be provided with their own 10x10 booth space, typical booth furnishings/decals, reimbursement for airfare/lodging/travel for one person, shipping costs, and more. Companies would be responsible for any and all costs beyond the allowable items listed above, or if they wanted to bring more than one representative to the show.

It is our strong belief that this conference is but one tool in our tool belt to assist our Nova Bus suppliers in locating new customers, and in turn, helping them secure their future in the greater Plattsburgh region.

So, it is with the above in mind, that we respectfully request that CCCRC give our request for funding the most serious time and consideration consistent with all governing rules, policies, and procedures. If you or anyone else have any questions or concerns, please do not hesitate to contact me directly at (518) 563-1000 or via email at joel@northcountrychamber.com

Best Regards,

Joel Wood

Vice-President of Strategic Initiatives/Director of NAMTrans
North Country Chamber of Commerce



The Power of Region